

18th May, 2024

By Hand/Email

To,

S.No.	Name	Designations/Status
1.	Mr. Raminder Singh Chadha (DIN 00405932)	Chairman/Managing Director
2.	Mrs. Amarveer Kaur Chadha (DIN 00405962)	Whole-time Director
3.	Mr. Jayvir Chadha (DIN 02397468)	Whole-time Director
4.	Mr. Alok Jain (DIN 09209326)	Independent Director
5.	Mr. Dilip Kumar Modak (DIN 07750172)	Independent Director
6.	Mrs. Palak Malviya (DIN 07795827)	Independent Director
7.	Mr. Dharendra Mehta	CFO
8.	Mr. Anil Khandelwal	Statutory Auditor
9.	Mr. Shubham Tirole	Internal Auditors
10.	CS Radhika Tripathi	Company Secretary & Compliance Officer
11.	Proprietor of M/s Vatsalya Sharma & Co., Company Secretary -Secretarial Auditor of the Company	Secretarial Auditor
12.	Proprietor of M/s Anjesh Jain & Co., Company Secretary -Practicing Company Secretary	Special Invitee

SUBJECT: NOTICE OF THE BOARD MEETING (BEING BOARD MEETING NO. 01/2024-25)

Dear Sir/Mam(s),

You are cordially invited for the Meeting of Board of Directors of the Company (being Meeting No. 01/2024-25) schedule to be held on **Monday, 27th May, 2024 at 11:00 a.m.** at the Registered Office of the Company situated at 102, Sanskriti Appt. 44, Saket Nagar, Indore (M.P.) 452018 to transact the businesses as mentioned in the Agenda and Notes to the Agenda Items attached with the notice.

The detailed notes on the agenda items and relevant working papers are also attached herewith.

The facility for attending the Board Meeting through Audio-Video Conferencing has been provided by the Company. Any Director or attendee intending to attend the meeting through Audio-Video Conferencing mode shall give prior intimation to Ms. Radhika Tripathi, Company Secretary & Compliance Officer of the Company, on her e-mail Id **cs@worthindia.com**. In the absence of an advance communication or confirmation from the Director, it shall be assumed that they will attend the meeting physically.

You are requested to please make it convenient to attend the Meeting and also acknowledge the receipt of Notice.

Issued by the Orders of the Chairman

Thanking you.

Yours faithfully

FOR, WORTH PERIPHERALS LIMITED

Sd/-

RADHIKA TRIPATHI

COMPANY SECRETARY & COMPLIANCE OFFICER

Encl.:

1. Agenda for Board Meeting.
2. Notes on the agenda items for Board Meeting and relevant working papers.

AGENDA & NOTES TO THE AGENDA ITEMS

For the Meeting of the Board of Directors of the Company schedule to be held on Monday, 27th May, 2024 (being Meeting No. 01/2024-25) at 11:00 a.m.

Agenda Item No.	Particulars	Nature of business	Annexure
1.	To elect the chairman of the meeting	General	
2.	To consider the request of the Directors to grant leave of absence from attending the Meeting, (if any).	General	-
3.	To confirm the minutes of the previous Board Meeting held on 12 th February, 2024 (being Meeting No. 07/2023-24) to be placed before the Meeting and the minutes of the Board Meeting of Wholly Owned Subsidiary (Worth Wellness Private Ltd)	General	Annexure - 1
4.	To consider and take on record the minutes of the previous Audit Committee Meeting held on February 12, 2024 and to brief the Board about the proceedings of the Meeting of the Audit Committee to be held on May 27, 2024	General	Annexure - 2
5.	To consider and take on record the minutes of the previous Stakeholders Relationship Committee Meeting held on February 12, 2024 and to brief the Board about the proceedings of the Meeting of the Stakeholders Relationship Committee to be held on May 27, 2024	General	Annexure - 3
6.	To consider and take on record the minutes of the previous Independent Director Meeting held on 15 th March, 2024.	General	Annexure -4
7.	To consider and take on record the minutes of the Corporate Social Responsibility Committee Meeting held on 20 th March, 2024.	General	Annexure -5
8.	To give authority to sign the forms and returns to be filed with the statutory authorities.	Significant	-
9.	To Consider & Recommendation of Final Dividend, if any, of the financial year 2023-24.	Significant	-
10.	To review the financial statement of Worth Wellness Private Limited, Wholly-owned Subsidiary of the Company, for the financial year 2023-24.	General	Annexure - 6
11.	To take note of the minutes of meeting of Board of Directors of Worth Wellness Private Limited for the	General	Annexure - 7

	financial year 2023-24.		
12.	To consider and approve Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2024.	Significant	Annexure -8
13.	To review the draft Auditor's Report on Financial Statement for the financial year ended March 31, 2024.	Significant	Annexure - 9
14.	To Consider and approve the Standalone and Consolidated Audited Financial Results of the Company for the fourth quarter and financial year ended March 31, 2024.	Significant	Annexure - 10
15.	To consider and review the Related Parties Transaction u/s 184/188 of the Companies act, 2013. (Statement/ Register of Related Party Transactions to be placed before the meeting). <i>Related Directors shall not participate in the matter in any manner</i>	Significant	Annexure -11
16.	To Consider and take on record declaration in compliance of SEBI Circular No. CIR/CFD/CMD/56/2016 dated May 27, 2016 and provision of Regulations 33(3)(d) of SEBI (LODR) (Amendment) Regulation, 2016 for Audit Report with modified/unmodified opinion.	Significant	Annexure -12
17.	To take note of the payment of Annual Listing fees.	General	Annexure -13
18.	To receive, consider and file Secretarial Compliance Report for Financial Year ended 31.03.2024 to National Stock Exchange of India Limited.	Significant	Annexure -14
19.	To constitute a Committee under the name of "Investment Committee" and to adopt the Investment Committee Policy	Significant	Annexure -15
20.	To consider and take note on Disclosure of Interest received by all the Directors including Independent Directors, and KMPs in the Form MBP-1 (The Form MBP-1 received to be placed before the Meeting).	Significant	Annexure -16
21.	To take note of declarations received from the Directors of the Company pursuant to Section 164(2) of the Companies Act, 2013.	Significant	Annexure -17
22.	To consider and take on record the declaration obtained from independent directors as per section 149(6) of Companies Act, 2013. (The Declaration from the Independent Directors to be placed before the Meeting)	General	Annexure -18

23.	To take note of the Certificate issued under regulation 40(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the financial year ended March 31, 2024.	General	Annexure -19
24.	To take note of the statement submitted to the Stock Exchanges pertaining to investor complaint under regulation 13 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended March 31, 2024.	General	Annexure -20
25.	To consider & take on record Shareholding Pattern filed for the Quarter ended 31.03.2024 to National Stock Exchange of India Limited.	General	Annexure -21
26.	To consider & take on record Certificate filed under Regulation 7(3) of SEBI LODR, 2015 for the Financial Year ended 31.03.2024 to National Stock Exchange of India Limited	General	Annexure -22
27.	To consider and take on record Share Capital Reconciliation Report by PCS under Regulation 76 of DP Act, 2018.	General	Annexure -23
28.	To consider & take on record Corporate Governance Report filed for the Quarter ended 31.03.2024 to National Stock Exchange of India Limited.	General	Annexure -24
30.	To consider Internal Audit Report for the Financial Year ended March 31, 2024:	Significant	Annexure-25
29.	To sign the register of contract or arrangement under section 189(1) of the Companies Act, 2013 & Rule 16(1) of the Companies (Meetings of Board and its Powers) Rules, 2014.	General	Annexure -26
31.	To take on record for non-acceptance of any Deposits u/s 73-76 of the Company Act, 2013 including no credit balances of the debtors exceeding 365 days during the year 2023-24.	General	
32.	To consider and approve amount of expenditure to be incurred on the CSR activities.	General	
33.	To consider and approve the projects for making CSR Expenditure and amount to be spent.	General	
34.	To consider and approve Annual Action Plan on CSR for the year 2024-25.	General	Annexure -27
35.	To consider and confirm that no fraud committed by or against the Company by any employee and no complaint received or pending before the Vigil mechanism during the year 2023-24.	General	
36.	To consider and take on note the responsibilities of the Board of Directors under chapter II, regulation 4(2) (f) of SEBI (LODR) Regulations, 2015. (a detailed note shall be placed before the meeting)	General	Annexure -28

37.	To deal in any other businesses, if any, this may be placed before the Board with the permission of the majority of the Directors including at least 1 independent director.	Depend	
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FOR, WORTH PERIPHERALS LIMITED.

Sd/-

**RADHIKA TRIPATHI
COMPANY SECRETARY & COMPLIANCE OFFICER**