



WORTH PERIPHERALS LIMITED

Regd. Office: 102, Sanskriti Apartment 44, Saket Nagar, Indore - 452018 (M.P.) India

CIN: U67120MP1996PLC010808

Phone: 0731-2560267, 2560348 Telefax: +91-731-2563425

E-mail: investors@worthindia.com Website: www.worthindia.com

Date: 3rd August, 2018

To,
The Manager, Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza, Plot No. C/1, G-Block,
Bandra-Kurla Complex, Bandra (East),
Mumbai – 400051
Maharashtra, India.

NSE Symbol : WORTH

Subject: Notice of Annual General Meeting.

Dear Sir/Madam,

Please find enclosed herewith Notice of 22nd Annual General Meeting of the Company to be held on Thursday, 30th day of August, 2018 at 4.00 P.M. at Sapphire Hall, Sayaji Hotels Limited Situated at Scheme no. 54, H/1, Vijay Nagar, Indore - 452010 (M.P.).

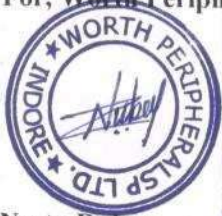
The Notice of Annual General Meeting is also available on the Website of Company at below mentioned link:

<https://worthindia.com/Home/investors/3/98/96/2017-18>

We request you to please take on record aforesaid information and oblige.

Thanking you
Yours Faithfully

For, Worth Peripherals Limited



Neetu Dubey
Company Secretary & Compliance Officer

NOTICE FOR THE 22ND ANNUAL GENERAL MEETING

Notice is hereby given that 22nd Annual General Meeting of the Shareholders of **Worth Peripherals Limited** will be held on Thursday, 30th day of August, 2018 at 4.00 P.M. at Sayaji Hotels Limited, (Sapphire Hall) Situated at Scheme no 54, H/1, Vijay Nagar, Indore - 452010 (M.P.) to transact the following businesses:

ORDINARY BUSINESSES:

1. To receive, consider, and adopt the Audited Standalone and Consolidated Financial Statements containing the Balance Sheet as at 31st March, 2018, the Statement of Profit & Loss and Cash Flow Statement for the financial year ended 31st March, 2018 and the Board Reports and Auditors Report thereon.
2. To appoint a director in place of Shri Raminder Singh Chadha (DIN: 00405932), who is liable to retire by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESSES:

3. To grant approval to keep Company's Register of Members and other statutory documents and records at the Registered Office and/or with RTA of the Company and in this regard to consider, and, if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to section 94 and other applicable provisions, if any, of the Companies Act, 2013, ("the Act") approval of the Shareholders be and is hereby accorded to keep the Company's Register of Members, the Index of Members, the Register and copies of all its annual returns prepared under sections 92 and other applicable provisions, if any, of the act together with the copies of certificates and documents required to be annexed thereto under Section 92 of the Act, at other than the place of the Registered Office of the Company and to be maintained by Bigshare Services Pvt. Ltd., Registrar and Share Transfer Agent of the Company, situated at 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai - 400059, Maharashtra."

4. To approve the expenses for service of documents to Shareholders and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of Section 20 and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules prescribed thereunder, the consent of the Company be and is hereby accorded to the Board of directors or the person authorized by the Board charge from Shareholder(s) fee in advance, a sum equivalent to the estimated actual expenses of delivery of the documents through a particular mode, if any request has been made by such Shareholder(s) for delivery of such document(s) to him through such mode of service as required and the same be provided upon such request in writing along with the requisite fee if has been duly received by the Company at least one week in advance of the dispatch of the document by the Company."

"RESOLVED FURTHER THAT Board of director and/or any person authorized by the Board be and are hereby authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to above resolution."

5. To approve the Shareholder's right to waive/forgo dividend and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, the existing Articles of Association of the company be and are hereby altered in such manner and up to the extent as follows:

After the existing Article 164 of the Articles of Association of the company, following new Article being Article No 164A be and is hereby added:

- 164A "Notwithstanding anything contained in these Articles of Association of the Company, but subject to the provisions of the Act and all other applicable Rules of the statutory authorities and the Rules framed by the Board of Directors of the Company in this behalf as amended from time to time by the Board, it shall be open for the Shareholders of the Company who hold the equity shares in the Company to waive/forgo his/their right to receive the dividend (interim or final) by him/them for any financial year which may be declared or recommended respectively by the Board of Directors of the Company. The waiver/forgoing by the Shareholders, his/their right to receive the dividend (interim or final) by him/them under this Article shall be irrevocable immediately after the record date / book closure date fixed for determining the names of Shareholders entitled for dividend. The Company shall not be entitled to declare or pay and shall not declare or pay dividend on equity shares to such Shareholders who have waived/forgone his/their right to receive the dividend (interim or final) by him/ them under this Article."

Place: Indore

Date: 23rd July, 2018

Registered Office:

CIN: U67120MP1996PLC010808

102, Sanskriti Appt. 44, Saket Nagar,

Indore (M.P.) 452018 India

**By Orders of the Board of Directors
For Worth Peripherals Limited**

Sd/-

**Neetu Dubey
Company Secretary &
Compliance Officer
ACS 44958**

Notes:-

1. A shareholder entitled to attend and vote at the meeting is entitled to appoint a Proxy (ies) to attend and vote instead of himself/ herself and the proxy need not be a shareholder of the company.
2. A person can act as a proxy on behalf of Shareholder(s) not exceeding 50. Shareholder(s) holding in aggregate not more than 10% of the total share capital of the Company carry voting rights to appoint a single person as a proxy and such a person shall not act as a proxy for any other person or Shareholder.
3. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013, which sets out details relating to special business at the meeting, is annexed hereto.
4. The company has notified closure of Register of Members and Share Transfer Books from **Thursday, 2nd August, 2018 to Wednesday, 8th August, 2018 (both days inclusive)** for the purpose of the Annual General Meeting.
5. The Management Discussion and Analysis Report attached with the Directors Report also forms a part of this Annual Report.
6. Shareholders seeking any information are requested to write to the Company by email at investors@worthindia.com at least 10 days before the date of the AGM to enable the management to reply appropriately at the AGM.
7. Shareholders are requested to immediately notify any change in their address and also intimate their active E-Mail ID to their respective Depository Participants (DPs) and to the Registrar and Share Transfer Agent of the Company viz. Bigshare Services Pvt. Ltd., 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai - 400059, Maharashtra having email Id investors@bigshareonline.com to receive the soft copy of the annual report and all other communication and notice of the meetings etc., of the Company.
8. Electronic copy of the Annual report for the year 2017-18 is being sent to the Shareholders whose email IDs are registered with the Share Transfer Agent of the Company / Depository Participants unless any Shareholder has requested for a hard copy of the same. For Shareholders who have not registered their email address, physical copies of the Annual reports are being sent in the permitted mode.
9. Shareholders may also note that the Annual Report for the year 2017-18 is also available on Company's website www.worthindia.com.
10. Corporate Shareholders intending to send their authorized representatives to attend the Annual General Meeting pursuant to section 113 of Companies Act, 2013 are requested to send a duly certified copy of the relevant Board Resolution together with the respective specimen signatures of those representatives authorized under the said resolution to attend and vote on their behalf at the Meeting.
11. Relevant documents referred to in the accompanying Notice are open for inspection by the Shareholders at the Registered Office of the company on all working days, except Saturday, between 11:00 A.M and 1:00 P.M. up to the date of the Annual General Meeting.
12. Shareholders / proxies / authorized representatives are requested to bring the duly filled and signed attendance slip attached with this report and copy of Annual Report with them to attend the Meeting.
13. The Register of Directors, Key Managerial Personnel and their shareholding, maintained under section 170 of the Companies Act, 2013 will be available for inspection by the Shareholders at the Annual General Meeting.
14. The Register of Contracts or Arrangements, in which the directors are interested, maintained under Section 189 of the Companies Act, 2013 and will be available for inspection by the Shareholders at Annual General Meeting.
15. SEBI has also mandated that for registration of transfer of securities the transferee(s) as well as the transferor(s) shall furnish a copy of their PAN to the Share Transfer Agent for registration of transfer of securities.
16. Shareholders may also note that the Notice of 22nd Annual General Meeting, Attendance Slip, Proxy Form, Route Map, Ballot Paper and the Annual Report for the year 2017-18 will also be available on the website of Company www.worthindia.com for download.
17. The Route Map of the venue of AGM is given at the last page of Annual Report.
18. As the Company is listed on SME Exchange [Company covered under Chapter X B of SEBI (Issue of Capital Disclosure Requirements) Regulations, 2009] pursuant to Rule 20 of the Companies (Management and Administration) Rules, it is not required to provide remote e-voting facility to its Shareholders.

19. Brief profile of the directors seeking re-appointment as per Item No. 2 of the notice at the ensuing Annual General Meeting as per SEBI (LODR) Regulations, 2015 and the Companies Act, 2013.

Name of Director	Shri Raminder Singh Chadha
Designation	Chairman & Managing Director
Date of Birth	05.08.1963
Date of Appointment	15.04.2010
Expertise / Experience in specific functional areas	26 years' experience in Packaging field in various capacities, he is the core promoter of the company, since its inception.
Qualification	M.A.
No. & % of Shares held	4680000 i.e. 29.71%
List of outside Company's directorship held	Nil
Inter se relations with other directors	Husband of Smt. Amarveer Kaur Chadha, Wholetime Director and father of Mr. Jayvir Chadha, Wholetime Director.

Brief Resume :

Shri Raminder Singh Chadha is a Arts Post Graduate and is an having experience of more than 26 years in Packaging Field/Industry. He is one of the core promoters since incorporation of the company. He also has an all round experience and looks into the manufacturing & administrative functions of the Registered Office at Indore and Plant at Pithampur.

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO
SECTION 102 OF THE COMPANIES ACT, 2013**

Item No. 3:

As per provisions of section 94 of the Companies Act, 2013 ("the Act"), the Register of Members, the index of Members, the register and copies of all annual returns prepared under sections 92 of the Act together with the copies of certificates and documents required to be annexed thereto shall be kept at the Registered Office of the Company or with the approval of the Shareholders at any place other than the Registered office of the Company. The Special resolution at Item No. 3 is proposed for the purpose of enabling the Company to keep the records of Register of Members, index thereof by Bigshare Services Private Ltd, Registrar and Share Transfer Agent of the Company, situated at 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai 400059, Maharashtra as stated in the resolution. A copy of the proposed special resolution set out in item No.3 will be delivered to the Registrar of Companies.

None of the directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested in the Resolution financially or otherwise.

The Board recommends the Special Resolution as set out in Item No. 3 of this Notice for approval of Shareholders.

Item No. 4:

As per the provisions of section 20 of the Companies Act, 2013, a document may be served on any Shareholder by sending it to him by post or by registered post or by speed post or by courier or by delivery at his office or residence address or by such electronic or other mode as may be prescribed. Further, proviso to subsection (2) of section 20 states that a Shareholder may request for delivery of any document through a particular mode, for which Shareholder shall pay such fees in advance as may be determined by the company by ordinary resolution. Accordingly, the Board of Directors has proposed that a sum equivalent to the estimated actual expenses of delivery of the documents through a particular mode, if any request has been made by any Shareholder for delivery of such documents to him through such mode of service, be taken to cover the cost of such delivery as may be decided by the Board or the authorized person from time to time.

None of the Directors or Key Managerial Personnel and their relatives, are concerned or interested (financially or otherwise) in the resolution.

Item No. 5:

Certain shareholders enquired from the Board of Directors whether there are any conditions / stipulations in the Article of Association of the company that enables any shareholder or its group to waive / forgo the dividend, whether interim or final, to be declared by the company at any point of time in the future. On the perusal of the existing Articles of Association of the company, your Board does not find any condition / stipulation by which any share-holder or group can waive or forgo any type of dividend to be declared at any time in the future. Further the company does not have any guidelines or set procedures as on date in this regard. The matter may be in the general and personal interest of the shareholder concerned as it relates to forgoing their entitlements or rights which is a purely personal choice. As far as the company is concerned, a suitable provision is required in the existing Articles of Association of the company. The proposed resolution is meant to alter the existing Articles of Association of the company by addition of a new article as Article "164A" after the existing article 164 of the Articles of Association. After the insertion of the new Article "164A" in the Article, your board will also be entitled to frame a suitable guideline and procedure in this regard.

None of the directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested in the Resolution financially or otherwise.

The Board recommends the Special Resolution as set out in Item No. 5 of this Notice for approval of Shareholders in the best interest of the company.

Place: Indore

Date: 23rd July, 2018

Registered Office:

CIN: U67120MP1996PLC010808

102, Sanskriti Appt. 44, Saket Nagar,

Indore (M.P.) 452018 India

By Orders of the Board of Directors

For Worth Peripherals Limited

Sd/-

Neetu Dubey

Company Secretary &

Compliance Officer

ACS 44958

Form No. MGT-11

Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

CIN : U67120MP1996PLC010808
 Name of the Company : Worth Peripherals Limited
 Registered Office : 102, Sanskriti Appt. 44 Saket Nagar, Indore 452018 (M.P.) India
 Name of the Member(s) :
 Registered Address :
 E-mail Id :
 Folio No/ Client Id/ DP ID :

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name :
 Address : E-mail Id.....
 Signature : or failing him.....
2. Name :
 Address : E-mail Id.....
 Signature : or failing him.....
3. Name :
 Address : E-mail Id.....
 Signature : or failing him.....

as my/our proxy to attend and vote on a poll for me/us and on my/our behalf at the 22nd Annual General Meeting of the company, to be held on Thursday, 30th day of August, 2018 at 4.00 P.M. at Sayaji Hotels Limited, (Sapphire Hall) Situated at Scheme no 54, H/1, Vijay Nagar, Indore-452010 (M.P.) and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions:		Nature of Resolution
1.	Consider and adopt Audited Financial Statement, reports of the Board of directors and Auditor for the year ended 31 st March, 2018.	Ordinary
2.	Re- Appointment of Shri Raminder Singh Chadha who is liable to retire by rotation	Ordinary
3.	Approval to keep Company's Register of Members and other statutory documents and records at the Registered Office and/or with RTA of the Company.	Special
4.	Approval of the expenses for service of documents to members.	Ordinary
5.	Approval of the Shareholder's right to waive/forgo dividend.	Special

Signed this..... day of..... 2018

.....

Signature of shareholder

Affix
Revenue
Stamp

.....

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

WORTH PERIPHERALS LIMITED

CIN : U67120MP1996PLC010808

Regd. office :102, Sanskriti Appt. 44, Saket Nagar, Indore – 452018 (M.P.) India

Form No. MGT-12**Polling Paper**

[Pursuant to Section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company		Worth Peripherals Limited			
Registered Office		CIN: U67120MP1996PLC010808 102, Sanskriti Appt.44, Saket Nagar, Indore – 452018 (M.P) India Ph: +91-731-2560267 / +91-731-2560348 Email:- investors@worthindia.com Website: www.worthindia.com			
Sr. No.	Particulars	Details			
1	Name of the First Named Shareholder (In Block Letter)				
2	Postal Address				
3	Registered Folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)				
4	Class of Share	Equity Share			
I hereby exercise my vote in respect of Ordinary resolution enumerated below by recording my assent or dissent to the said resolution in the following manner.					
Resolutions:		Nature of Resolution	No. of shares held by me	I assent to the resolution	I dissent to the resolution
1.	Consider and adopt Audited Financial Statement, reports of the Board of directors and Auditor for the year ended 31st March, 2018.	Ordinary			
2.	Re- Appointment of Shri Raminder Singh Chadha who is liable to retire by rotation	Ordinary			
3.	Approval to keep Company's Register of Members and other statutory documents and records at the Registered Office and/or with RTA of the Company.	Special			
4.	Approval of the expenses for service of documents to members.	Ordinary			
5.	Approval of the Shareholder's right to waive/forgo dividend.	Special			

Place:
Date:

(Signature of the Shareholder)

WORTH PERIPHERALS LIMITED

CIN : U67120MP1996PLC010808

Regd. office : 102, Sanskriti Appt. 44 Saket Nagar, Indore – 452018 (M.P.) India

ATTENDANCE SLIP

22nd Annual General Meeting of Worth Peripherals Limited held on Thursday, 30th day of August, 2018 at 4.00 P.M. at Sayaji Hotels Limited, (Sapphire Hall) Situated at Scheme no 54, H/1, Vijay Nagar, Indore-452010 (M.P.)

Folio No./DPID/Client ID :

Mr./Mrs./Miss :
(Shareholders' name in block letters)

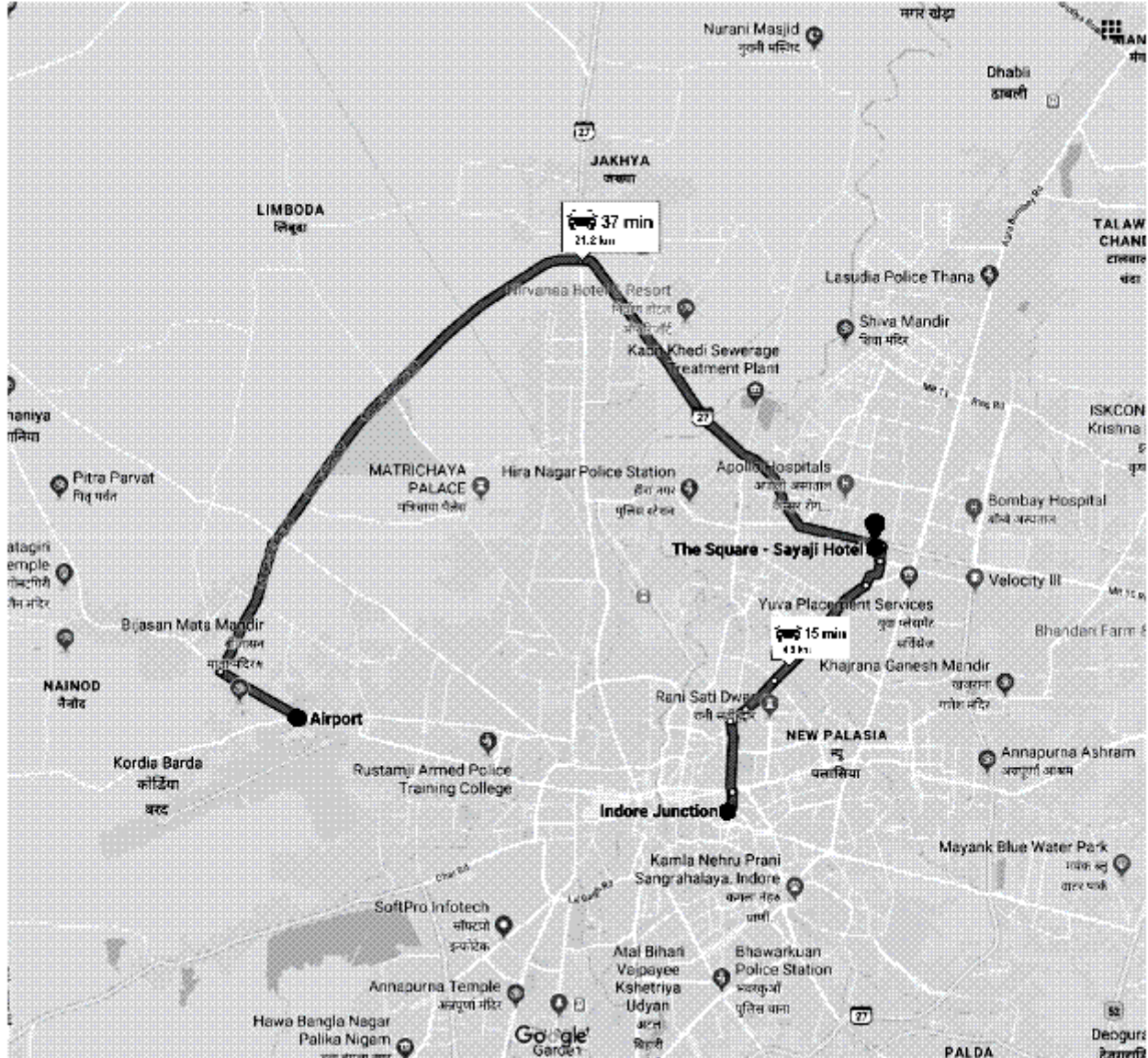
I/We certify that I/We am/are registered shareholder / proxy for the registered shareholder of the company.

I/We hereby record my/our presence at the 22nd Annual General meeting of the company held on Thursday, 30th day of August, 2018 at 4.00 P.M. at Sayaji Hotels Limited, (Sapphire Hall) Situated at Scheme no 54, H/1, Vijay Nagar, Indore-452010 (M.P.)
(If signed by proxy, his name should be written in block letters)

(Shareholders/proxy's Signature)**Note:**

1. Shareholders/proxy holders are requested to bring the attendance slips with them when they come to the meeting and hand them over at the entrance after affixing their signatures on them.
2. If it is intended to appoint a proxy, the form of proxy should be completed and deposited at the Registered Office of the Company at least 48 hours before the Meeting.

**Route Map to the Venue of the AGM
Sayaji Hotels Limited (Sapphire Hall)
H/1, Scheme No. 54, Vijay Nagar, Indore-452010 (M.P.)**



**Distance from Indore Railway Station : 4.9 K.M.
Distance from Devi Ahilya Bai Holkar Airport : 21.1 K.M.**