

## NOTICE FOR NINETEENTH ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the NINETEENTH ANNUAL GENERAL MEETING (“AGM”) of the Members of Creative Newtech Limited will be held on Monday, 25<sup>th</sup> September 2023 at 11.00 a.m. through Video Conferencing (‘VC’), to transact the following business:

### Ordinary Business:

1. **To consider and adopt the Audited Financial Statements (including audited consolidated financial statements) of the Company for the Financial Year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon.**

To consider and if thought fit, to pass the following resolution, with or without modification(s), as an **Ordinary Resolution**:

**“RESOLVED THAT** the audited financial statements (including audited consolidated financial statements) of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

2. **To declare Final Dividend:**

To consider and if thought fit, to pass the following resolution, with or without modification(s), as an Ordinary Resolution:

**“RESOLVED THAT** a dividend at the rate of Re. 0.50/- (Fifty Paise only) per equity share of Rs. 10/- (Rupees Ten only) each fully paid-up of the Company be and is hereby declared for the financial year ended March 31, 2023 and the same be paid as recommended by the Board of Directors of the Company out of the profits of the Company for the financial year ended March 31, 2023.”

3. **To appoint Mrs. Purvi Patel (DIN 02663240), as director, liable to retire by rotation, and being eligible, offers herself for re-appointment.:**

To consider and if thought fit, to pass the following resolution, with or without modification(s), as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mrs. Purvi Patel (DIN 02663240), Whole-time Director of the Company, who retires by rotation at this meeting and being eligible has offered herself for re-appointment, be and is hereby appointed as a Whole-time Director of the Company, liable to retire by rotation.”

### Special Business:

4. **Approval for Related Party Transactions:**

To consider and if thought fit, to pass the following resolution, with or without modification(s), as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Company’s policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/

arrangement(s)/ transaction(s) with Secure Connection Limited (Hong Kong), a subsidiary Company of Creative Newtech Limited, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for trading of electronics goods, on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of Rs. 2,50,00,00,000/- (Rupees Two Hundred and Fifty Crores only) for the financial year 2023-24, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company."

**"RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

**5. Revision of Remuneration of Mr. Ketan Patel (DIN 00127633) Chairman and Managing Director of the Company:**

To consider and if thought fit, to pass the following resolution, with or without modification(s), as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 197 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule V to the Act and the Rules made thereunder, including any statutory modification thereof, or any other law and as approved by the nomination and remuneration committee and Board of Directors, consent of the members and is hereby accorded for the revision in the remuneration structure of Mr. Ketan Patel (DIN – 00127633), Chairman and Managing Director of the Company with effect from 01<sup>st</sup> April 2023, as under:

Sr. No.	Particulars	Annual Remuneration (In Rs.)
1	Basic Salary	22,60,608
2	HRA	11,30,304
3	Special Allowance	30,48,780
4	Education Allowance	19,200
	Gross Remuneration (A)	64,58,892
1	PF (Employer Contribution)	21,600
2	Gratuity	1,08,732
3	Bonus	7,000
4	Proposed Performance Bonus *	15,00,000
	Other Benefits (B)	16,37,332
<b>Total CTC (A+B)</b>		<b>80,96,224</b>

**"RESOLVED FURTHER THAT** Mr. Tejas Doshi, Chief Compliance Officer and Company Secretary, be and is hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution."

**6. Revision of Remuneration of Mrs. Purvi Patel (DIN 02663240) Whole-time Director of the Company:**

To consider and if thought fit, to pass the following resolution, with or without modification(s), as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 197 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule V to the Act and the Rules made thereunder, including any statutory modification thereof, or any other law and as approved by the nomination and remuneration committee and Board of Directors, consent of the members and is hereby accorded for the revision in the remuneration structure of Mrs. Purvi Patel (DIN 02663240) Whole-time Director of the Company with effect from 01<sup>st</sup> April 2023, as under:

Sr. No.	Particulars	Annual Remuneration (In Rs.)
1	Basic Salary	12,57,840
2	HRA	6,28,920
3	Special Allowance	16,87,872
4	Education Allowance	19,200
	Gross Remuneration (A)	35,93,832
1	PF (Employer Contribution)	21,600
2	Gratuity	60,504
3	Bonus	7,000
4	Proposed Performance Bonus *	10,00,000
	Other Benefits (B)	10,89,104
<b>Total CTC (A+B)</b>		<b>46,82,936</b>

“RESOLVED FURTHER THAT Mr. Tejas Doshi, Chief Compliance Officer and Company Secretary, be and is hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution.”

**7. Revision of Remuneration of Mr. Vijay Advani (DIN 02009626) Whole-time Director of the Company:**

To consider and if thought fit, to pass the following resolution, with or without modification(s), as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 197 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule V to the Act and the Rules made thereunder, including any statutory modification thereof, or any other law and as approved by the nomination and remuneration committee and Board of Directors, consent of the members and is hereby accorded for the revision in the remuneration structure of Mr. Vijay Advani (DIN 02009626) Whole-time Director of the Company with effect from 01<sup>st</sup> April 2023, as under:

Sr. No.	Particulars	Annual Remuneration (In Rs.)
1	Basic Salary	15,83,136
2	HRA	7,91,568
3	Special Allowance	21,29,340
4	Education Allowance	19,200
	Gross Remuneration (A)	45,23,244
1	PF (Employer Contribution)	21,600
2	Gratuity	76,152
3	Bonus	7,000
4	Proposed Performance Bonus *	7,50,000
	Other Benefits (B)	8,54,752
<b>Total CTC (A+B)</b>		<b>53,77,996</b>

**“RESOLVED FURTHER THAT** Mr. Tejas Doshi, Chief Compliance Officer and Company Secretary, be and is hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution.”

**By order of the Board of Directors  
Creative Newtech Limited**



**Tejas Doshi  
Chief Compliance Officer and Company Secretary  
ACS – 30828**

**Date: 10<sup>th</sup> August 2023  
Place: Mumbai**

## Notes:

- 01 This 19<sup>th</sup> Annual General Meeting is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. The deemed venue for the 19<sup>th</sup> AGM shall be the Registered Office of the Company. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- 02 Institutional / Corporate Shareholders (i.e., other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authority letter etc., authorising its representative(s) to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting and e-voting at AGM. The said Resolution/Authority letter shall be sent to the Scrutiniser by email through its registered email address to [cs.smishra@gmail.com](mailto:cs.smishra@gmail.com) with a copy marked to [cs@creativenewtech.com](mailto:cs@creativenewtech.com).
- 03 The Notice of AGM is being sent to those members/beneficial owners whose name appear in the register of members/list of beneficiaries received from the depositories as on Friday, August 25, 2023.
- 04 In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, and subsequent amendment from time to time till the date, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depository Participant (DP)/Company's Registrar and Transfer Agent (RTA). Members may note that the Notice of EGM will also be available on the Company's website at [www.creativenewtech.com](http://www.creativenewtech.com) websites of the National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of our RTA at [www.bigshareonline.com](http://www.bigshareonline.com).
- 05 The statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed herewith.
- 06 The dividend on Equity Shares, if declared at the Meeting, will be paid subject to deduction of tax at source within 30 days from the date of declaration to those members whose names appear in the Register of Members and those beneficiaries, whose names are furnished by the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as beneficial owners on the Record Date i.e., September 18, 2023.
- 07 Listing Regulations, has mandated that for making dividend payments, companies whose securities are listed on the stock exchanges shall use electronic clearing services (local, regional or national), direct credit, real time gross settlement, national electronic funds transfer etc. The companies and the registrar and share transfer agents are required to seek relevant bank details of shareholders from depositories/ investors for making payment of dividends in electronic mode. It is also mandatory to print the bank details on the physical instrument if the payment is made in physical mode. Accordingly, shareholders are requested to provide or update (as the case may be) their bank details with the respective depository participant for the shares held in dematerialised form and with the registrar and share transfer agent in respect of shares held in physical form. For further details about registration process, please contact your depository/ R&TA of the Company.
- 08 All dividends remaining unclaimed and unpaid for a period of seven years from the date it is

lying in the unpaid dividend account, are required to be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government. Accordingly, till date the Company has transferred to IEPF the unclaimed and unpaid amount pertaining to dividends declared. Members may please note that no claim shall lie against the Company in respect of dividend which remain unclaimed and unpaid for a period of seven years from the date it is lying in the unpaid dividend account and no payment shall be made in respect of such claims.

09 Also, in terms of Section 124(6) of the Act, read with Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (as amended from time to time) shares on which dividend has not been paid or claimed by a shareholder for a period of seven consecutive years or more are required to be credited to the Demat Account of Investor Education and Protection Fund Authority (IEPFA) within a period of thirty days of such shares becoming due to be so transferred. Accordingly, equity shares which were/ are due to be so transferred, shall be transferred by the Company to the Demat Account of IEPFA. Upon transfer of such shares, all benefits (like bonus, etc.), if any, accruing on such shares shall also be credited to the Demat Account of IEPFA and the voting rights on such shares shall remain frozen till the rightful owner claims the shares. Shares which are transferred to the Demat Account of IEPFA can be claimed back by the shareholder from IEPFA by following the procedure prescribed under the aforesaid rules. Details of shares transferred to the Demat Account of IEPFA have been uploaded by the Company on its website at [www.creativenewtech.com](http://www.creativenewtech.com). Shareholders may kindly check the same and claim back their shares. Therefore, it is in the interest of shareholders to regularly claim the dividends declared by the Company.

10 The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's RTA. You are also requested to update your Bank details by writing to the Company's RTA.

11 SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018 requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 01, 2019 unless the securities are held in dematerialized form with the depositories. Therefore, shareholders are requested to take action to dematerialize the equity shares of the Company.

12 Members are requested to send in their queries at least a week in advance to Mr. Tejas Doshi, Chief Financial Officer & Company Secretary, on [cs@creativenewtech.com](mailto:cs@creativenewtech.com) or post it to the Registered Office of the Company to facilitate clarifications during the meeting.

13 Pursuant to the provisions of Section 108 and all other applicable provisions of the Act read with the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company is pleased to provide e-voting facility to all its members, to enable them to cast their votes electronically and has engaged the services of Bigshare Services Private Limited as the agency to provide e-voting facility. Instructions for the process to be followed for e-voting are annexed with this Annual Report.

- 14 During the voting period, members can login to Bigshare's voting platform any number of times till they have voted on all the resolutions. Once the vote on resolutions cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
- 15 The e-voting period commences on Friday, September 22, 2023 at 9:00 a.m. (IST) and ends on Sunday, September 24, 2023 at 5:00 p.m. (IST). During this period, members of the Company, holding shares either in physical or dematerialised form, as on the cut-off date, that is, Monday, September 18, 2023, may cast their vote electronically.
- 16 Members attending the AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 17 Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrars and Transfer Agents / Depository Participant(s) for sending future communication(s) in electronic form.
- 18 A member need not use all his / her / its votes nor does he / she / it need to cast all his / her / its votes in the same way.
- 19 M/s Satyajit Mishra & Co., Practising Company Secretary, (Membership No. FCS 5759, CP No. 4997) have been appointed as the Scrutiniser to scrutinise the voting process in a fair and transparent manner.
- 20 The Scrutiniser shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of the meeting, a Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman of the Company who shall countersign the same.
- 21 The resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite numbers of votes in favour of the resolutions.
- 22 The results declared along with the Scrutiniser's Report shall be placed on the Company's website [www.ecreativeindia.com](http://www.ecreativeindia.com) after same has been communicated to the NSE.
- 23 Since the AGM will be held through VC / OAVM, the Route Map is not required to be annexed in this Notice.

# EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

## Item No. 4 –

### **Approval for Related Party Transactions:**

Secured Connection Limited, a subsidiary company duly incorporated and registered in Hong Kong, holds the prestigious Brand License for Honeywell products, enabling the company to engage in the distribution of these renowned products. As a significant facilitator within the industry, Secured Connection Limited, Hong Kong, plays a pivotal role in the distribution network that spans across Hong Kong, South East Asia, and Pacific Countries. The core operational principle guiding transactions with Secured Connection Limited revolves around aligning the pricing of goods with the prevailing rates of Honeywell products.

In the upcoming financial year of 2023-24, the potential magnitude of the proposed transactions under consideration is noteworthy, with a cumulative estimated value that could scale up to Rs. 250 Crores. Such projections underline the strategic significance of these interactions.

According to Section 188 of the Companies Act, 2013, along with the relevant Regulations framed therein, any transaction involving related parties necessitates the prior sanction of the shareholders, to be granted through a routine resolution, if the collective value of the said transactions surpasses 10% of the company's annual turnover, as per the most recently audited financial statements.

Hence, it is imperative to solicit the approval of the shareholders for the impending Related Party Transaction(s) envisioned to be executed by the company with Secured Connection Limited, Hong Kong, during the course of the financial year 2023-24. In accordance with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended up to the present date, the comprehensive details pertaining to the transaction(s) with Secured Connection Limited (Hong Kong) are outlined as follows:

Secured Connection Limited (Hong Kong) are outlined as follows:

Sr. No.	Particulars	Remarks
1.	Name of the Related Party	Secured Connection Limited
2.	Country of the Related Party	Hong Kong
3.	Nature of Relationship	Subsidiary Company (possessing 52.48% equity stake)
4.	Name of the Director or KMP who is related	Mr. Ketan Patel
5.	Nature, material terms, monetary value and particulars of the contract or arrangement	The engagement entails a contractual commitment for the continuous acquisition and sale of goods. The anticipated cumulative financial worth of the proposed transaction(s) during the financial year 2023-24 is projected at Rs. 250 Crores.

It is noteworthy that none of the company's Directors, Key Managerial Personnel, or their respective kin, except for the instance mentioned above, possess any vested financial or non-financial interests associated with this resolution.



In light of these circumstances, the Board unequivocally recommends the approval of the Ordinary Resolution(s) stipulated in item number 4 of the Notice, with a view to securing the consent of the esteemed members.

#### **Item No. 5 –**

##### **Revision of Remuneration of Mr. Ketan Patel (DIN 00127633) Chairman and Managing Director of the Company:**

Mr. Ketan C Patel, along with his wife Mrs. Purvi Patel, established Creative Peripherals in 1992. He brings a wealth of expertise in various domains such as business development, strategic planning, product marketing, key account management, team leadership, sales management, entrepreneurship, and competitive analysis.

Educated in engineering and holding an MBA degree from IIM Bangalore, Mr. Ketan Patel stands as a seasoned entrepreneur with a receptive attitude towards innovative ideas. His enduring commitment to advancing both the company and its personnel is a testament to his visionary leadership.

Boasting an impressive career spanning over 30 years, Mr. Ketan Patel is the driving force behind the company's entrepreneurial spirit and strategic foresight. Under his guidance, Creative Newtech has evolved into a leading Value-Added Distribution firm and a pioneer in introducing new brands to the market. The company has made its mark across PAN India and represents an impressive portfolio of 25 global brands.

Mr. Ketan Patel's impact extends beyond the boardroom; he has pioneered innovative initiatives and practices in the electronics and IT distribution sector. His forward-thinking approach has solidified enduring relationships with influential IT, Imaging, Lifestyle, and Telecom brands in the industry.

A statement containing required information as per section II of Part II of Schedule V of the Companies Act, 2013 is attached as Annexure I.

No person, as specified under Section 102(1)(a) of the Act, other than Mr. Ketan Patel and Mrs. Purvi Patel is in any way concerned or interested in this Resolution proposed to be passed.

Thus, The Board recommends the Ordinary Resolution(s) set forth at item no. 5 of the Notice for the approval of the members.

#### **Item No. 6 –**

##### **Revision of Remuneration of Mrs. Purvi Patel (DIN 02663240) Whole-time Director of the Company:**

Mrs. Purvi Patel stands as the esteemed co-founder of Creative Newtech, partnering alongside her husband, Mr. Ketan Patel. With a remarkable tenure of over 29 years, her close association with the company and its clientele has been both comprehensive and enduring.

Her academic achievements include certifications in software programming, as well as a Diploma in Pharmacy, showcasing her multifaceted interests. Mrs. Purvi Patel's remarkable contribution encompasses diverse responsibilities, including the oversight of working capital, as well as leadership roles in HR/Administration and Logistics. Furthermore, she plays a pivotal role in product design, conceptualization, process establishment, and public relations activities.

Mrs. Purvi Patel's unwavering commitment and substantial contributions render her the cornerstone of the company's foundation. Her visionary involvement has been instrumental in shaping Creative Newtech's growth and development over the years.

A statement containing required information as per section II of Part II of Schedule V of the Companies Act, 2013 is attached as Annexure I.

No person, as specified under Section 102 (1)(a) of the Act, other than Mrs. Purvi Patel and Mr. Ketan Patel is in any way concerned or interested in this Resolution proposed to be passed.

Thus, The Board recommends the Ordinary Resolution(s) set forth at item no. 6 of the Notice for the approval of the members.

#### **Item No. 7 –**

#### **Revision of Remuneration of Mr. Vijay Advani (DIN 02009626) Whole-time Director of the Company:**

Mr. Vijay Advani has been an integral part of Creative Newtech since 2006. His prior association with General Electronics adds to his extensive experience of over 35+ years in the industry. In his journey, he has significantly contributed to the company's growth and success.

Leading the entire sales division, Mr. Vijay Advani's role is pivotal. Armed with a Commerce degree, he has showcased his prowess as the Sales Director of Creative Newtech for over a decade and a half. During this time, he has successfully steered numerous new IT brands entering the Indian market towards exceptional achievements. His exceptional abilities in business planning, execution, and key account management have been the cornerstones of this accomplishment.

Under Mr. Vijay Advani's guidance, several previously unknown IT brands have flourished in the Indian market. His dedication and focus remain unparalleled, continually driving the company's progress forward.

A statement containing required information as per Regulation 36 of SEBI Listing Regulations and Section II of Part II of Schedule V of the Companies Act, 2013 is attached as Annexure I.

No person, as specified under Section 102 (1)(a) of the Act, other than Mr Vijay Advani, is in any way concerned or interested in this Resolution proposed to be passed.

Thus, The Board recommends the Ordinary Resolution(s) set forth at item no. 7 of the Notice for the approval of the members.

**By order of the Board of Directors  
Creative Newtech Limited**



**Tejas Doshi  
Chief Compliance Officer and Company Secretary  
ACS - 30828**

**Date: August 10, 2023**

**Place: Mumbai**

**A statement containing required information as per section II of Part II of Schedule V of the Companies Act, 2013**

General Information:			
i. Nature of Industry	Pan India Distributor of I.T., Imaging, Lifestyle and Security of world-renowned brand products.		
ii. Date of commencement of Commercial production:	This clause is not applicable as the Company is currently having distribution segment only. The date of incorporation of Company is 22/09/2004.		
Information about the appointee:	Mr. Ketan Patel	Mrs. Purvi Patel	Mr. Vijay Advani
i. Background details:	Mr. Ketan Patel is the Promoter and Managing Director of our Company. He has been the Director of the Company since incorporation and is also one of the subscribers of MOA of our Company. He holds a diploma in Computer Technology from Board of Technical Examinations, Maharashtra State, degree in Management Programme for Entrepreneurs and Family Businesses from Indian Institute of Management, Bangalore. He has an experience of about more than 29 years in Value Added Distribution industry.	Mrs. Purvi Patel is the Whole Time Director of our Company. She has been designated as Whole Time Director of our Company with effect from February 28, 2017. She holds Diploma in Pharmacy. She also has various certificates in software programming, including DTP. She is the backbone and an integral part of the Company.	Mr. Vijay Advani is the Whole-time Director of our Company. He has been designated as Whole Time Director of our Company with effect from February 28, 2017. He holds a degree in Bachelor of Commerce from University of Bombay. Under his supervision many brands have been prosperous previously which had no presence in India. He was able to drive various IT brands, which were new entrants in Indian market, to a great success. He has an experience of about more than 15 years in Value Added Distributors Industry.
ii. Date of Birth	01 <sup>st</sup> August, 1970	19 <sup>th</sup> January, 1971	24 <sup>th</sup> January, 1964
iii. Education Qualification	Diploma in Computer Technology	Diploma in Pharmacy	Commerce Graduate
iv. Past remuneration for FY 2022-23:	Rs. 60,53,944 p.a.	Rs. 33,81,208 p.a.	Rs. 42,48,232 p.a.
v. Job profile and suitability:	Entire management and affairs of the Company	Administration, Marketing and Human Resource Management	Business Planning, expansion and execution and key account management
vi. Proposed remuneration for FY 2023-24:	Rs. 80,96,224 p.a.	Rs. 46,82,936 p.a.	Rs. 53,77,996 p.a.
vii. Pecuniary relationship directly/indirectly with the Company or managerial personnel if any:	Husband of Mrs. Purvi Patel - Whole-time Director of Company	Wife of Mr. Ketan Patel - Chairman and Managing Director of Company	No pecuniary relationship directly/indirectly with the Company or any managerial personnel

<b>viii.</b>	The number of meetings of Board attended during the year	Four out of Four Board Meetings 100% Attendance	Four out of Four Board Meetings 100% Attendance	Four out of Four Board Meetings 100% Attendance
<b>ix.</b>	Shareholding in the Company	79,39,520 Equity Shares	59,200 Equity Shares	400 Equity Shares
<b>x.</b>	Other Directorships	1. Secure Connection Private Limited  2. Rinavaa Technologies Private Limited  3. Shilpa Global Private Limited  4. Creative Peripherals and Distribution Limited (Hong Kong Subsidiary Company)  5. Secure Connection Limited (Hong Kong Subsidiary Company)  6. Creative eCommerce Ventures Private Limited	1. Shilpa Global Private Limited  2. Click Retail Private Limited  3. Creative eCommerce Ventures Private Limited	1. Click Retail Private Limited  2. Rinavaa Technologies Private Limited
<b>Other Information:</b>				
<b>i.</b>	Reasons of loss or inadequate profits:	The Company does not have any loss or inadequate profit during the FY 2022-23.		
<b>ii.</b>	Steps taken or proposed to be taken for improvement:	N.A.		
<b>iii.</b>	Expected increase in productivity and profits in measurable terms:	The company is actively engaged in ongoing discussions with significant international brands, aiming to establish enduring partnerships. There is a promising likelihood that the company will secure distribution rights for additional brands in the upcoming fiscal year. This strategic move is anticipated to not only enhance the company's revenue streams but also contribute to a substantial increase in profitability.		

## Instructions on attending e-AGM and e-Voting

### GENERAL

1. An Explanatory Statement pursuant to Section 102 of the Act, in respect of Item nos. 1 to 7 of the Notice set out above, is annexed hereto. The Board of Directors have considered and decided to include Item nos. 4 to 7 as Special Business.
2. In accordance with the Secretarial Standard - 2 on General Meetings issued by the ICSI read with Clarification / Guidance on applicability of Secretarial Standards - 1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company i.e. 4<sup>th</sup> Floor, Plot No 137AB, Kandivali Co Op Industrial Estate Limited, Charkop, Kandivali West, Mumbai - 400 067 which shall be the venue of the AGM. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
3. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

### DISPATCH OF NOTICE:

5. In compliance with the aforesaid MCA and SEBI Circulars, the Notice of the AGM is being sent through e-mail to those members whose e-mail addresses are registered with the Company/ Depositories. Members may note that the Notice will also be available on the on the Company's website at [www.creativenewtech.com](http://www.creativenewtech.com) , websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) respectively.
6. Members who have still not registered their e-mail IDs are requested to do so at the earliest. Members holding shares in electronic mode can get their e-mail IDs registered by contacting their respective Stock Broker/Depository Participant. Members holding shares in physical mode are requested to register their e-mail IDs with the Company or the RTA (M/s Bigshare Services Private Limited), for receiving the Notice of AGM and Annual Report. Requests can be e-mailed [cs@creativenewtech.com](mailto:cs@creativenewtech.com) or [investor@bigshareonline.com](mailto:investor@bigshareonline.com). We urge members to support this Green Initiative effort of the Company and get their e-mail IDs registered.

### CUT OFF DATE

7. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on Monday, 18<sup>th</sup> September 2023 ("the cut-off date") only shall be entitled to vote through Remote E-voting and at the AGM. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut Off date.

### DECLARATION OF VOTING RESULT:

8. The Board of Directors has appointed M/s. Satyajit Mishra & Co., Practicing Company Secretaries, as a Scrutinizer to scrutinize the remote e-voting process and e-voting at the AGM in a fair and transparent manner.

9. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
10. The result declared along with the Scrutinizer's Report shall be placed on the Company's website at [www.creativenewtech.com](http://www.creativenewtech.com). The Company shall simultaneously forward the results to National Stock Exchange of India Limited, where the shares of the Company are listed.

#### **OTHER USEFUL INFORMATION:**

11. Members are requested to read the 'Shareholder Information' section of the Notice for useful information.
12. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are requested to submit their PAN to their DPs, and those holding shares in physical form are requested to submit their PAN to the Company's Registrar and Transfer Agent.
13. Members who hold shares in the dematerialised form and desire a change/correction in the bank account details, should intimate the same to their concerned DPs and not to the Company's RTA. Members are also requested to give the MICR Code of their banks to their DPs. The Company/ Company's RTA will not entertain any direct request from such members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. The said details will be considered as will be furnished by the DPs to the Company.

#### **THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING**

- a. The voting period begins Friday, September 22, 2023, 09:00 AM and ends on Sunday, September 24, 2023, 05:00 PM. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Monday, September 18, 2023, may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- b. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- c. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat

mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

1. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.</li> </ol>
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> </ol>

Individual Shareholders (holding securities in DEMAT mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on "LOGIN" button under the 'INVESTOR LOGIN' section to Login on E-Voting Platform.
- Please enter you 'USER ID' (User id description is given below) and 'PASSWORD' which is shared separately on you register email id.
  - Shareholders holding shares in CDSL demat account should enter 16 Digit Beneficiary ID as user id.
  - Shareholders holding shares in NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID as user id.
  - Shareholders holding shares in physical form should enter Event No + Folio Number registered with the Company as user id.
  - **Note** If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).
- Click on I AM NOT A ROBOT (CAPTCHA) option and login.
- **NOTE:** If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.
- If you have forgotten the password: Click on 'LOGIN' under 'INVESTOR LOGIN' tab and then Click on 'Forgot your password?'
- Enter "User ID" and "Registered email ID" Click on I AM NOT A ROBOT (CAPTCHA) option and click on 'Reset'.
- (In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

**Voting method for shareholders on i-Vote E-voting portal:**

- After successful login, Bigshare E-voting system page will appear.



- Click on "VIEW EVENT DETAILS (CURRENT)" under 'EVENTS' option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on "VOTE NOW" option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option "IN FAVOUR", "NOT IN FAVOUR" or "ABSTAIN" and click on "SUBMIT VOTE". A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can "CHANGE PASSWORD" or "VIEW/UPDATE PROFILE" under "PROFILE" option on investor portal.

### **3. Custodian registration process for i-Vote E-Voting Website:**

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on "REGISTER" under "CUSTODIAN LOGIN", to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with "User id and password will be sent via email on your registered email id".
- **NOTE:** If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/ or voted on an earlier event of any company then they can use their existing user id and password to login.
- If you have forgotten the password: Click on 'LOGIN' under 'CUSTODIAN LOGIN' tab and further Click on 'Forgot your password?'
- Enter "User ID" and "Registered email ID" Click on I AM NOT A ROBOT (CAPTCHA) option and click on 'RESET'.
- (In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

### **Voting method for Custodian on i-Vote E-voting portal:**

- After successful login, Bigshare E-voting system page will appear.

### **Investor Mapping:**

- First you need to map the investor with your user ID under "DOCUMENTS" option on custodian portal.
  - Click on "DOCUMENT TYPE" dropdown option and select document type power of attorney (POA).
  - Click on upload document "CHOOSE FILE" and upload power of attorney (POA) or board resolution for respective investor and click on "UPLOAD".
- **Note:** The power of attorney (POA) or board resolution has to be named as the "InvestorID.pdf" (Mention Demat account number as Investor ID.)
- Your investor is now mapped and you can check the file status on display.

### **Investor vote File Upload:**

- To cast your vote, select "VOTE FILE UPLOAD" option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on "UPLOAD". Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can "CHANGE PASSWORD" or "VIEW/UPDATE PROFILE" under "PROFILE" option on

custodian portal.

### **Helpdesk for queries regarding e-voting:**

<b>Login type</b>	<b>Helpdesk details</b>
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at <a href="https://ivote.bigshareonline.com">https://ivote.bigshareonline.com</a> , under download section or you can email us to <a href="mailto:ivote@bigshareonline.com">ivote@bigshareonline.com</a> or call us at: 1800 22 54 22.

### **Procedure for joining the AGM through VC/ OAVM:**

**For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**

- The Members may attend the AGM through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, Bigshare E-voting system page will appear.
- Click on "VIEW EVENT DETAILS (CURRENT)" under 'EVENTS' option on investor portal.
- Select event for which you are desire to attend the AGM under the dropdown option.
- For joining virtual meeting, you need to click on "VC/OAVM" link placed beside of "VIDEO CONFERENCE LINK" option.
- Members attending the AGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

**The instructions for Members for e-voting on the day of the AGM are as under:-**

- The Members can join the AGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

### **Helpdesk for queries regarding virtual meeting:**

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at <https://ivote.bigshareonline.com>, under download section or you can email us to [ivote@bigshareonline.com](mailto:ivote@bigshareonline.com) or call us at: 1800 22 54 22.

## Key Events

Sr. No.	Particulars	Date / Particulars
1	Cut-off date / BenPos date to send Notice and Annual Report to Shareholders	Friday, 25 <sup>th</sup> August, 2023
2	Proposed Final Dividend for AGM	Re. 0.50/- Per Share (5% on face value)
3	Cut-off date for e-Voting eligibility	Monday, 18 <sup>th</sup> September, 2023
4	Book Closure Date (Beginning) for Dividend & AGM	Monday, 18 <sup>th</sup> September, 2023
5	e-Voting Starts from	09:00 AM, Friday, 22 <sup>nd</sup> September, 2023
6	e-Voting ends at	05:00 PM, Sunday, 24 <sup>th</sup> September, 2023
7	Annual General Meeting Date & Time	11:00 AM, Monday, 25 <sup>th</sup> September, 2023
8	Annual General Meeting Venue	Online through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM'),
9	Book Closure Date (End) for Dividend & AGM	Monday, 25 <sup>th</sup> September, 2023
10	Contact details for any support / grievance	Mr. Tejas Doshi Chief Compliance Officer and Company Secretary Email: cs@creativenewtech.com Contact No.: +91 22 5061 2700