



**Consolidated Scrutinizer's Report**

**(Pursuant to provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014)**

To,

The Chairman & Managing Director,

**Creative Peripherals and Distribution Limited**

3<sup>rd</sup> & 4<sup>th</sup> Floor, Plot No. 137AB,

Kandivali Co. Op. Industrial Estate Limited,

Charkop, Kandivali West, Mumbai – 400 067

Dear Sir,

**Sub.: Consolidated Scrutinizer's Report on Remote E-Voting And E-Voting during the Extraordinary General Meeting (EGM) held on Tuesday, 27 July, 2021 at 11:00 am (IST) through Video Conferencing (VC) / other audio Visual Means (OAVC) Facility.**

I, Satyajit Mishra, Practicing Company Secretary (FCS No. 5759 & CP No. 4997), was appointed as the Scrutinizer by Board of Directors of **Creative Peripheral and Distribution Limited** ("the Company") in their Meeting held on July 01, 2021 for scrutinizing process of voting i.e. Remote e-voting and e-voting at Extra Ordinary General Meeting ("EGM") in respect of the resolutions mentioned below and contained in Notice of EGM of the Members of the Company held on Tuesday, July 27, 2021 at 11:00 AM (IST) through Video Conferencing (VC) / other audio Visual Means (OAVC) Facility, in fair and transparent manner and for ascertaining the requisite majority for following Special resolutions passed pursuant to provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, read with Ministry of Corporate Affairs ("MCA") General Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 10/2021 dated June 23, 2021, (Collectively referred as "MCA Circulars") and Regulation 44 of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements)

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Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CMDI/CIR/P/2021/11 (Collectively referred as SEBI Circular) issued in this regard.

### **Special Resolution**

- I. For Issue of 4,00,000 Equity Shares on Preferential basis to the Persons belonging to Non-Promoter Category.**
- II. For Issuance of 6,00,000 Fully Convertible Warrants on Preferential Basis to the Persons belonging to Non-Promoter Category.**

### **I submit my Report as under:**

#### **1. Management's Responsibility**

The Management of the Company is responsible to ensure the compliance with the requirements of Companies Act, 2013 and the Rules framed thereunder read with MCA Circulars and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("LODR") relating to voting through remote e-voting and e-voting on the resolutions stated in the Notice of Extra-Ordinary General Meeting ("EGM"). The Management also responsible for ensuring a secured framework and robustness of the electronic voting systems.

#### **2. Scrutinizer's Responsibility**

My responsibility as Scrutinizer is restricted to ensure that the E-voting process (Remote e-voting and e-voting at EGM) is conducted in a fair and transparent manner and to issue the Scrutinizer's Report on the votes cast "FOR" or "AGAINST" the resolutions stated above, based on the Reports generated from the E-voting system provided by the Central Depository Services (India) Ltd ("CDSL"), the Authorized Agency to provide e-voting facilities, engaged by the Company.

#### **3. Dispatch of Notice convening the EGM**

The Notice dated July 05, 2021 was sent to the shareholders in respect of the resolutions mentioned in Notice of Extra Ordinary General Meeting ("EGM") of the Members of the Company.

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#### **4. Publication of Newspaper Advertisement**

Pursuant to Clause (v) of sub rule 4 of Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has published the Advertisement in English in “Active Times” newspaper having wide Circulation dated July 06, 2021 and in Marathi in “Pratahkal Mumbai” dated July 06, 2021.

#### **5. Cut-off date**

Voting rights were reckoned as on Tuesday, July 20, 2021, being the cut-off date for the purpose of deciding the entitlements of shareholders for remote e-voting and e-voting during the EGM.

#### **6. E-Voting at the EGM**

In line with Regulation 44(1) and 44(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Rules, 2014, for the purpose of ensuring that Shareholders who have cast their votes through remote e-voting do not vote again during the general meeting, the Scrutinizer shall have access after closure of period of remote e-voting and before the start of general meeting, to only such details relating to Shareholders who have cast their votes through remote e-voting, such as their names, DP ID & Client ID / folios, number of shares held but not the manner in which they have voted.

Accordingly, CDSL, the remote e-voting agency provided us with the names, DP ID & Client ID / folios and shareholding of the shareholders who had cast their votes through remote e-voting.

#### **7. Remote e-voting process and period**

The Company had availed the services offered by Central Depository Services (India) Limited (“CDSL”) for conducting remote e-voting by the Shareholders of the Company.

The Remote e-voting period commenced on Saturday, July 24, 2021 at 9:00 a.m. (IST) and ends on Monday, July 26, 2021 at 5:00 p.m. (IST) and the CDSL e-voting platform was blocked thereafter.

The shareholders of the Company holding shares either in Physical form or in Dematerialized form, as on the “cut-off” date of Tuesday, July 20, 2021, were entitled to vote on the resolutions as contained in the Notice of EGM of the Members.

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## 8. Counting process

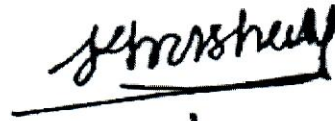
I have monitored the process of remote e-voting and e-voting at EGM through the Scrutinizer's secured link provided by CDSL through its designated website.

After the completion of the remote e-voting and e-voting at EGM, the votes casted by members were unblocked by me in the presence of two witnesses Mr. Khushal Talaviya and Mr. Hardip Panseriya who were not in the employment of the Company and after the conclusion of the voting, the votes cast thereunder were duly counted and reconciled with records maintained by Registrar and Transfer Agent of the Company and authorization lodged with the Company.

Name of witnesses

Signature

i. Mr. Khushal Talaviya



ii. Mr. Hardip Panseriya



The remote e-voting and e-voting (at EGM) reports downloaded from the website of CDSL have been kept separately for the purpose of Record and submit to the Chairman of the Company.

The report on remote e-voting and e-voting at EGM was generated in my presence and the voting was diligently scrutinized. The Particulars of all Electronic votes (Remote e-vote and E-vote at EGM) cast by the Equity Shareholders have been entered in the electronic register separately maintained for the purpose.

Once the Chairman consider, approve and sign the EGM Minutes, the register and all other documents / paper relating to voting will be handed over to the Company Secretary/ Director of the Company authorized by Board for safe custody.

## 9. Voting Result

After ascertaining the votes casted, I hereby submit my consolidated Report as under on the result of remote e-voting and e-voting at EGM in respect of the said Resolutions.

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**SPECIAL BUSINESS:**

**Special Resolution:**

- 1. Issue of 4,00,000 Equity Shares on Preferential basis to the Persons belonging to Non-Promoter Category: -**

Particulars	Remote e-voting		e-voting at the EGM		Total		Percentage (%)
	Number members voted	Number of votes cast by them	Number members voted	Number of votes cast by them	Number members voted	Number of votes cast by them	
<b>Assent</b>	8	8172753	0	0	8	8172753	99.99
<b>Dissent</b>	1	1100	0	0	1	1100	0.01
<b>Total</b>	9	8173853	0	0	9	8173853	100

**Special Resolution:**

- 2. Issuance of 6,00,000 Fully Convertible Warrants on Preferential Basis to the Persons belonging to Non-Promoter Category: -**

Particulars	Remote e-voting		e-voting at the EGM		Total		Percentage (%)
	Number members voted	Number of votes cast by them	Number members voted	Number of votes cast by them	Number members voted	Number of votes cast by them	
<b>Assent</b>	8	8172753	0	0	8	8172753	99.99
<b>Dissent</b>	1	1100	0	0	1	1100	0.01
<b>Total</b>	9	8173853	0	0	9	8173853	100

Based on above results, I report that both the Special resolutions stand passed with requisite majority on Tuesday, July 27, 2021 being last date fixed for Remote e-voting and e-voting by the Company and accordingly, I request to the Chairman of the Company to announce the voting result.

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**Mishra**

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(SATYAJIT MISHRA)

Company Secretary in Whole-time Practice

CP. No.: 4997

UDIN: F005759C000695305

Dated July 27, 2021 at Mumbai.

**Counter-signed by:**  
**For Creative Peripherals and Distribution Limited**



**Abhijit Kanvinde**  
**Chief Financial Officer**

