



## Creative Peripherals

**Creative Peripherals and Distribution Limited**  
CIN - L52392MH2004PLC148754

### 16<sup>th</sup> Annual General Meeting

#### Index

Sr. No.	Particulars	Page No.
1.	Notice of 16 <sup>th</sup> Annual General Meeting	02
2.	Explanatory Statement	07
3.	Notes pertaining to AGM Notice	15
4.	Instructions for eVoting and to attend eAGM	19
5.	Key Events	24

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#### Creative Peripherals and Distribution Limited

**Registered Office:** 3<sup>rd</sup> and 4<sup>th</sup> Floor, Plot No 137AB, Kandivali Co Op Industrial Estate Limited, Charkop, Kandivali West, Mumbai - 400 067 | **Tel.:** 91-22-5061 2700 |

**Email:** cs@ecreativeindia.com | **Website:** www.ecreativeindia.com | **CIN:** L52392MH2004PLC148754



## NOTICE

NOTICE is hereby given that the **SIXTEENTH ANNUAL GENERAL MEETING (“AGM”)** of the Members of Creative Peripherals and Distribution Limited will be held on **Tuesday, 29<sup>th</sup> September, 2020** at **11.00 a.m.** through Video Conferencing (‘VC’), to transact the following business:

### Ordinary Business:

#### 1. Adoption of Accounts

To consider and adopt the:

- a) Audited Standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2020, together with the Reports of the Board of Directors and Auditors thereon; and
- b) Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2020, together with the Reports of Auditors thereon.

#### 2. Dividend

To declare Final Dividend of Rs. 0.5/- per share (@ 5%) for the year ended 31<sup>st</sup> March, 2020.

#### 3. Appointment of Director

To appoint a Director in place of Mr. Ketan Patel (DIN 00127633), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

### Special Business:

#### 4. Regularisation of Additional Director, Mr. Suresh Bhagavatula (DIN 07475476) by appointing him as an Independent Director of the Company

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 149 read with Schedule IV, 152, 160, and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and provisions of Articles of Association of the Company, Mr Suresh Bhagavatula (DIN: 07475476) who was appointed as an Additional Independent Director of the Company by the Board of Directors on 10<sup>th</sup> October, 2019 to hold office for a term of 5 (five) consecutive years w.e.f. 10<sup>th</sup> October, 2019, and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose him as a candidate for the office of the Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation.”



**5. Regularisation of Additional Director, Mr. Kurian Chandy (DIN 00855226) by appointing him as an Independent Director of the Company**

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 149 read with Schedule IV, 152, 160, and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014, relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and provisions of Articles of Association of the Company, Mr Kurian Chandy (DIN: 00855226) who was appointed as an Additional Independent Director of the Company by the Board of Directors on 01<sup>st</sup> February, 2020 to hold office for a term of 5 (five) consecutive years w.e.f. 01<sup>st</sup> February, 2020 , and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose him as a candidate for the office of the Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation.”

**6. 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 as an **Ordinary Resolution**:

**“RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 203 and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and on recommendation of Nomination and Remuneration Committee, consent of the Company be and is hereby accorded for the revision of the remuneration of Mr. Ketan Patel for the financial year 2020-21, provided that such revision is within the overall limits of the managerial remuneration as prescribed under the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time, is bifurcated as below:

<b>Sr. No.</b>	<b>Particulars</b>	<b>Proposed remuneration per annum (in Rs.)</b>
1	Basic Salary	18,20,242
2	HRA	9,10,121
3	Special Allowance	24,51,129
4	Education Allowance	19,200
5	Provident Fund (Employer Contribution)	21,600
6	Gratuity	87,554
7	Festival Bonus	7,000
8	Provision for Performance Bonus	15,00,000
<b>Total</b>		<b>68,16,846</b>



**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.”

**7. 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 as an **Ordinary Resolution**:

**“RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 203 and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and on recommendation of Nomination and Remuneration Committee, consent of the Company be and is hereby accorded for the revision of the remuneration of Mrs. Purvi Patel for the financial year 2020-21, provided that such revision is within the overall limits of the managerial remuneration as prescribed under the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time, is bifurcated as below:

<b>Sr. No.</b>	<b>Particulars</b>	<b>Proposed remuneration per annum (in Rs.)</b>
1	Basic Salary	8,14,691
2	HRA	4,07,345
3	Special Allowance	10,86,452
4	Education Allowance	19,200
5	Provident Fund (Employer Contribution)	21,600
6	Gratuity	39,187
7	Festival Bonus	7,000
8	Provision for Performance Bonus	15,00,000
<b>Total</b>		<b>38,95,475</b>

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.”



**8. Appointment of Mr. Vijay Advani (DIN 02009626) as Whole-time Director of the Company and revision of his Remuneration:**

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 203 and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, consent of the Company be and is hereby accorded for the appointment of Mr. Vijay Advani (DIN: 02009626) as the Whole-time Director of the Company, for a consecutive period of 5 (Five) years from the expiry of his present term of office, that is w.e.f. 01<sup>st</sup> April, 2020 upto 31<sup>st</sup> March, 2025 upon the terms & conditions of appointment including the payment of remuneration, perquisites & other benefits and including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment, as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (including its Committee thereof) to alter and vary the terms & conditions of the said appointment/ re-appointment in such manner as may be agreed to between the Board of Directors and Mr. Vijay Advani.”

**“RESOLVED FURTHER THAT** the Board of Directors (including its Committee thereof) be and is hereby authorised to revise the remuneration of Mr. Vijay Advani for the financial year 2020-21, provided that such revision is within the overall limits of the managerial remuneration as prescribed under the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time, is bifurcated as below:

<b>Sr. No.</b>	<b>Particulars</b>	<b>Proposed remuneration per annum (in Rs.)</b>
1	Basic Salary	12,75,039
2	HRA	6,37,520
3	Special Allowance	17,11,210
4	Education Allowance	19,200
5	Provident Fund (Employer Contribution)	21,600
6	Gratuity	61,329
7	Festival Bonus	7,000
8	Provision for Performance Bonus	15,00,000
<b>Total</b>		<b>52,32,898</b>



## Creative Peripherals

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.”

**By order of the Board of Directors  
Creative Peripherals and Distribution Limited**

**Tejas Doshi  
Company Secretary & Compliance Officer**

**Date: 03<sup>rd</sup> September, 2020  
Place: Mumbai**



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

### Item No. 4 –

#### Regularisation of Additional Director, Mr. Suresh Bhagavatula (DIN 07475476) by appointing him as an Independent Director of the Company

Mr. Mandar Joshi, ex-Independent Director has been resigned as on 10<sup>th</sup> October, 2019, and to fill his vacancy the Board of Directors have appointed Mr. Suresh Bhagavatula as an additional Independent Director on 10<sup>th</sup> October, 2019 for a tenure of 5 consecutive years w.e.f., 10<sup>th</sup> October, 2019, subject to approval of members in General Meeting. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing his candidature for the office of Director.

A brief information of Mr. Suresh Bhagavatula, as required under Secretarial Standards – 2 and Regulation 36 of SEBI (LODR) Regulations, 2015 in respect of the aforesaid director is provided below:

S. No.	Particulars	Details
1)	Brief Resume	Suresh Bhagavatula is an Associate Professor of Entrepreneurship at the Indian Institute of Management Bangalore (IIMB). He is the Chairperson of the Entrepreneurship area. He was the earlier Chairperson of NS Raghavan Centre for Entrepreneurial Learning (NSRCEL). It is one of the earliest incubators in India having started 15 years ago. His research interests are in two overlapping domains - entrepreneurship and social networks. In entrepreneurship, he looks at both low and high technology firms in India. Within the social network domain he is interested in understanding the influence of social capital on performance of entrepreneurs and teams. His research work has been published in top management journals of the world. He was the academic director of many entrepreneurial training programs at IIM Bangalore, including Management Program for Entrepreneurs and Family Businesses, Management Program for Women Entrepreneurs, 10000 Women Program, Women Startup Program, etc. He was one of the co-founders of the organisation HeadStart, which runs a monthly event called Start up Saturday, which is now spread across 12 cities in India.
2)	Date of Birth	11 <sup>th</sup> November, 1968
3)	Qualification	PhD, Vrije Universiteit, Amsterdam, The Netherlands MS, University of Flensburg, Germany BE, Shivaji University, Kolhapur, India
4)	Experience	32 years
5)	Nature of his expertise in specific functional areas	Entrepreneurship, Social Networking, Strategy Management, Planning and developing,



6)	Date of first appointment on the Board	10 <sup>th</sup> October, 2019 as an Additional Independent Director
7)	Shareholding in the company held either by them or on a beneficial basis for any other persons	0 (Nil)
8)	Relationship with other Directors, Manager and other Key Managerial Personnel of the company	N.A. (No relationship with any other Director, Manager or KMP of the Company)
9)	The number of meetings of the Board attended during the year	One out of Three Board Meetings
10)	Other Directorships, Membership/Chairmanship of Committees of other Boards	1. IIMB Innovations (CIN - U73200KA2010NPL053371)

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution.

The Board recommends this Resolution for your approval via Ordinary Resolution.

**Item No. 5 –**

**Regularisation of Additional Director, Mr. Kurian Chandy (DIN 00855226) by appointing him as an Independent Director of the Company**

Mr. Piyush Shah, ex-Independent Director has been resigned as on 25<sup>th</sup> December, 2019, and to fill his vacancy the Board of Directors have appointed Mr. Kurian Chandy as an additional Independent Director on 01<sup>st</sup> February, 2020 for a tenure of 5 consecutive years w.e.f., 01<sup>st</sup> February, 2020 subject to approval of members in General Meeting. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing his candidature for the office of Director.

A brief information of Mr. Kurian Chandy, as required under Secretarial Standards – 2 and Regulation 36 of SEBI (LODR) Regulations, 2015 in respect of the aforesaid director is provided below:

S. No.	Particulars	Details
1)	Brief Resume	Mr. Kurian Chandy is a Chartered Accountant has been a CFO with a listed Indian Company with extensive experience of over 30 years with the more than 25 years in leadership position mainly involving Strategic Planning, Setting up and monitoring systems and processes, Financial Management, Corporate Accounting with reputed organizations. With his experience across leading hotel chains like The Leela, The Orchid and VITS, he knows that focusing and creating of people is an important aspect of business. Here he balanced both costs and benefits, to attract and retain the right talent, to enable growth during a time when the industry was at its toughest phase. His practical hands on approach, with pragmatic decision making have been his trademark style both working for companies and now working on companies. He is





		a keen communicator with exposure in setting up and working in an ERP (SAP, JDE) environment.
2)	Date of Birth	04 <sup>th</sup> April, 1965
3)	Qualification	Chartered Accountant
4)	Experience	30 years
5)	Nature of his expertise in specific functional areas	Strategic Planning, Setting up and monitoring systems and processes, Financial Management, Corporate Accounting
6)	Date of first appointment on the Board	01 <sup>st</sup> February, 2020 as an Additional Independent Director
7)	Shareholding in the company held either by them or on a beneficial basis for any other persons	0 (Nil)
8)	Relationship with other Directors, Manager and other Key Managerial Personnel of the company	N.A. (No relationship with any other Director, Manager or KMP of the Company)
9)	The number of meetings of the Board attended during the year	One out of One Board Meetings
10)	Other Directorships, Membership/Chairmanship of Committees of other Boards	1. Vidli Restaurants Limited (CIN - L55101MH2007PLC173446)  2. VITS Hotels Worldwide Private Limited (CIN - U55101MH2010PTC200800)  3. Highlife Hotels Private Limited (CIN - U74999MH2018PTC311407)  4. SALES MAGIC ADVISORS LLP (LLPIN – AAC-3635)

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution.

The Board recommends this Resolution for your approval via Ordinary Resolution.

**Item No. 6 –**

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

Mr Ketan C Patel founded Creative Peripherals with his wife Ms Purvi Patel in the year 1992. His expertise lies in business development, business strategy, product marketing, business planning, key account management, team management, sales management, entrepreneurship, strategic planning, channel expertise and competitive analysis.

Mr Ketan Patel has an engineering degree. He is a MBA graduate from IIM Bangalore. He is a veteran entrepreneur who is always open to ideas and constantly looking forward to evolve the company and the people in it.



## Creative Peripherals

With over 28 years of industry experience, Mr. Ketan Patel is Company's principal entrepreneurial force and strategic visionary. Today Creative Peripherals is a Value Added Distribution firm and entry specialist for all new brands, having its presence in PAN India and representing 25 global brands. Mr. Ketan Patel is a pioneer in the electronics and IT distribution industry. With innovative and forward thinking, he conceptualized many industry initiatives and practices. Over the years, he has developed critical and longstanding relationships with many of the industry's IT, Imaging, Lifestyle and Telecom brands.

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.

Further, Mr. Ketan Patel is Not a member of Nomination and Remuneration Committee.

Thus, The Board recommends the Ordinary resolution(s) set forth at item no. 3 & 6 of the Notice for the approval of the members.

### **Item No. 7 –**

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

Ms. Purvi Patel is the co-founder of Creative Peripherals and Distribution Ltd., along with her husband Mr. Ketan Patel and has been associated and well versed with Company and its client since over 28 years.

She also has various certificates in software programming and holds Diploma in Pharmacy.

She looks after overseeing the working capital and she is heading the HR / Administration, Logistics. She also looks after the product design and conception, Process set up & Public Relation activities. She has been the backbone and an integral part of the Company.

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.

Further, Mrs. Purvi Patel is Not a member of Nomination and Remuneration Committee.

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



**Item No. 8 –**

**Appointment of Mr. Vijay Advani (DIN 02009626) as Whole-time Director of the Company and revision of his Remuneration:**

Mr. Vijay Advani is associated with Creative Peripherals & Distribution Limited since 2006. Prior to joining Creative peripherals, he has associated with General Electronics and he has a total experience of over 35 Years. He takes care of the entire sales division.

Mr. Vijay Advani is a Commerce Graduate. He has been instrumental as Sales Director of Creative Peripherals from last 14 Years. He was able to drive various IT brands, which were new entrants in Indian market, to a great success. Under his supervision many brands have been successful in India having started with no presence in India. His expertise lies in business planning & execution and key account management. His focus and determination still remains unmatched.

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. 8 of the Notice for the approval of the members.

**By order of the Board of Directors**

**Creative Peripherals and Distribution Limited**

**Tejas Doshi**

**Company Secretary & Compliance Officer**

**Date: 03<sup>rd</sup> September, 2020**

**Place: Mumbai**



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

<b>General Information:</b>			
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 is 22/09/2004.		
iii. Financial performance based on given indicators:	The Company's annual turnover for FY 2019-20 stood at Rs. 459.06 crores. As compared with FY 2014-15, it's CAGR on revenue is 20.0%. Profit after tax is Rs. 7.78 crores and its CAGR as compared from FY 2014-15 is 59% which shows a robust growth of the Company. As compared to previous year, the growth rate of revenue is 23.83% and Profit after tax is 32.97% which clearly shows a significant growth of Company as compared to last year. Return on capital employed for the financial year 2019-20 is 19.31% vs. 18.82% for the previous year 2018-19 and Return on Equity for the financial year 2019-20 is 18.81% vs. 17.55% for the previous year 2018-19. Debt-equity ratio for FY 2019-20 stood at 0.76 which clearly classifies the Company as low-leverage Company which is the clear indicator of long-term stability of the Company. The other major ratios are also incorporated in the report for reference purpose.		
<b>Information about the appointee:</b>	<b>Mr. Ketan Patel</b>	<b>Ms. Purvi Patel</b>	<b>Mr. Vijay Advani</b>
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	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



## Creative Peripherals

	from Indian Institute of Management, Bangalore. He has an experience of about more than 18 years in Value Added Distribution industry.		entrants in Indian market, to a great success. He has an experience of about more than 10 years in Value Added Distributors Industry.
<b>ii.</b> Date of Birth	01 <sup>st</sup> August, 1970	19 <sup>th</sup> January, 1971	24 <sup>th</sup> January, 1964
<b>iii.</b> Education Qualification	Diploma in Computer Technology	Diploma in Pharmacy	Commerce Graduate
<b>iv.</b> Past remuneration for FY 2019-20:	Rs. 58,33,496 p.a.	Rs. 31,77,700 p.a.	Rs. 41,43,544 p.a.
<b>v.</b> Job profile and suitability / Nature of Expertise:	Entire management and affairs of the Company	Administration, Marketing and Human Resource Management	Business Planning, expansion and execution and key account management
<b>vi.</b> Proposed remuneration for FY 2020-21 :	Rs. 68,16,846 p.a.	Rs. 38,95,475 p.a.	Rs. 52,32,898 p.a.
<b>vii.</b> Pecuniary relationship directly/indirectly with the Company or managerial personnel if any:	No pecuniary relationship directly/indirectly with the Company or any managerial personnel	No pecuniary relationship directly/indirectly with the Company or any managerial personnel	No pecuniary relationship directly/indirectly with the Company or any managerial personnel
<b>viii.</b> Disclosure of relationships between directors inter-se	Husband of Mr. Purvi Patel – Whole-time Director of Company	Wife of Mr. Ketan Patel – Chairman and Managing Director of Company	No relationship
<b>ix.</b> The number of meeting of Board attended during the year	Nine out of Ten Board Meetings 90% Attendance	Nine out of Ten Board Meetings 90% Attendance	Ten out of Ten Board Meetings 100% Attendance
<b>x.</b> Shareholding in the Company	79,39,520 Equity Shares	59,200 Equity Shares	400 Equity Shares
<b>xi.</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)	1. Shilpa Global Private Limited  2. Click Retail 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 2019-20.
<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 having consistent meeting with other major international brands to be partner with us for long run & there is probability that Company will succeed to get the distribution rights with the others brands too in forthcoming financial year to boost revenue and profit of the Company.



**Notes:**

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM. The deemed venue for the 16st AGM shall be the Registered Office of the Company.
2. As 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.
3. 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 [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com).
4. 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 28, 2020.
5. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with with the Company/ Depository Participant (DP)/Company’s Registrar and Transfer Agent (RTA). Members may note that the Notice and Annual Report 2019-20 will also be available on the Company’s website at [www.ecreativeindia.com](http://www.ecreativeindia.com) websites of the National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of CDSL at <https://www.evotingindia.com> and also at the website of our RTA at [www.bigshareonline.com](http://www.bigshareonline.com).
6. 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.
7. 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., 26<sup>th</sup> September, 2020.

8. 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.
9. 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.
10. 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.svendgaard.com](http://www.svendgaard.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.
11. 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.

12. 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.
13. Members are requested to send in their queries at least a week in advance to the Chief Financial Officer & Company Secretary at the Registered Office of the Company to facilitate clarifications during the meeting.
14. 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 Central Depository Services (India) Limited, (CDSL) as the agency to provide e-voting facility. Instructions for the process to be followed for e-voting are annexed with this Annual Report.
15. During the voting period, members can login to CDSL's-voting platform any number of times till they have voted on all the resolutions. Once the vote on a resolutions cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
16. Members can opt for only one mode of voting, that is, either by physical Ballot voting at AGM or e-voting. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Ballot will be treated as "INVALID".
- 17. The e-voting period commences on Saturday, September 26, 2020 at 9:00 a.m. (IST) and ends on Monday, September 28, 2019 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, Tuesday, September 22, 2020, may cast their vote electronically.**
- 18. Members attending the AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.**
19. 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.
20. 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.



21. 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.
22. 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.
23. 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.
24. 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.
25. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

**By order of the Board of Directors  
Creative Peripherals and Distribution Limited**

**Tejas Doshi  
Company Secretary & Compliance Officer**

**Date: 03<sup>rd</sup> September, 2020**

**Place: Mumbai**



## Information for eVoting and to attend eAGM

### CDSL e-Voting System – For Remote e-voting and e-voting during AGM

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.ecreativeindia.com](http://www.ecreativeindia.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).



- 7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

**THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:**

- (i) The voting period begins on 26<sup>th</sup> September, 2020, Saturday, 09:00 AM and ends on 28<sup>th</sup> September, 2020, Monday, 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 20<sup>th</sup> September, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on “Shareholders” module.
- (v) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL’s **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from [Login - Myeasi](#) using your login credentials. Once you successfully log-in to CDSL’s **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

<b>For Shareholders holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.



<b>OR</b> Date of Birth (DOB)	<ul style="list-style-type: none"><li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li></ul>
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- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.



**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **Company/RTA email id**.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.



**INSTRUCTIONS FOR SHAREHOLDERS FOR e-VOTING DURING THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are 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 available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders 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.

**Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [cs@creativeindia.com](mailto:cs@creativeindia.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022- 23058738 ) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.



### Key Events

Sr. No.	Particulars	Date / Particulars
1	Cut-off date / BenPos date to send Notice and Annual Report to Shareholders	28 <sup>th</sup> August, 2020
2	Cut-off date for E-voting	22 <sup>nd</sup> September, 2020
3	Book Closure Date (Beginning)	26 <sup>th</sup> September, 2020
4	Record Date for Dividend	26 <sup>th</sup> September, 2020
5	Proposed Final Dividend for AGM	Re. 0.50/- Per Share (5%)
6	e-Voting Starts	09:00 AM Saturday, 26 <sup>th</sup> September, 2020
7	e-Voting ends	05:00 PM Monday, 28 <sup>th</sup> September, 2020
8	Annual General Meeting Date & Time	Tuesday, 29 <sup>th</sup> September, 2020 11.00 am
9	Annual General Meeting Venue	Online through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM')
10	Book Closure Date (End)	29 <sup>th</sup> September, 2020
11	Contact details for any support / grievance	Mr. Tejas Doshi Company Secretary and Compliance Officer Email : cs@ecreativeindia.com Contact No. : +91 22 5061 2700