



Creative Peripherals

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014)

To the members of the Company,

Notice is hereby given that the resolutions set out below are proposed to be passed by the members of Creative Peripherals and Distribution Limited (“the Company”) by means of Postal Ballot including Electronic Voting(e-voting), pursuant to Section 110 and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force).

The Explanatory Statement pursuant to Section 102(1) of the Act setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is attached.

The Company has appointed Satyajit Mishra & Co., Practising Company Secretary as Scrutinizer for conducting the Postal Ballot including e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.

Members have the option to vote either by means of physical Postal Ballot or through e-voting. Members desiring to exercise their vote by means of physical Postal Ballot are requested to carefully read the instructions printed in this Postal Ballot Notice and Postal Ballot Form and return the Postal Ballot Form duly completed in all respects in the enclosed self-addressed postage pre-paid Business Reply Envelope so as to reach the Scrutinizer not later than the close of working hours, that is, **5:00 p.m. on Wednesday, June 12, 2019**. Postal Ballot Forms received after 5:00 p.m. on Wednesday, June 12, 2019 will be treated as ‘invalid’. Pursuant to Section 108 of the Act read with Rule 20 of the Rules, the Company is also providing e-voting facility for voting electronically on the resolutions proposed in this Postal Ballot Notice. Members desiring to opt for the e-voting facility are requested to read carefully the related notes to this Postal Ballot Notice and instructions given thereunder.

The Scrutinizer will submit his report to the Chairman and Managing Director of the Company after the completion of scrutiny, and the results of voting by means of Postal Ballot (including voting through electronic means) will be announced on Friday, June 14, 2019, at the Registered Office of the Company and also by placing the same on the Company’s website: www.ecreativeindia.com and on the website of RTA Agent, i.e. Bigshares Services Private Limited. The results will simultaneously be communicated to the NSE.

Creative Peripherals and Distribution Limited

Registered Office: 3rd and 4th 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



SPECIAL BUSINESS

1. Increase in Authorised Share Capital and consequent alteration to the Capital Clause of the Memorandum of Association:

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

"RESOLVED THAT in accordance with the provisions of Sections 13 and 61 and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, approval of the members be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 8,00,00,000/- (Rupees Eight Crore only) divided into 80,00,000 (Eighty Lakh Only) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 14,00,00,000 (Fourteen Crore Only) divided into 1,40,00,000 (Rupees One Crore Forty Lakh) equity shares of Rs. 10/- (Rupees Ten only) and consequently, the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted by the following as new Clause V:

"V. The Authorised Share Capital of the Company is Rs. 14,00,00,000/- (Rupees Fourteen Crore only) consisting of 1,40,00,000 (Rupees One Crore Forty Lakh) equity shares of Rs. 10/- (Rupees Ten only) each, with power to increase or reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as maybe for the time being provided by the Articles of Association of the Company."

"RESOLVED FURTHER THAT the Board of Directors ('the Board', which term shall include any Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution) of the Company be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto, including delegation of any of the powers herein conferred to on any Director(s), Company Secretary or any other officer of the Company."

2. Issue of Fully Paid Bonus Equity Shares in the ratio of 1:1

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

"RESOLVED THAT in accordance with the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India ("SEBI") (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("the ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")(including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI and the Reserve Bank



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of India ("RBI") from time to time, the enabling provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions or modifications by the Board of Directors, consent of the members be and is hereby accorded to the Board of Directors of the Company ('the Board', which term shall include any Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution) for capitalisation of a sum not exceeding Rs. 5,80,00,000 (Rupees Five Crore Eighty Lakh Only) from and out of the capital redemption reserve, the securities premium account and/or any other permitted reserves/ surplus of the Company, as may be considered appropriate for the purpose of issue of bonus equity shares of Rs. 10/- (Rupees Ten only) each, credited as fully paid up Equity shares to eligible members of the Company holding equity shares of Rs. 10/- (Rupees Ten only) each of the Company whose names appear in the Register of Members on a 'Record Date' to be determined by the Board for this purpose, in the proportion of 1 (One) new fully paid-up equity share of Rs. 10/- (Rupees Ten only) each for every 1 (One) existing fully paid-up equity share of Rs. 10/- (Rupees Ten only) each held by them and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such member, subject to the Approval of Migration i.e. Company is migrating from National Stock Exchange SME to National Stock Exchange Main Board."

"RESOLVED FURTHER THAT the bonus equity shares so allotted shall rank *pari passu* in all respects with the fully paid-up equity shares of the Company as existing on the Record Date."

"RESOLVED FURTHER THAT the bonus equity shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company."

"RESOLVED FURTHER THAT in the case of members who hold shares or opt to receive the shares in dematerialised form, the bonus equity shares shall be credited to the respective beneficiary accounts of the members with their respective Depository Participant(s) and in the case of members who hold equity shares in certificate form, the share certificate(s) in respect of the bonus equity shares shall be dispatched, within such time as prescribed by law and the relevant authorities;

"RESOLVED FURTHER THAT the issue and allotment of the bonus equity shares to Non-Resident Members, Foreign Institutional Investors (FIIs) and other Foreign Investors, be subject to the approval of RBI or any other regulatory authority, as may be necessary;

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of such bonus equity shares on the Stock Exchanges where the securities of the Company are presently listed as per the provisions of the Listing Regulations and other applicable regulations, rules and guidelines subject to the approval of NSE regarding the Migration of the Company from NSE SME Emerge to NSE Main Board.;

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things and to give such directions as may be necessary, proper, expedient or desirable and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding."

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3. Migration of Listing / trading of Equity Shares of the Company from NSE SME Platform i.e. Emerge to Main Board of NSE:

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

NOTE: IN ACCORDANCE WITH REGULATION 106 U (2) OF SEBI (ICDR) REGULATIONS, 2009 THE BELOW MENTIONED SPECIAL RESOLUTION SHALL BE ACTED UPON IF AND ONLY IF THE VOTES CAST BY SHAREHOLDERS OTHER THAN PROMOTERS IN FAVOUR OF THE PROPOSAL AMOUNT TO AT LEAST TWO TIMES THE NUMBER OF VOTES CAST BY SHAREHOLDERS OTHER THAN PROMOTER SHAREHOLDERS AGAINST THE PROPOSAL.

“RESOLVED THAT pursuant to applicable provision of Securities and Exchange Board Of India Act, 1992 and rules and regulations made there under, Securities Contract Regulations Act, 1956 and Rules made there under, SEBI (Issue of Capital And Disclosure Requirements) Regulation, 2009 Companies Act, 2013 and any re-enactments or modification thereto and rules made there under and subject to the provision of Small and Medium Enterprises Listing Agreement and Listing Agreement for listing of securities on Main Board of a Stock Exchange and subject to the applicable laws and by-laws and rules and regulation of respective Stock Exchange, and subject to all other modifications, enactments, re-enactments and amendments to the above and all other applicable laws and subject to the approval if any or any of the Statutory authorities such as Securities and Exchange Board of India (SEBI), concerned Register of Companies (ROC), Reserve Bank Of India (RBI), Competition Commission of India and any other authority approval of which may be required for the purpose, approval of Shareholders of the Company be and is hereby accorded to the Board of Directors of the Company to get 1,16,00,000 number of Equity Shares of the Company of Face Value Rs. 10/- per Share, currently listed on National Stock Exchange EMERGE, migrated to National Stock Exchange Main Board and listed on the exchange, at the prevailing market price on the date of Migration.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and to execute all such documents, instrument and writing as may be required and to file al such applications, papers, documents in relation to above and to fulfil all such legal formalities in the said connection and to form any committee of Directors or any Director and / or Officer of the Company and to appoint any such attorney/person to represent before the concerned authority and to delegate such powers to such person/ representative, to give effect to this resolution.”

4. Alteration of the object clause of the Memorandum of Association of the Company:

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

“RESOLVED THAT pursuant to provisions of Section 13, Section 4 and other applicable provisions, if any, of the Companies Act, 2013, (“Act”) including any statutory modifications or re-enactment thereof for the time being in force and rules made thereunder and subject to such other requisite approvals, if any, in this regard from appropriate authorities and terms(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and agreed to by the Board of Directors of the Company (hereinafter referred to as “Board” which term shall include any Committee or one or more Directors), the consent of the members of the Company be and are hereby accorded for alteration of the Objects Clause of

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the Memorandum of Association ("MOA") of the Company such that the existing Clause III B, of the MOA of the Company be altered by adding the following new clauses viz. Clause III 55 to 62 as under:

55. To Carry on the business of and to act as distributors, agents, consultants, marketers, trainers, importers, exporters, buyers, sellers, wholesalers, retailers, collaborators, or otherwise and to offer consultancy, advisory and all related services in all areas of information technology including computer hardware and software, data communication, telecommunications, manufacturing and process control and automation, robots and robotics electrical devices, artificial intelligence, natural language processing and to undertake research and development, promote excellence and leadership and computer science, modern mathematics, vedic methodology, vedantic philosophy and universal and eternal value premises and to provide for such research and development including conducting and participating in seminars, workshops, exhibitions, conferences and the like and to obtain technical know-how, literature, brochures, technical data etc. from abroad and export/disseminate them to other countries and engage in manpower recruitment for overseas requirements and also bring in necessary skilled personnel into the country and to develop, market, implement systems and application software packages and related products for Indian and export markets to conduct software and hardware courses, to offer consultancy including hardware selection, system design, manpower selection, software development, implementation and training and to spread computer literacy and computer aided education in rural and urban areas through application of modern techniques, media communications and to operate data and information processing centers and to render all such services as are required by the customers in relation to processing of information and also in the interpretation, application and use of processed data.
56. To Carry on the business of and to act as distributors, agents, consultants, marketers, trainers, importers, exporters, buyers, sellers, wholesalers, retailers, collaborators, or otherwise to deal in all types of automatic, semi-automatic, manual, digital, electronic instruments, equipment, apparatus, machineries, tools and their parts, fittings, components and accessories used in health care, treatment, diagnosis, research test cure, operation and for saving life or human-being, disposable medical and Surgical instruments & consumables and other allied products also to deal in instruments, equipment, for diagnostic centers, hospitals, nursing homes, laboratories, pharmacies and any other health care, life care, centers and all kinds of medical appliances like Electro Cardiogram, Laser Equipment, Laser Apparatus, MRI and CT Scan Machines, and various other related medical equipment with accessories and consumable diagnostic kits Sutures, dialysers, all varieties of catheters, surgical and all other allied medical disposable product.
57. To carry on the business of trader, distributor, buy, sell, export, import, deal in, assemble, fit repair, convert, over-haul, alter, maintain or of production and processing and fabrication and assembling, marketing, deal and improve all types of domestic and household consumer electrical appliances, electronic components, devices, equipment and appliances, automotive components, spare parts, products, such as video recording devices, television and wireless apparatus including radio receivers and transmitters, tape recorders, broadcast relay and reception equipment, phonograph and other equipment used in and or for audio and visual communications, apparatus and equipment including those using electromagnetic waves intended for radio- telegraphic or radio-telephonic communication photocopiers, electronic lightning controls, continuous fan / motor speed controls, continuous flashers and fire alarm systems, digital and electronic clock, time relays, punch card machine, electromechanical pneumatic controls, computers and automatic calculators, X- ray

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machines and tubes, surgical medical and other appliances intended for electro and other therapy treatment and in all types of tapes, magnetic and otherwise, photographic films, projectors and cameras and capacitors, resistance, condensers, semiconductors, transistors, rectifiers, integrated and hybrid circuits, relays, potential meters, connectors, printed circuits, coils, chokes, transformers, switches, volume controls, plugs, socket, aerial gears, diodes and allied items intended for and used in electronic devices and in air conditioners, refrigerators, washing machines, heaters and cooking ranges and other types of domestic appliances and any type of equipment used in the generation, transmission and receiving of sound, light and electrical impulses and component parts thereof and other materials used in or in connection with electronic and electrical industries and to carry on the business of traders, distributors, producers, stockiest, commission agents, importers, exporters, marketers, trainers of electrical products and other domestic appliances, their assemblies, kits, spares and accessories.

58. To carry on the business of broadcasting, telecasting, relaying, transmitting, distributing or running any video, audio, voice, or other programmers or software, (both proprietary and third party) over television, radio, internet, telecom or any other media and to do the business of Cable services encompassing distribution, relaying, transmission of signals including but not limited to TV, voice over Internet Protocol, Video On Demand or any other services through cable within and outside India by means of any system and to offer internet based services including but not limited to offering international and domestic voice, voice-over-internet protocol (VOIP), Broadband internet, wireless, data and hosting services to business and residential retail customers and other carriers located in the territory of India and to apply and obtain licenses to carry on these objects and also create/raise infrastructure of dark fibers, right of way, duct space & tower for relaying and transmission of signals for internet and telecom based cable services to end subscribers and customers in Indian territory, to offer such infrastructure to others business establishment on lease and commercial terms and to apply and obtain licenses to carry on these objects.
59. To develop, provide, undertake, design, import, export, distribute and deal in Systems and application software for microprocessor based information systems, off shore software development projects, internet service provider, and solutions in all areas of application including those in Emerging niche segments like Internet and Intranet website applications solutions software enterprise, resource planning, e-commerce, value added products and other business applications either for its own use for sale in India or for export outside India and to design and develop such systems and application software for and on behalf of manufacturers owners and users of computer, telecom, digital, electronic equipment in India or elsewhere in the world.
60. To trade, distribute, purchase, sell, export, import all kinds of electric & electronic components capable of being used in Electrical & mechanical and electronic Industries including Computers telecommunications to carry our software research and development, to design and develop system software, application software and any other software in India and abroad to start Integrated services Digital Local Network (ISDLAN) dial for data Centers technology parks, wide area network Internet, user net, cyber café services in India and abroad.
61. To carry on the business of Software designing, development, customisation, implementation, maintenance, testing and benchmarking, designing, developing and dealing in computer software and solutions, and to import, export, sell, purchase, distribute, host (in data centers or over the web)

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or otherwise deal in own and third party computer software packages, programs and solutions, and to provide internet / web based applications, services and solutions, provide or take up Information technology related assignments on sub-contracting basis, offering services on-site/ offsite or through development centers using owned /hired or third party infrastructure and equipment, providing recruitment and HR related services, providing and taking personnel / consultants/ human resources to / from other organizations, providing solutions/ Packages/ services through applications services provider mode via internet or otherwise, to undertake IT enabled services like call Centre Management, Medical and legal transcription, data processing, Back office processing, Accounting, HR and payroll processing, Insurance claims processing, credit card processing, loans and letters of credit processing, cheque processing, data warehousing and database management, to carry on the business of trading, distributing, dealing and maintenance of computer hardware, computer systems and assemble data processors, program designs and to buy, sell or otherwise deal in such hardware and software packages and all types of tabulating machine, accounting machines, calculators, computerized telecommunication systems and network, their components, spare parts, equipment and devices and to carry on the business of establishing, running and managing institutions, school, and academics for imparting education in computer technology, offering equipment, solutions and services for Networking and network management, data centre management and in providing consultancy services in all above mentioned areas.

62. To carry on in India or elsewhere the business to provide, commercialize, control, develop, establish, handle, operate, hold, pack, organise, promote, service, supervise, represent and to act as agent, concessionaires, consultants, booking agents or deal in all types of security services, security and surveillance products and security system installation and monitoring, as well as background screening, consulting for all types of electrical and non- electrical products.

**By order of the Board of Directors
For Creative Peripherals & Distribution Limited**

Tejas Doshi
Company Secretary and Compliance Officer
ICSI Membership No. - A 30828

Date: 07th May, 2019
Place: Mumbai

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Notes:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”) setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is attached.
2. The Postal Ballot Notice along with the Postal Ballot Form is being sent in electronic form to the members who have registered their e-mail addresses with the Company Registrars and Transfer Agents of the Company (in case of physical shareholding) / with their Depository Participants(in case of electronic shareholding). Physical copies of the Postal Ballot Notice along with Postal Ballot Form are being sent to members whose e-mail addresses are not registered, by permitted mode along with a self - addressed postage pre-paid Business Reply Envelope.
3. Voting rights shall be reckoned on the paid-up value of shares registered in the name of member/ beneficial owner (in case of electronic shareholding) as on Tuesday, May 7, 2019.
4. Members who have received this Postal Ballot Notice by-mail and who wish to vote through physical Postal Ballot may download the Postal Ballot Form attached to the e-mailer from the “Investor Area” section on the Company’s website: www.ecreativeindia.com where this Postal Ballot Notice is displayed and send the duly completed and signed Postal Ballot Form so as to reach the Scrutinizer on or before 5:00 p.m. (IST) on Wednesday, June 12, 2019.
5. 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 to this Postal Ballot Notice.
6. **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.**
7. **Members can opt for only one mode of voting, that is, either by physical Postal Ballot 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 Postal Ballot will be treated as “INVALID”.**
8. **The e-voting period commences on Tuesday, May 14, 2019 at 9:00 a.m. (IST) and ends on Wednesday, June 12, 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, May 07, 2019, may cast their vote electronically.**
9. The resolutions, if approved, shall be deemed to have been passed on the last date of voting, that is, Wednesday, June 12, 2019.
10. Relevant documents referred to in this Postal Ballot Notice and the Statement are available for inspection by the members at the Company’s registered office during the date of dispatch of this Postal Ballot Notice till Wednesday, June12, 2019.
11. **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.**
12. **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.**
13. **The Scrutinizer’s decision on the validity of the Postal Ballot shall be final.**

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STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)

Item Nos. 1 and 2

Increase in Authorised Share Capital and Issuance of Bonus Shares

The Board of Directors at its meeting held on Tuesday, May 7, 2019, subject to consent of the members of the Company, approved and recommended issue of bonus equity shares of Rs. 10/- (Rupees Ten only) each credited as fully paid-up to eligible members of the Company in the proportion of 1 (one) new fully paid-up equity share of Rs. 10/- (Rupees Ten only) each for every 1 (one) existing fully paid-up equity share of Rs. 10/- (Rupees Ten only) each by capitalising a sum not exceeding Rs. 5,80,00,000 (Rupees Five Crore Eighty Lakh Only) out of capital redemption reserve / securities premium account and/or any other permitted reserves / surplus of the Company, as may be considered appropriate.

Article 164 of the Articles of Association of the Company permits capitalisation of any part of the amount for the time being standing to the credit of any of the Company’s reserve accounts (including securities premium account and capital redemption reserve account), or to the credit of the profit and loss account, or otherwise available for distribution by applying the same towards payment of unissued shares to be issued to the members as fully paid bonus shares.

In order to facilitate issue of bonus shares and for further requirements, if any, it is proposed to increase the Authorised Share Capital to Rs. 14,00,00,000/- (Rupees Fourteen Crore only) divided into 1,40,00,000 (Rupees One Crore Forty Lakh Only) equity shares of Rs. 10/- (Rupees Ten only) each. The increase in the Authorised Share Capital as aforesaid would require consequential alteration to the existing Clause V of the Memorandum of Association of the Company.

The increase in the Authorised Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company and issue of bonus equity shares by way of capitalisation of the sums standing to the credit of capital redemption reserve / securities premium account and/or any other permitted reserves / surplus of the Company, as may be considered appropriate for the purpose of issue of bonus equity shares requires members' approval in terms of Sections 13,61 and 63 of the Companies Act, 2013 and other applicable statutory and regulatory approvals.

None of the Directors / Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 1 and 2 of this Postal Ballot Notice except to the extent of their shareholding in the Company.

The Board recommends the Special Resolutions set out at Item Nos. 1 and 2 of this Postal Ballot Notice for approval by the members.

Item No. 3

Migration of Company from NSE SME Emerge Platform to NSE Main Board Exchange

The Company’s shares have been listed on NSE SME Emerge since April 11, 2017 till date. As because of Proposed Issue of Bonus Shares, paid up capital of the company is proposed to increase to Rs. 11,60,00,000 (Rupees Eleven Crores Sixty Lakh only).



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Further, The Company's Operation have been increasing at a rapid pace. In view of increasing business activities and for strong brand building, the Board of Directors has accordingly decided to migrate from NSE SME Emerge to NSE Main Board. The Listing on the Main Board is likely to have wider participation from investors at large and trading in the Equity Shares of the Company on the Main Board will go on the long way in enhancing the image and goodwill of the Company. The benefits of listing on the Main Board in the form of market Capitalization, enhanced liquidity, larger participation, visibility etc., will accrue to the Shareholders of the Company.

By Migrating on the Main Board the goodwill and the growth of the Company will increase and Company will be able to expand its business. The Migration Policy from SME Platform to Main Board requires approval of members by way of Special Resolution. The Shareholders approval for the said purpose is sought through this resolution as required under Chapter XB of SEBI ICDR Regulations.

Please note that the proposed special resolution shall be acted upon if the votes cast by Public Shareholders in favour of the Proposal amount to at least 2 times the number of votes cast by the public shareholders against the proposal. It is in the interest of all the shareholders including public shareholders to migrate the Equity Shares of the company on the Main Board of NSE and hence management recommends the passing of said resolution and seeks shareholders approval through postal Ballot.

Item No. 4

Alteration of Object Clause of MOA of the Company by adding additional object clauses

The company is planning to expand its business activity to grab the available opportunities in the market. For expansion, there is a need for addition of certain clauses in Object Clause.

Further, Addition in Object clause requires to amend the Memorandum of Association of the company. For Amending the Memorandum of Association it requires the Consent of the member as a special business.

The Company is a growing concern further planning to expand in its business Activity to create a Brand image and Gain the benefits of Opportunity available in the market and for the Board has suggested to add further 8 New Objects for insertion in the Object clause of Memorandum of Association.

In Memorandum of Association point 55 to 62 needs to be inserted and the Shareholders approval for the said purpose is sought through this resolution as required pursuant to provisions of Section 13, Section 4 and other applicable provisions, if any, of the Companies Act, 2013, ("Act") and Rules framed thereunder.

**By order of the Board of Directors
For Creative Peripherals & Distribution Limited**

**Tejas Doshi
Company Secretary and Compliance Officer
ICSI Membership No. - A 30828**

Date: 07th May, 2019

Place: Mumbai

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Information and instructions relating to voting through physical Postal Ballot Form

(i) Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form duly completed with the Assent (FOR) or Dissent (AGAINST), in the enclosed self-addressed postage pre-paid envelope, addressed to Scrutiniser, **Mr. Satyajit Mishra, M/s Satyajit Mishra & Co., Company Secretary in Practice, Address : 404, Kamlacharan Comm. Premises Co-op Soc. Ltd., Jawahar Nagar Phatak, Above SRV Hospital, Goregaon (West), Mumbai 400 062, (Tel.: 022 - 49724847 Email Id : cs.smishra@gmail.com)**, so as to reach the Scrutinizer, not later than close of working hours that is, 5:00 p.m.(IST) Wednesday, June 12, 2019, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member.

(ii) Members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted.

(iii) Corporate / Institutional Members (that is, other than Individuals, HUF, NRI, etc.) opting for physical ballot are also required to send certified true copy of the Board Resolution / Power of Attorney / Authority Letter, etc. together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer along with the Postal Ballot Form.

Particulars for E-Voting

Members opting to vote through e-voting, instead of voting through the physical Postal Ballot, may access the e-voting facility:

Note : Please read the instructions carefully before exercising your vote.

Facility to exercise vote(s) by means of Postal Ballot, including voting through e-voting will be available during the following period :

Commencement of voting	End of voting
From 9:00 a.m. (IST) on Tuesday, May 14, 2019	Up to 5:00 p.m. (IST) on Wednesday, June 12, 2019

The voting will not be allowed beyond 5:00 p.m. (IST) on Wednesday, June 12, 2019 and the e-voting shall be disabled by CDSL upon expiry of the aforesaid date and time.

Information and instructions relating to voting through e-Voting:

- (i)** The voting period **begins on Tuesday, May 14, 2019 at 9:00 a.m. (IST) and ends on Wednesday, June 12, 2019 at 5:00 p.m. (IST)**. 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) May 07, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii)** The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii)** Click on Shareholders.



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- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none">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 (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote, in our case, Creative Peripherals and Distribution Limited.
- (xii) 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.

Creative Peripherals and Distribution Limited

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

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



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- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed 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.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 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.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

The members are requested to note the following contact details for addressing e-voting grievances:

Shri Rakesh Dalvi

Manager

Central Depository Services (India) Limited

Address: Unit no. A-2501, A Wing, Marathon Futurex,

25th Floor, Mafatlal Mill Compound,

N M Joshi Marg, Lower Parel (E),

Mumbai – 400013

Tel: 1800225533

E-Mail: helpdesk.evoting@cdslindia.com

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INSTRUCTIONS:

1. If a member exercises voting rights through voting by electronic means (“e-voting”), the Postal Ballot Form need not be sent to the Company.
2. A member desirous for exercising vote by physical Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed postage pre-paid Business Reply Envelope. Postage will be borne by the Company.
3. A member may vote through e-voting as per “Information and Instructions relating to e-voting” provided in the Postal Ballot Notice sent herewith.
4. The Postal Ballot Form should be completed and signed by the member as per the specimen signature registered with the Company. In case of joint holding, the same should be completed and signed by the first-named member and in his / her absence, by the next-named member.
5. Corporate / Institutional Members (that is, other than Individuals, HUF, NRI, etc.) opting for physical Postal Ballot are also required to send certified true copy of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer along with the Postal Ballot Form.
6. The consent must be accorded by recording the assent in the column “**FOR**” and dissent in the column “**AGAINST**” by placing a tick mark (✓) in the appropriate box.
7. The vote(s) of a member will be considered invalid *inter alia* on any of the following grounds:
 - a. Postal Ballot Form other than one issued by the Company is used;
 - b. if the member's signature does not tally;
 - c. if the member has put a tick mark (✓) in both the columns, that is, for “**Assent**” and also for “**Dissent**” to the resolution in such manner that the aggregate shares voted for “**Assent**” and “**Dissent**” exceed the total number of shares held;
 - d. if the Postal Ballot Form is unsigned, incomplete or incorrectly filled;
 - e. if the member has made any amendment to the resolution or imposed any condition while exercising his vote;
 - f. if the Postal Ballot Form is received torn or defaced or mutilated;
 - g. any competent authority has given directions in writing to the Company to freeze the voting rights of the member.
8. Duly completed Postal Ballot Forms should reach the Scrutinizer on or before 5:00 p.m. (IST) on Wednesday, June 12, 2019. If any Postal Ballot Form is received after this date and time, it will be strictly treated as if reply from such member has not been received.
9. Voting rights shall be reckoned on the paid-up value of shares registered in the name of member / beneficial owner (in case of electronic shareholding) as on Tuesday, May 7, 2019.
10. A member may request for a duplicate Postal Ballot Form, if so required, from Central Depository Services (India) Limited having its address at: Unit no.A-2501, A Wing, Marathon Futurex, 25th Floor, Mafatlal Mill Compound, N M Joshi Marg, Lower Parel (E), Mumbai – 400013 or at Company's Registered Office Address. However, the duly filled-in duplicate Postal Ballot Forms should reach the Scrutinizer not later than 5:00 p.m. (IST) Wednesday, June 12, 2019.
11. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage-prepaid Business Reply Envelopes. Any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not act on the same.
 - **For any other assistance, members may contact Mr. Tejas Doshi, Company Secretary and Compliance Officer of the Company at cs@ecreativeindia.com**

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