

NOTICE

NOTICE is hereby given that the Fifteenth **Annual General Meeting** of the Members of CREATIVE PERIPHERALS AND DISTRIBUTION LIMITED will be held at **Payade International Hotel, 2nd Floor, Next to Sarovar Hotel, Near Railway Station, V. L. Road, Kandivali West, Mumbai – 400 067** on **Monday, 23rd September, 2019** at **11.00 a.m.** to transact the following business:

Ordinary Business:

1. Adoption of ACCOUNTS:

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2019, together with the Reports of the Board of Directors and Auditors thereon.

2. Dividend:

To declare Final Dividend of Rs. 0.5/- per share (@ 5%) for the year ended 31st March, 2019.

3. Appointment of Director:

To appoint a Director in place of Mrs. Purvi Patel (DIN 02663240), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers herself for re-appointment.

4. Appointment of Statutory Auditors

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

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s. Gupta Raj & Co. (FRN – 001687N) Mumbai, Chartered Accountants, be and are hereby appointed as the Statutory Auditors of the Company to fill the casual vacancy caused due to resignation of M/s. S. K. Thanawala & Co., Chartered Accountants, Mumbai (Firm Registration No. 110951W), for a period of 5 (five) years from the conclusion of this Annual General Meeting (“AGM”) till the conclusion of the twentieth AGM of the Company to be held in the year 2024, at a remuneration of Rs. 4,00,000/- (Rupees Four Lacs only) to conduct the audit for the financial year 2019-20 payable in one or more instalments plus goods and services tax as applicable, and reimbursement of out-of-pocket expenses incurred.

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:

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

To consider and if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions under Section 196, 197, 198, Schedule V as applicable and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”) including any statutory amendments, modifications or re-enactment thereof and subject to such other requisite approvals, as may be required in this regard, the consent of the Shareholders be and is hereby accorded for the payment of remuneration within the maximum permissible remuneration as specified in Section II of Part II of Schedule V to the Companies Act, 2013 without obtaining the approval of the Central Government to Mr. Ketan Patel, Chairman and Managing Director of the Company for a further period of 1 (One) year of his tenure w.e.f. 01st April, 2019 to 31st March, 2020 on the terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company and as set out in the explanatory statement forming part of this resolution notwithstanding that the remuneration may exceed the limits prescribed in the provisions of Section 197, 198 and within the limits prescribed under Schedule V to the Companies Act, 2013 in case of no profits/inadequate profits.

Total Remuneration – up to Rs. 58,33,496 per annum, to be paid on monthly basis which is bifurcated as follow:

Sr. No.	Particulars	Proposed remuneration per annum (in Rs.)
1	Basic Salary	16,53,876
2	HRA	8,26,944
3	Special Allowance	22,25,328
4	Education Allowance	19,200
5	Provident Fund (Employer Contribution)	21,600
6	Gratuity	79,548
7	Bonus	7,000
8	Provision for Performance Bonus	10,00,000
Total		58,33,496

Revision of Remuneration: Yearly basis, as per Company’s policy and amount as agreed by Board of Directors and with approval of Nomination and Remuneration Committee and Members of the Company.”

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.”

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

To consider and if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions under Section 196, 197, 198, Schedule V as applicable and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”) including any statutory amendments, modifications or re-enactment thereof and subject to such other requisite approvals, as may be required in this regard, the consent of the Shareholders be and is hereby accorded for the payment of remuneration within the maximum permissible remuneration as specified in Section II of Part II of Schedule V to the Companies Act, 2013 without obtaining the approval of the Central Government to Mrs. Purvi Patel, Whole-time Director of the Company for a further period of 1 (One) year of her tenure w.e.f. 01st April, 2019 to 31st March, 2020 on the terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company and as set out in the explanatory statement forming part of this resolution notwithstanding that the remuneration may exceed the limits prescribed in the provisions of Section 197, 198 and within the limits prescribed under Schedule V to the Companies Act, 2013 in case of no profits/inadequate profits.

Total Remuneration – up to Rs. 31,77,700 per annum, to be paid on monthly basis which is bifurcated as follow:

Sr. No.	Particulars	Proposed remuneration per annum (in Rs.)
1	Basic Salary	7,39,728
2	HRA	3,69,864
3	Special Allowance	9,84,732
4	Education Allowance	19,200
5	Provident Fund (Employer Contribution)	21,600
6	Gratuity	35,580
7	Bonus	7,000
8	Provision for Performance Bonus	10,00,000
Total		31,77,700

Revision of Remuneration: Yearly basis, as per Company’s policy and amount as agreed by Board of Directors and with approval of Nomination and Remuneration Committee and Members of the Company.”

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.”

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

To consider and if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions under Section 196, 197, 198, Schedule V as applicable and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”) including any statutory amendments, modifications or re-enactment thereof and subject to such other requisite approvals, as may be required in this regard, the consent of the Shareholders be and is hereby accorded for the payment of remuneration within the maximum permissible remuneration as specified in Section II of Part II of Schedule V to the Companies Act, 2013 without obtaining the approval of the Central Government to Mr. Vijay Advani, Whole-time Director of the Company for a further period of 1 (One) year of his tenure w.e.f. 01st April, 2019 to 31st March, 2020 on the terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company and as set out in the explanatory statement forming part of this resolution notwithstanding that the remuneration may exceed the limits prescribed in the provisions of Section 197, 198 and within the limits prescribed under Schedule V to the Companies Act, 2013 in case of no profits/inadequate profits.

Total Remuneration – up to Rs. 43,93,544 per annum, to be paid on monthly basis which is bifurcated as follow:

Sr. No.	Particulars	Proposed remuneration per annum (in Rs.)
1	Basic Salary	11,58,228
2	HRA	5,79,210
3	Special Allowance	15,52,680
4	Education Allowance	19,200
5	Provident Fund (Employer Contribution)	21,600
6	Gratuity	55,716
7	Bonus	7,000
8	Provision for Performance Bonus	10,00,000
Total		43,93,544

Revision of Remuneration: Yearly basis, as per Company’s policy and amount as agreed by Board of Directors and with approval of Nomination and Remuneration Committee and Members of the Company.”

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.”

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Notes:

1. 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.
2. Record Date for Dividend is 20th September, 2019.
3. A member entitled to attend and vote is entitled to appoint a proxy to attend and on poll, to vote on his/her behalf. Such a proxy need not be a member of the Company. The enclosed proxy form should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the AGM. A person shall not act as a Proxy for more than 50 members and holding in the aggregate not more than 10% of the total voting share capital of the Company. However, a single person may act as a proxy for a member holding more than 10% of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person.
4. Proxy-holders are requested to carry an Identity Proof at the time of attending the meeting.
5. 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.
6. 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.
7. 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.
8. 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".
9. **The e-voting period commences on Friday, September 20, 2019 at 9:00 a.m. (IST) and ends on Sunday, September 22, 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 16, 2019, may cast their vote electronically.**
10. 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.
11. 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.
12. 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.
13. 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

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- 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.
14. 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.
 15. The results declared along with the Scrutiniser's Report shall be placed on the Company's website www.ecreativeindia.com after same has been communicated to the NSE.
 16. The route map for the venue of the meeting has been given in the attendance slip.

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



**Tejas Doshi
Company Secretary & Compliance Officer**

**Date: 14th August, 2019
Place: Mumbai**

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

Item No. 4 –

The Members of the Company at the 11th Annual General Meeting ('AGM') held on 30th September, 2015, approved the appointment of M/s. S. K. Thanawala & Co., Chartered Accountants, Mumbai, having ICAI Firm Registration No. 110951W, as the Auditors of the Company commencing from 1st April 2015 to 31st March, 2020.

However, since, the company has been migrated from NSE SME Exchange to NSE Main Board w.e.f. 05th August, 2019, which would require devotion of more time and involvement with company in dealing with additional compliances/ laws/ operations relating to Main Board Companies. Also, the existing auditor is more than 70 years of age, reducing his business and working hours, he has express his inability to devote the adequate time required.

The present remuneration of M/s. S. K. Thanawala & Co. for conducting the audit for the financial year 2018-19, as approved by the Members, is Rs. 2,50,000/- (Rupees Two Lacs Fifty Thousand only) plus goods and services tax as applicable, and reimbursement of out-of-pocket expenses incurred.

The Board of Directors of the Company ('the Board'), on the recommendation of the Audit Committee ('the Committee'), recommended for the approval of the Members, the appointment of M/s. Gupta Raj & Co. (FRN – 001687N) Mumbai, Chartered Accountants, as the Auditors of the Company for a period of five years from the conclusion of this AGM till the

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conclusion of the 20th AGM. On the recommendation of the Committee, the Board also recommended for the approval of the Members, the remuneration of M/s. Gupta Raj & Co. for the financial year 2019-20 as set out in the Resolution relating to their appointment.

The Committee considered various parameters like capability to serve a diverse and complex business landscape as that of the Company, audit experience in the Company's operating segments, market standing of the firm, clientele served, technical knowledge etc., and found M/s. Gupta Raj & Co. to be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company.

M/s. Gupta Raj & Co., was established in the year 1969 in Delhi. For over four decades, Gupta Raj & Co., has been scaling new heights of professionalism in services relating to Chartered Accountancy. The firm comprises of a team of highly qualified professionals with diverse and excellent credentials in all areas.

M/s. Gupta Raj & Co., have given their consent to act as the Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act.

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 –

Revision in Payment 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.

With over 27 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.

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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 special resolution(s) set forth at item no. 5 of the Notice for the approval of the members.

Item No. 3 & 6 –

Appointment and revision in payment of Remuneration of Mrs. Purvi Patel (DIN: 02663240), Whole-time Director of the Company:

Mrs. 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 27 years.

Information 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	Purvi Patel is the Whole Time Director and Woman Director of 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.
2)	Age	47 years
3)	Qualification	Diploma in Pharmacy, Certificate in software programming, DTP
4)	Experience	27 years
5)	Nature of his expertise in specific functional areas	Administration, Marketing & Human Resource Management
6)	Date of first appointment on the Board	22 nd September, 2004
7)	Remuneration last drawn	Rs. 30,35,236/- p.a. for FY 2018-19
8)	Shareholding in the company held either by them or on a beneficial basis for any other persons	59,200 Equity Shares (0.51% of Total Equity of Company) As on 14 th August, 2019
9)	Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Wife of Mr. Ketan C Patel – Chairman and Managing Director
10)	The number of meetings of the Board attended during the year	Five out of Five Board Meetings 100% Attendance
11)	Other Directorships, Membership/Chairmanship of Committees of other Boards	Directorship as on 14 th August, 2019 1. Shilpa Global Private Limited – Additional Director 2. Click Retail Private Limited – Director Member in Committees as on 14 th August, 2019 1. Internal Complaint Committee (Under Prevention on Sexual Harassment) – Chairperson 2. Corporate Social Responsibility - Member

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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 special resolution(s) set forth at item no. 3 & 6 of the Notice for the approval of the members.

Item No. 7 –

Revision in payment of Remuneration of Mr. Vijay Advani (DIN: 02009626), Whole-time Director of the Company:

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 34 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 13 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 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 special resolution(s) set forth at item no. 7 of the Notice for the approval of the members.

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



**Tejas Doshi
Company Secretary & Compliance Officer**

Date: 14th August, 2019

Place: Mumbai

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Annexure I

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

General Information:			
i. Nature of Industry	Pan India Distributor of I.T., Imaging, Lifestyle and Security of world renowned brand products.		
ii. Date of commencement of Commercial production:	This clause is not applicable as the Company is currently having distribution segment only. The date of incorporation is 22/09/2004.		
iii. Financial performance based on given indicators:	The Company's annual turnover for FY 2018-19 stood at Rs. 370.71 crores. As compared with FY 2014-15, it's CAGR on revenue is 14.98%. Profit after tax is Rs. 5.75 crores and its CAGR as compared from FY 2014-15 is 53.89% which shows a robust growth of the Company. As compared to previous year, the growth rate of revenue is 48.38% and Profit after tax is 98.96% which clearly shows a significant growth of Company as compared to last year. Return on capital employed for the financial year 2018-19 is 19.34% vs. 14.50% for the previous year 2017-18 and Return on Equity for the financial year 2018-19 is 17.15% vs. 10.33% for the previous year 2017-18. Debt-equity ratio for FY 2018-19 stood at 13.78% 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 also incorporated in the report for reference purpose.		
iv. Foreign Investments or collaborators, if any:	During the financial year 2018-19, there is no foreign investment or collaboration.		
Information about the appointee:	Mr. Ketan Patel	Ms. Purvi Patel	Mr. Vijay Advani
i. Background details:	Ketan Patel is the Promoter and Managing Director of our Company. He has been the Director of the Company since incorporation and is also one of the subscribers of MOA of our Company. He holds a diploma in Computer Technology from Board of Technical Examinations, Maharashtra State, degree in Management Programme for Entrepreneurs and Family Businesses from Indian Institute of Management,	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.	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,

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	Bangalore. He has an experience of about more than 18 years in Value Added Distribution industry.		which were new entrants in Indian market, to a great success. He has an experience of about more than 10 years in Value Added Distributors Industry.
ii. Past remuneration:	Rs. 45,17,280 p.a.	Rs. 30,35,236 p.a.	Rs. 31,71,528 p.a.
iii. Recognition or awards:	NIL	NIL	NIL
iv. Job profile and suitability:	Entire management and affairs of the Company	Administration, Marketing and Human Resource Management	Business Planning, expansion and execution and key account management
v. Remuneration proposed:	Rs. 58,33,496 p.a.	Rs. 31,77,700 p.a.	Rs. 43,93,544 p.a.
vi. Pecuniary relationship directly/indirectly with the Company or managerial personnel if any:	Husband of Mr. Purvi Patel – Whole-time Director of Company	Wife of Mr. Ketan Patel – Chairman and Managing Director of Company	NIL
Other Information:			
i. Reasons of loss or inadequate profits:	The Company does not have any loss or inadequate profit during the FY 2018-19.		
ii. Steps taken or proposed to be taken for improvement:	N.A.		
iii. 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.		

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E-Voting Instructions

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

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

Facility to exercise vote(s) by means e-voting will be available during the following period :

Commencement of voting	End of voting
From 9:00 a.m. (IST) on Friday, September 20, 2019	Up to 5:00 p.m. (IST) on Sunday, September 22, 2019

The voting will not be allowed beyond 5:00 p.m. (IST) on Sunday, September 22, 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 Friday, September 20, 2019 at 9:00 a.m. (IST)** and **ends on Sunday, September 22, 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) Monday, September 16, 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.
- (iv) 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. 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	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">• 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.

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

	<ul style="list-style-type: none"> 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.
- (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

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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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