

## NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the Extra-Ordinary General Meeting ('EGM') of the Members of Creative Newtech Limited ("the Company") will be held on **Friday, February 02, 2024 at 10:00 A.M. (IST)** through Video Conference (VC)/ Other Audio-Visual Means (OAVM) facility, to transact the businesses as mentioned below.

The proceedings of the Extraordinary General Meeting ("EGM") shall be deemed to be conducted at the Registered Office of the Company at 3<sup>rd</sup> & 4<sup>th</sup> Floor, Plot No. 137AB, Kandivali Co Op Industrial Estate Limited, Charkop, Kandivali West, Mumbai-400092, India, which shall be the deemed venue of the EGM.

### **SPECIAL BUSINESSES:**

#### **Item No. 1:**

### **ISSUANCE OF EQUITY SHARES UPON SWAP OF SHARES OF CREATIVE NEWTECH LIMITED ON PREFERENTIAL BASIS.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "**Act**") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under {including any statutory modification(s) thereto or re-enactment thereof for the time being in force}, enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreements entered into by the Company with the stock exchanges where the shares of the Company are listed {"**Stock Exchange(s)**"}, and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India ("**SEBI**"), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Foreign Exchange Management Act, 1999 read with relevant rules and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, Stock Exchange(s) and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed by the board of directors of the Company (hereinafter referred to as the "**Board**") which terms shall be deemed to include any

committee duly constituted by the Board or any committee, which the Board may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the consent of the members of the company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis, upto **57,325 (Fifty Seven Thousand Three Hundred Twenty Five)** Equity Shares of Face Value of Rs. 10/- (Rupees Ten only) each at a price of **Rs. 785/- (Rupees Seven Hundred Eighty Five Only)** per equity share, ("**Subscription Shares**"), determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, for consideration other than cash (being swap of shares of **Secure Connections Limited**, a subsidiary of the Company incorporated under the Laws of Hong Kong ("**SCL**")), towards payment of the total purchase consideration of **Rs. 4,50,00,125 (Rupees Four Crore Fifty Lakh One Hundred Twenty-Five only)**, payable by the Company to **Mr. Vithalbhaj Devjibhai Patel**, ("**Proposed Allottee**"), a shareholder of **SCL**, for acquisition of 1,066 (One Thousand and Sixty Six) shares, held by Proposed Allottee ("**Purchase Shares**"), on such terms and conditions as the Board may think fit.

**RESOLVED FURTHER THAT** the '**Relevant Date**', as per the provisions of Chapter V of the SEBI ICDR Regulations for the purpose of determining the minimum issue price of the Equity Shares proposed to be allotted to the above-mentioned allottee is **January 03, 2024** i.e., being the date, which is 30 days prior to the date of the Extra-Ordinary General Meeting of the shareholders of the Company scheduled to be held, i.e., February 02, 2024."

**RESOLVED FURTHER THAT** the aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

- (i) The Subscription Shares to be issued and allotted shall be fully paid-up and rank *pari-passu* with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- (ii) The Subscription Shares shall be allotted by the Company to the Proposed Allottee in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Members' approval, provided that, where the issue and allotment of the said Subscription Shares is pending on account of pendency of approval of any Regulatory Authority, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.
- (iii) The Subscription Shares to be allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the ICDR Regulations and any other applicable law for the time being in force.

**Registered Office:** 3<sup>rd</sup> & 4<sup>th</sup> floor, Plot No. 137AB, Kandivali Co-op Industrial Estate Limited, Charkop, Kandivali West, Mumbai 400067  
**Contact No.:** +91 22 50612700 | **Email:** cs@creativenewtech.com | **Website:** www.creativenewtech.com

(iv) The Subscription Shares to be allotted to the Proposed Allottee shall be listed on the stock exchanges where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be.

(v) The Subscription Shares so offered, issued and allotted to the Proposed Allottee, are being issued for consideration other than cash, towards discharge of total purchase consideration payable by the Company for acquisition of Purchase Shares held by the Proposed Allottee and will constitute the full consideration for the Subscription Shares to be issued by the Company to the Proposed Allottee pursuant to this resolution.

**RESOLVED FURTHER THAT** the Board or any committee thereof, be and is hereby authorized to make an offer to the Proposed Equity Allottee(s) through private placement offer letter in Form PAS-4 as prescribed under the Companies Act after passing of this shareholders' resolution.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution the Board of Directors of the Company and Company Secretary & Compliance Officer of the Company be and are hereby authorized severally on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient, including without limitation to make application to Stock Exchange for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Equity Shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.

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



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



**January 04, 2024, Mumbai**

## Notes:

1. This Extra Ordinary General Meeting is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. The deemed venue for the EGM shall be the Registered Office of the Company. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
2. 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 EGM through VC / OAVM on its behalf and to vote through remote e-voting and e-voting at EGM. 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).
3. The Notice of EGM 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, January 05, 2024.
4. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depository Participant (DP)/Company's Registrar and Transfer Agent (RTA). Members may note that the Notice of EGM will also be available on the Company's website at [www.creativenewtech.com](http://www.creativenewtech.com) websites of the National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of our RTA at [www.bigshareonline.com](http://www.bigshareonline.com).
5. 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.
6. 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.
7. Members are requested to send in their queries at least a week in advance to Mr. Tejas Doshi, Chief Compliance Officer & Company Secretary, on [cs@creativenewtech.com](mailto:cs@creativenewtech.com) or post it to the Registered Office of the Company to facilitate clarifications during the meeting.

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8. Pursuant to the provisions of Section 108 and all other applicable provisions of the Act read with the Companies(Management and Administration) Rules, 2014, as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company is pleased to provide e-voting facility to all its members, to enable them to cast their votes electronically and has engaged the services of Bigshare Services Private Limited as the agency to provide e-voting facility. Instructions for the process to be followed for e-voting are annexed with this Notice.
9. During the voting period, members can login to Bigshare's voting platform any number of times till they have voted on all the resolutions. Once the vote on resolutions cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
10. **The e-voting period commences on Tuesday, January 30, 2024 at 9:00 a.m. (IST) and ends on Thursday, February 01, 2024 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, Friday, January 26, 2024, may cast their vote electronically.**
11. Members attending the EGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
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 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 EGM 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.creativenewtech.com](http://www.creativenewtech.com) after same has been communicated to the NSE.
16. Since the EGM will be held through VC / OAVM, the Route Map is not required to be annexed in this Notice.

## EXPLANATORY STATEMENT (Pursuant to Section 102 of the Companies Act, 2013)

As required under Section 102 of the Companies Act, 2013 (including any re-enactment(s) made thereunder, if any, for the time being in force) (hereinafter referred to as the “**Companies Act**”), the following explanatory statements sets out all material facts relating to the business mentioned under the accompanying Notice:

### **Item No.: 1**

The Special Resolution has been proposed pursuant to the provisions of Sections 42, 62 of the Companies Act, 2013, to issue and allot up-to **57,325 (Fifty-Seven Thousand Three Hundred Twenty Five)** Equity Shares for consideration other than cash i.e, Swap of Shares of Secure Connections Limited, a subsidiary of the Company incorporated under the Laws of Hong Kong by way of preferential allotment, to person belonging to Non-Promoter Category, at an issue price of Rs. 785/- (Rupees Seven Hundred Eighty-Five Only) per Equity Share, in terms of Chapter V of SEBI (ICDR) Regulations, 2018 and applicable provisions of Companies Act, 2013.

The said proposal has been considered and approved by the Board in their meeting held on January 04, 2024.

The approval of the members is accordingly being sought by way of a ‘Special Resolution’ under Sections 42, and 62(1)(c) of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of the SEBI (ICDR), Regulations.

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of the SEBI (ICDR), Regulations are set forth below:

#### **I. Objects of the Issue**

The object of the proposed preferential issue is to issue and allot upto **57,325** Equity Shares for consideration other than cash (“Subscription Shares”) (*as define above*) to **Mr. Vithalbhair Devjibhai Patel** towards the discharge of total consideration of Rs. 4,50,00,125/- (in accordance with valuation report issued by Corporate Professionals Valuation Services Pvt. Ltd, an independent registered valuer) payable by the Company for the acquisition of 1,066 shares, representing 8% paid-up capital of the subsidiary company, **Secure Connections Limited, Hong Kong (“SCL”)** (“Purchase Shares”) held by **Mr. Vithalbhair Devjibhai Patel** in **SCL**. The Company currently holds 9,267 shares of **SCL**, representing 69.50% of SCL's total share capital. After the acquisition the Company shall hold 10,333 Shares of **SCL**, representing 77.50% paid up capital of **SCL**.

The main Object Clause of Memorandum of Association of our Company enables us to undertake the existing activities and the activities for which the funds are being raised by us through the present Preferential Issue. Further, we confirm that the activities which we have been carrying out till date are in accordance with the Object Clause of our Memorandum of Association.

### **Utilization of Proceeds & Schedule of Implementation**

The Object of the Proposed Preferential Issue is to issue and allot the Subscription Shares (as defined hereinabove) to discharge the non-cash consideration of Rs. 4,50,00,125/- (excluding applicable duties, levies and taxes) for acquisition of the Purchase Shares. The total consideration of Rs. 4,50,00,125/- shall be immediately utilized/ adjusted on allotment of Equity Shares.

**Note:** In terms of NSE Notice No. NSE/CML/2022/56 the amount specified for the above-mentioned object of issue size may deviate +/- 10% depending upon the future circumstances.

**Interim Use of Proceeds:** Not Applicable, as the allotment will be for consideration other than cash.

### **II. Monitoring of Utilization of Funds**

As the issue size does not exceed Rs. 100 Crore, the Company is not required to appoint a credit rating agency to monitor the issue in terms of the provisions of Regulation 162A of the SEBI ICDR Regulations.

### **III. Particulars of the offer including the maximum number of specified securities to be issued:**

Preferential Issue of up to **57,325** Equity shares of face value of Rs. 10/- each, at an issue price of Rs. 785/- each, aggregating up to Rs. **4,50,00,125/-** respectively.

### **IV. The intent of the promoters, directors or key management personnel of the issuer to subscribe to the offer**

None of the Directors or Key Managerial Personnel of the Company intends to subscribe to any of the securities proposed to be issued under the Preferential Issue or otherwise contribute to the Preferential Issue or separately in furtherance of the objects specified herein above.

## V. The Shareholding Pattern of the issuer before and after the preferential issue:

Category	Pre issue Shareholding		Equity Shares to be allotted	Post Issue Shareholding*	
	No. of Shares	%		No. of Shares	%
<b>(A) Promoter Shareholding</b>					
(1) Indian					
(a) Individuals & HUF	79,98,720	56.91	-	79,98,720	56.68
(b) Bodies Corporate	-		-	-	-
Sub Total (A)(1)	79,98,720	56.91	-	79,98,720	56.68
(2) Foreign promoters	-		-	-	-
<b>Total Promoter shareholding A=A1+A2</b>	<b>79,98,720</b>	<b>56.91</b>	<b>-</b>	<b>79,98,720</b>	<b>56.68</b>
<b>(B) Public Shareholding</b>					
B1) Institutional Investors	2,09,618	1.49	-	2,09,618	1.49
B2) Central Govt./Stat Govt./POI	-		-	-	-
B3) Non-Institutional Investors	-		-	-	-
Individuals	28,13,198	20.02	57,325	28,70,523	20.34
Body Corporate	23,49,012	16.71		23,49,012	16.65
Others (Including HUF, LLP&NRI)	6,83,302	4.86		6,83,302	4.84
<b>Total Public Shareholding B=B1+B2+B3</b>	<b>60,55,130</b>	<b>43.09</b>	<b>57,325</b>	<b>61,12,455</b>	<b>43.32</b>
(C) Non-Promoter - Non-Public	-		-	-	-
<b>Grand Total (A+B+C)</b>	<b>1,40,53,850</b>	<b>100.00</b>	<b>57,325</b>	<b>1,41,11,175</b>	<b>100.00</b>

(\*) As of now, there are 9,05,500 outstanding warrants. Post issue shareholding may change upon conversion of such warrants.

## VI. Proposed time limit within which the allotment shall be complete:

In terms of SEBI ICDR Regulations, the preferential allotment of said Equity Shares will be completed within a period of 15 (fifteen) days from the date of passing of special resolution. Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, stock exchange(s) or other concerned authorities.



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**VII. Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:**

During the year i.e. from April 01, 2023, the Company has made the preferential issue of 14,48,850 equity shares to Twenty-Five allottees and 9,10,500 warrants to Eleven allottees at an issue price of Rs. 450/- (Rupees Four Hundred and Fifty only).

**VIII. The identity of the natural persons who are the ultimate beneficial owners of the equity shares proposed to be allotted and / or who ultimately control the proposed allottee(s):**

S. No.	Name of the proposed allottees	Names of ultimate beneficial owners of proposed allottee(s)
1.	Mr. Vithalbhai Devjibhai Patel	Not Applicable

**IX. The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue:**

Name of Allottee	Pre issue Shareholding Structure		Equity Shares to be allotted	Post Issue Shareholding*	
	No. of Shares	%		No. of Shares	%**
Mr. Vithalbhai Devjibhai Patel	0	0.00	57,325	57,325	0.41

(\*) As of now, there are 9,05,500 outstanding warrants. Post issue shareholding may change upon conversion of such warrants.

**X. Consequential changes in the Voting Rights, change in control and change in the Management, if any, in the issuer consequent to the preferential issue:**

As a result of the proposed preferential issue of Equity Shares, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

**XI. Lock-in Period:**

- (a) Equity Shares, shall be subject to lock-in in accordance with Chapter V of the SEBI ICDR Regulations.
- (b) The entire pre-preferential allotment shareholding, if any, of the Proposed Allottee, shall be locked-in as per Chapter V of the SEBI ICDR Regulations.

## **XII. Issue price and Relevant Date:**

In terms of Regulation 161 of SEBI (ICDR) Regulations, 2018 the Relevant Date has been reckoned as January 03, 2024, for the purpose of computation of issue price.

In compliance with SEBI ICDR Regulation, the minimum issue price per Equity Share is higher of the price determined through following methods:

- a. The Equity shares of the Company are listed on NSE are frequently traded as per provisions of SEBI ICDR Regulations. In terms of the provisions of Regulation 164 of the ICDR Regulations, the minimum price at which the Equity Shares may be issued computes to Rs. 783.40/- each.
- b. Method of determination of price as per the Articles of Association of the Company - *Not applicable* as the Articles of Association of the Company are silent on the determination of a floor price/ minimum price of the shares issued on preferential basis.

Further, the pricing under Regulation 166A(1) is not applicable since the Board has approved the exercise price for the Preferential Issue of Equity Shares at Rs. 785/- which is higher than the minimum price of Rs. 783.40/-

## **XIII. Undertakings:**

- None of the Company, its directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by Reserve Bank of India for same. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- None of its Directors or Promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.
- As the equity shares have been listed on a recognized Stock Exchanges for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation 163(1)(h) is not applicable.

## **XIV. Disclosures specified in Schedule VI of ICDR Regulations, if the issuer or any of its promoters or directors is a willful defaulter or fraudulent borrower: *Not Applicable***

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**XV. The current and proposed status of the proposed allottees post the preferential issue namely:**

S. No.	Name of the proposed allottee	Current status	Post status
1.	Mr. Vithalbhai Devjibhai Patel	Non Promoter	Non Promoter

**XVI. Practicing Company Secretary Certificate:**

The certificate from M/s Satyajit Mishra & Co., Practicing Company Secretaries (FCS No. 5759, C.P. No.: 4997), certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations has been obtained considering the said preferential issue. The copy of said certificate will be available at the website of the Company, till the date of the EGM, at [www.creativenewtech.com](http://www.creativenewtech.com).

**XVII. Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.**

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the above referred resolution.

The Board of Directors recommends the resolution as set out in this notice for the issue of Equity Shares, on a preferential basis by way of special resolution.

By the order of the Board  
For Creative Newtech Limited



Tejas Doshi  
Chief Compliance Officer and Company Secretary  
ACS - 30828



January 04, 2024, Mumbai

**Registered Office:** 3<sup>rd</sup> & 4<sup>th</sup> Floor, Plot No. 137AB,  
Kandivali Co-op Industrial Estate Limited,  
Charkop, Kandivali West, Mumbai 400 067

## THE INTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING

- i. **The e-voting period commences on Tuesday, January 30, 2024 at 9:00 a.m. (IST) and ends on Thursday, February 01, 2024 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, Friday, January 26, 2024, may cast their vote electronically. The e-voting module shall be disabled by Bigshare 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. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

- iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
1. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of <b>BIGSHARE</b> the e-Voting service provider and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. <b>BIGSHARE</b>, so that the user can visit the e-Voting service providers' website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a></p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-voting period.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID</p>

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	(i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name <b>BIGSHARE</b> and you will be redirected to <b>i-Vote</b> website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in DEMAT mode) login through their <b>Depository Participants</b>	can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

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

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

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on "LOGIN" button under the 'INVESTOR LOGIN' section to Login on E-Voting Platform.
- Please enter you 'USER ID' (User id description is given below) and 'PASSWORD' which is shared separately on you register email id.
  - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
  - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
  - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

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*Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).*

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

**NOTE:** If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on '**LOGIN**' under '**INVESTOR LOGIN**' tab and then Click on '**Forgot your password?**
- Enter "**User ID**" and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**Reset**'.

*(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).*

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

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

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

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on "**REGISTER**" under "**CUSTODIAN LOGIN**", to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with "**User id and password will be sent via email on your registered email id**".

**NOTE:** If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on '**LOGIN**' under '**CUSTODIAN LOGIN**' tab and further Click on '**Forgot your password?**
- Enter "**User ID**" and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**RESET**'.

*(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).*

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

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

**Investor Mapping:**

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
- Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
- Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.

**Note:** The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)

- Your investor is now mapped and you can check the file status on display.

**Investor vote File Upload:**

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

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

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



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

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

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

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

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

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

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