



Scrutinizer's Report

September 29, 2020

To,  
The Chairman  
Creative Peripherals and Distribution Limited  
Registered Office: 3rd & 4th Floor,  
Plot No. 137AB, Kandivali Co-op Indl. Estate Ltd.,  
Charkop, Kandivali West,  
Mumbai – 400 067

Dear Sir,

**Sub:** Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014, as amended to date at 16<sup>th</sup> Annual General Meeting of Creative Peripherals and Distribution Limited held on Tuesday, September 29, 2020 at 11.00 a.m. through video conferencing ('VC') / other audio visual means ('OAVM').

I, Satyajit Mishra, Practicing Company Secretary, have been appointed as the Scrutinizer by the Board of Directors of **Creative Peripherals and Distribution Limited** ("the Company") for the purpose of monitoring remote e-voting process and e-voting at the AGM, scrutinizing the Vote casted and ascertaining the result thereof and report to chairman, pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by Companies (Management and Administration) Rules, 2015 read with MCA General Circular No. 14/2020, 17/2020 and 20/2020 dated April 08, 2020, April 13, 2020 and May 05, 2020 respectively as issued the Ministry of the Corporate Affairs and in accordance with the SEBI Circular dated May 12, 2020 issued by Securities and Exchange Board of India (SEBI) Read with Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (LODR) in respect of resolutions as mentioned in the Notice of the 16<sup>th</sup> Annual General Meeting of the Company dated September 29, 2020 at 11.00 a.m. in fair and transparent manner, calling through Video Conferencing (VC)/ other Audio Visual Means (OVAM). I hereby submit my report as under:

I was also appointed as Scrutinizer to scrutinize the voting process at the said Annual General Meeting held on September 29, 2020.

The Notice dated September 3, 2020 was sent to the shareholders in respect of the below mentioned resolutions passed at the Annual General Meeting of the Company through electronic mode to those Members whose email addresses are registered with the

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Company/ Depositories, in compliance with the MCA Circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020.

The Company had availed the e-voting facility offered by Central Depository Services Limited ("CDSL") for conducting remote e-voting/ e-voting at the AGM by the Shareholders of the Company.

The Company had also provided voting facility to the shareholders present at the Annual General Meeting through VC/OAVM and who had not cast their votes earlier through remote e-voting facility.

The Members of the Company holding shares as on the "cut-off" date i.e. Tuesday, September 22, 2020 were entitled to vote on the proposed resolutions as contained in the Notice of the Annual General Meeting. As on that date, there were 804 members of the Company. Bigshare Services Private Limited, had sent the Notice of the 16<sup>th</sup> Annual General Meeting along with e-voting details by email to 474 shareholders, whose email ids were made available by the two depositories and those were registered with the Company's Registrar and Transfer Agent, Bigshare Services Private Limited.

As prescribed in clause (v) of sub rule 4 of the Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 read with the MCA Circular dated May 5, 2020, the Company has given a public advertisement dated 08<sup>th</sup> September, 2020 in Active Times (English) and Mumbai Lakshdeep (Marathi) Mumbai Editions.

The Management of the Company holds the responsibility of ensuring the compliance with the requirements of SEBI (LODR) 2015, the circulars issued by the Ministry of Corporate Affairs and the Act and the Rules made thereunder relating to e-voting and resolutions mentioned in the Notice of the Annual General Meeting of the Company.

At the 16<sup>th</sup> AGM of the Company held through VC / OAVM means, on September 29, 2020, after considering all the items of business, the facility to vote electronically at the AGM was provided to all those members present at the meeting through VC/OAVM and who could not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so.

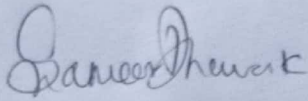
The e-voting period commenced on Saturday, September 26, 2020 at 9:00 a.m. (IST) and ends on Monday, September 28, 2020 at 5:00 p.m. (IST) and the CDSL e-voting platform was blocked thereafter for remote e-voting.

After the closure of the e-voting at the Annual General Meeting, the report on e-voting done at the meeting was generated in my presence and the remote e-voting/e-voting was diligently scrutinized.

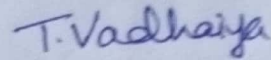
The votes cast under remote e-voting / e-voting facility were thereafter unblocked by me in the presence of following two witnesses who were not in the employment of the Company.







Mr. Sameer Dhanak



Mrs. Tejasvini Vadhaiya

I have scrutinized and reviewed the e-voting prior and during the AGM and votes casted therein based on the data downloaded from the Central Depository Services Limited (CDSL) e-voting system and voting through electronic means at the AGM.

On consolidation of results of remote e-voting and voting through electronic means at the AGM the final scrutinizer's report was prepared.

My responsibility as scrutinizer for the remote e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolution(s).

I now submit my consolidated Report as under on the result of the e-voting and voting through electronic means at the AGM in respect of the said Resolutions.

The electronic data and all other relevant records relating to e-voting which are under my safe custody will be handed over to Chairman of the Company or to any other official authorized by him for its safe keeping after the minutes of the AGM are considered, approved and signed by the Chairman.

**ORDINARY BUSINESS:**

**Resolution 1: Ordinary Resolution:**

Adoption of: -

- (i) Audited Standalone Financial Statements of the Company for the financial year ended on 31<sup>st</sup> March, 2020 together with the Auditors' Report and Directors' Report thereon; and
- (ii) Audited Consolidated Financial Statements of the Company for the financial year ended on 31<sup>st</sup> March, 2020 together with the Auditors' Report thereon.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
76	89,91,636	100

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
1	1	0

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
0	0





**Resolution 2: Ordinary Resolution:**

Declare final dividend of Re. 0.5/- (@ 5%) per equity share for the financial year ended March 31, 2020.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
76	89,91,636	100

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
1	1	0

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
0	0

**Resolution 3: Ordinary Resolution:**

Appoint a Director in place of Mr. Ketan Patel (DIN 00127633), who retires by rotation.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
74	9,92,916	100

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
1	1	0

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
2	79,98,720

**SPECIAL BUSINESS:**

**Resolution 4: Ordinary Resolution:**





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

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
76	89,91,636	100

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
1	1	0

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
0	0

**Resolution 5: Ordinary Resolution:**

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

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
76	89,91,636	100

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
1	1	0

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
0	0

**Resolution 6: Ordinary Resolution:**

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





(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
74	9,92,916	100

(i) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
1	1	0

(ii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
2	79,98,720

**Resolution 7: Ordinary Resolution:**

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

(ii) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
74	9,92,916	100

(iii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
1	1	0

(iv) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
2	79,98,720

**Resolution 8: Ordinary Resolution:**

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





(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
76	89,91,636	100

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
1	1	0

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
0	0

Accordingly, all the Resolutions mentioned in the Notice of the 16<sup>th</sup> Annual General Meeting of the Company, dated September 29, 2020 as per the details mentioned above, have been passed with **requisite majority** and hence deemed to be passed as on the date of the AGM.



Place : Mumbai

Dated: September 29, 2020.

(SATYAJIT MISHRA)  
Company Secretary in Whole-time Practice  
C.P.No.: 4997  
UDIN: F005759B000803259

Counter-signed by:  
For Creative Peripherals and Distribution Limited

SD/-

Ketan Patel  
Chairman and Managing Director