

NOTICE

NOTICE is hereby given that the **SEVENTEENTH ANNUAL GENERAL MEETING (“AGM”)** of the Members of **Creative Newtech Limited** (Formerly known as Creative Peripherals and Distribution Limited) will be held on **Wednesday, 29th September 2021 at 11.00 a.m.** through Video Conferencing (‘VC’), to transact the following business:

Ordinary Business:

1. Adoption of Accounts

To consider and adopt the:

- a) Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2021, together with the Reports of the Board of Directors and Auditors thereon; and
- b) Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2021, together with the Reports of Auditors thereon.

2. Dividend

To declare Final Dividend of Rs. 0.5/- per share (@ 5%) for the year ended 31st March, 2021.

3. Appointment of Director

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

Special Business:

4. Appointment of Mr. Ketan Patel (DIN 00127633) as Chairman and Managing Director of the Company and Revision of his Remuneration:

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

“RESOLVED THAT pursuant to the recommendation of the Board Governance, Nomination and Compensation Committee and approval of the Board of Directors of the Company, and in accordance with Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, Mr. Ketan Patel (DIN 00127633), Chairman and Managing Director of the Company, whose period of office is liable to expire on March 31, 2022, and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as a Chairman and Managing Director of the Company, for a period of five years with effect from April 01, 2022 to March 31, 2027, whose office shall be liable to retire by rotation, as remuneration approved by Nomination and Remuneration Committee and Shareholders of the Company each year.”

"**RESOLVED THAT** pursuant to the provisions of Sections 197 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule V to the Act and the Rules made thereunder, including any statutory modification thereof, or any other law and as approved by the nomination and remuneration committee and subject to approval of shareholders of the Company in general meeting, consent of the board be and is hereby accorded for the revision in the remuneration structure of Mr. Ketan Patel (DIN- 00127633), Chairman and Managing Director of the Company with effect from 01st April, 2021, as under :

Sr. No.	Particulars	Annual Remuneration (In Rs.)
1	Basic Salary	18,19,260
2	HRA	9,09,636
3	Special Allowance	24,49,788
4	Education Allowance	19,200
	Gross Remuneration (A)	51,97,884
1	PF (Employer Contribution)	21,600
2	Gratuity	87,504
3	Bonus	7,000
4	Proposed Performance Bonus	15,00,000
	Other Benefits (B)	16,16,104
	Total CTC (A+B)	68,13,988

"**RESOLVED FURTHER THAT** Mr. Vijay Advani (DIN- 02009626), Whole-time Director, Mr. Tejas Doshi, Company Secretary and Compliance Officer of the Company, be and are hereby severally authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution."

5. Appointment of Mrs. Purvi Patel (DIN: 02663240) as Whole-time Director of the Company and Revision of her Remuneration:

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

"**RESOLVED THAT** pursuant to the recommendation of the Board Governance, Nomination and Compensation Committee and approval of the Board of Directors of the Company, and in accordance with Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, Mrs. Purvi Patel (DIN 02663240), Whole-time Woman Director of the Company, whose period of office is liable to expire on March 31, 2022, and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as a Whole-time Woman Director of the Company, for a period of five years with effect from April 01, 2022 to March 31, 2027, whose office shall be liable to retire by rotation,

as remuneration approved by Nomination and Remuneration Committee and Shareholders of the Company each year.”

"RESOLVED THAT pursuant to the provisions of Sections 197 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule V to the Act and the Rules made thereunder, including any statutory modification thereof, or any other law and as approved by the nomination and remuneration committee and subject to approval of shareholders of the Company in general meeting, consent of the board be and is hereby accorded for the revision in the remuneration structure of Mrs. Purvi Patel (DIN- 02663240), Whole-time Director of the Company with effect from 01st April, 2021, as under :

Sr. No.	Particulars	Annual Remuneration (In Rs.)
1	Basic Salary	9,61,656
2	HRA	4,80,828
3	Special Allowance	12,85,896
4	Education Allowance	19,200
	Gross Remuneration (A)	27,47,580
1	PF (Employer Contribution)	21,600
2	Gratuity	46,260
3	Bonus	7,000
4	Proposed Performance Bonus	15,00,000
	Other Benefits (B)	15,74,860
	Total CTC (A+B)	43,22,440

"RESOLVED FURTHER THAT Mr. Vijay Advani (DIN- 02009626), Whole-time Director, Mr. Tejas Doshi, Company Secretary and Compliance Officer of the Company, be and are hereby severally authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution."

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

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

"RESOLVED THAT pursuant to the provisions of Sections 197 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule V to the Act and the Rules made thereunder, including any statutory modification thereof, or any other law and as approved by the nomination and remuneration committee and subject to approval of shareholders of the Company in general meeting, consent of the board be and is hereby accorded for the revision in the remuneration structure of Mr. Vijay Advani (DIN- 02009626), Whole-time Director of the Company with effect from 01st April, 2021, as under:

Sr. No.	Particulars	Annual Remuneration (In Rs.)
1	Basic Salary	12,74,052
2	HRA	6,37,032
3	Special Allowance	17,09,868
4	Education Allowance	19,200
	Gross Remuneration (A)	
1	PF (Employer Contribution)	21,600
2	Gratuity	61,284
3	Bonus	7,000
4	Proposed Performance Bonus	15,00,000
	Other Benefits (B)	15,89,884
	Total CTC (A+B)	52,30,036

"RESOLVED FURTHER THAT Mr. Ketan Patel (DIN - 00127633) Chairman and Managing Director and Mrs. Purvi Patel (DIN- 02663240), Whole-time Director of the Company, be and are hereby severally authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution."

By order of the Board of Directors
Creative Newtech Limited
(Formerly known as Creative Peripherals and Distribution Limited)



Tejas Doshi

Company Secretary & Compliance Officer
ACS - 30828

Date: 13th August 2021
Place: Mumbai

Notes:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its various circulars permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM. The deemed venue for the 17th AGM shall be the Registered Office of the Company.
2. As this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Institutional / Corporate Shareholders (i.e., other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authority letter etc., authorising its representative(s) to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting and e-voting at AGM. The said Resolution/Authority letter shall be sent to the Scrutiniser by email through its registered email address to cs.smishra@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com.
4. The Notice of AGM is being sent to those members/beneficial owners whose name appear in the register of members/list of beneficiaries received from the depositories as on Friday, September 03, 2021.
5. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depository Participant (DP)/Company's Registrar and Transfer Agent (RTA). Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website at www.ecreativeindia.com websites of the National Stock Exchange of India Limited at www.nseindia.com respectively, and on the website of CDSL at <https://www.evotingindia.com> and also at the website of our RTA at www.bigshareonline.com.
6. The statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed herewith.
7. The dividend on Equity Shares, if declared at the Meeting, will be paid subject to deduction of tax at source within 30 days from the date of declaration to those members whose names appear in the Register of Members and those beneficiaries, whose names are furnished by the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as beneficial owners on the Record Date i.e., September 22, 2021.
8. Listing Regulations, has mandated that for making dividend payments, companies whose securities are listed on the stock exchanges shall use electronic clearing services (local, regional or national), direct credit, real time gross settlement, national electronic funds transfer etc. The companies and

the registrar and share transfer agents are required to seek relevant bank details of shareholders from depositories/ investors for making payment of dividends in electronic mode. It is also mandatory to print the bank details on the physical instrument if the payment is made in physical mode. Accordingly, shareholders are requested to provide or update (as the case may be) their bank details with the respective depository participant for the shares held in dematerialised form and with the registrar and share transfer agent in respect of shares held in physical form. For further details about registration process, please contact your depository/ R&TA of the Company.

9. All dividends remaining unclaimed and unpaid for a period of seven years from the date it is lying in the unpaid dividend account, are required to be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government. Accordingly, till date the Company has transferred to IEPF the unclaimed and unpaid amount pertaining to dividends declared. Members may please note that no claim shall lie against the Company in respect of dividend which remain unclaimed and unpaid for a period of seven years from the date it is lying in the unpaid dividend account and no payment shall be made in respect of such claims.
10. Also, in terms of Section 124(6) of the Act, read with Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (as amended from time to time) shares on which dividend has not been paid or claimed by a shareholder for a period of seven consecutive years or more are required to be credited to the Demat Account of Investor Education and Protection Fund Authority (IEPFA) within a period of thirty days of such shares becoming due to be so transferred. Accordingly, equity shares which were/ are due to be so transferred, shall be transferred by the Company to the Demat Account of IEPFA. Upon transfer of such shares, all benefits (like bonus, etc.), if any, accruing on such shares shall also be credited to the Demat Account of IEPFA and the voting rights on such shares shall remain frozen till the rightful owner claims the shares. Shares which are transferred to the Demat Account of IEPFA can be claimed back by the shareholder from IEPFA by following the procedure prescribed under the aforesaid rules. Details of shares transferred to the Demat Account of IEPFA have been uploaded by the Company on its website at www.ecreativeindia.com. Shareholders may kindly check the same and claim back their shares. Therefore, it is in the interest of shareholders to regularly claim the dividends declared by the Company.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Company's RTA. You are also requested to update your Bank details by writing to the Company's RTA.
12. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018 requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 01, 2019 unless the securities are held in dematerialized form with the depositories. Therefore, shareholders are requested to take action to dematerialize the equity shares of the Company.

13. Members are requested to send in their queries at least a week in advance to the Chief Financial Officer & Company Secretary at the Registered Office of the Company to facilitate clarifications during the meeting.
14. Pursuant to the provisions of Section 108 and all other applicable provisions of the Act read with the Companies(Management and Administration) Rules, 2014, as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company is pleased to provide e-voting facility to all its members, to enable them to cast their votes electronically and has engaged the services of Central Depository Services (India) Limited, (CDSL) as the agency to provide e-voting facility. Instructions for the process to be followed for e-voting are annexed with this Annual Report.
15. During the voting period, members can login to CDSL's-voting platform any number of times till they have voted on all the resolutions. Once the vote on resolutions cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
16. **The e-voting period commences on Sunday, September 26, 2021 at 9:00 a.m. (IST) and ends on Tuesday, September 28, 2021 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, Wednesday, September 22, 2021, may cast their vote electronically.**
17. Members attending the AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
18. 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.
19. 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.
20. 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.
21. 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.
22. 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.
23. 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.
24. Since the AGM will be held through VC / OAVM, the Route Map is not required to be annexed in this Notice.

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

Item No.4 –

Appointment of Mr. Ketan Patel (DIN 00127633) as Chairman and Managing Director of the Company and Revision of his Remuneration:

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

A statement containing required information as per section II of Part II of Schedule V of the Companies Act, 2013 is attached as *Annexure I*.

No person, as specified under Section 102(1) (a) of the Act, other than Mr. Ketan Patel and Mrs. Purvi Patel is in any way concerned or interested in this Resolution proposed to be passed.

Thus, The Board recommends the Special resolution(s) set forth at item no. 4 of the Notice for the approval of the members.

Item No. 5 –

Appointment of Mrs. Purvi Patel (DIN: 02663240) as Whole-time Director of the Company and Revision of her Remuneration:

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

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

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

A statement containing required information as per section II of Part II of Schedule V of the Companies Act, 2013 is attached as *Annexure I*.

No person, as specified under Section 102 (1) (a) of the Act, other than Mrs. Purvi Patel and Mr. Ketan Patel is in any way concerned or interested in this Resolution proposed to be passed.

Thus, The Board recommends the ordinary resolution(s) set forth at item no. 2 & special resolution set forth at item no. 5 of the Notice for the approval of the members.

Item No. 6 –

Revision of Remuneration of Mr. Vijay Advani (DIN 02009626) as 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 35 Years. He takes care of the entire sales division.

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

A statement containing required information as per Regulation 36 of SEBI Listing Regulations and Section II of Part II of Schedule V of the Companies Act, 2013 is attached as *Annexure I*.

No person, as specified under Section 102 (1) (a) of the Act, other than Mr Vijay Advani, is in any way concerned or interested in this Resolution proposed to be passed.

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

By order of the Board of Directors
Creative Newtech Limited
(Formerly known as Creative Peripherals and Distribution Limited)



Tejas Doshi
Company Secretary & Compliance Officer
ACS - 30828

Date: 13th August 2021
Place: Mumbai

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 of Company is 22/09/2004.		
Information about the appointee:	Mr. Ketan Patel	Ms. Purvi Patel	Mr. Vijay Advani
i. Background details:	Mr. Ketan Patel is the Promoter and Managing Director of our Company. He has been the Director of the Company since incorporation and is also one of the subscribers of MOA of our Company. He holds a diploma in Computer Technology from Board of Technical Examinations, Maharashtra State, degree in Management Programme for Entrepreneurs and Family Businesses from Indian Institute of Management, Bangalore. He has an experience of about more than 28 years in Value Added Distribution industry.	Mrs. Purvi Patel is the Whole Time Director of our Company. She has been designated as Whole Time Director of our Company with effect from February 28, 2017. She holds Diploma in Pharmacy. She also has various certificates in software programming, including DTP. She is the backbone and an integral part of the Company.	Mr. Vijay Advani is the Whole-time Director of our Company. He has been designated as Whole Time Director of our Company with effect from February 28, 2017. He holds a degree in Bachelor of Commerce from University of Bombay. Under his supervision many brands have been prosperous previously which had no presence in India. He was able to drive various IT brands, which were new entrants in Indian market, to a great success. He has an experience of about more than 14 years in Value Added Distributors Industry.
ii. Date of Birth	01 st August, 1970	19 th January, 1971	24 th January, 1964
iii. Education Qualification	Diploma in Computer Technology	Diploma in Pharmacy	Commerce Graduate
iv. Past remuneration for FY 2020-21:	Rs. 34,67,186 p.a.	Rs. 14,84,030 p.a.	Rs. 31,23,734 p.a.
v. 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

vi.	Proposed remuneration for FY 2021-22:	Rs. 68,13,988 p.a.	Rs. 43,22,440 p.a.	Rs. 52,30,036 p.a.
vii.	Pecuniary relationship directly/indirectly with the Company or managerial personnel if any:	Husband of Mrs. Purvi Patel – Whole-time Director of Company	Wife of Mr. Ketan Patel – Chairman and Managing Director of Company	No pecuniary relationship directly/indirectly with the Company or any managerial personnel
viii.	The number of meetings of Board attended during the year	Five out of Five Board Meetings 100% Attendance	Five out of Five Board Meetings 100% Attendance	Five out of Five Board Meetings 100% Attendance
ix.	Shareholding in the Company	79,39,520 Equity Shares	59,200 Equity Shares	400 Equity Shares
x.	Other Directorships	1. Secure Connection Private Limited 2. Rinavaa Technologies Private Limited 3. Shilpa Global Private Limited 4. Creative Peripherals and Distribution Limited (Hong Kong Subsidiary Company) 5. Secure Connection Limited (Hong Kong Subsidiary Company)	1. Shilpa Global Private Limited 2. Click Retail Private Limited	1. Click Retail Private Limited 2. Rinavaa Technologies Private Limited
Other Information:				
i.	Reasons of loss or inadequate profits:	The Company does not have any loss or inadequate profit during the FY 2020-21.		
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.		

NOTES:

GENERAL

1. In view of the continuing restrictions on the movement of people at several places in the country, due to the outbreak of COVID-19, the Ministry of Corporate Affairs, Government of India ('MCA'), and the Securities and Exchange Board of India ('SEBI'), have allowed companies to conduct Annual General Meeting ("AGM") through Video-Conferencing ('VC') / Other Audio-Visual Means ('OAVM') till December 31, 2021, without the physical presence of members. This also addresses the health and safety of the members. This AGM is being convened in compliance with applicable provisions of the Companies Act, 2013 ('the Act') and the Rules made thereunder; provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'); the circulars issued by Ministry of Corporate affairs ("MCA") i. e General circular no. 10/2021 dated 23rd June, 2021 vide no. F. No. 2/6/2020-CL-V and circulars issued by Securities Exchange Board of India ("SEBI").
2. An Explanatory Statement pursuant to Section 102 of the Act, in respect of Item nos. 4, 5 & 6 of the Notice set out above, is annexed hereto. The Board of Directors have considered and decided to include Item 4, 5 & 6 as Special Business.
3. In accordance with the Secretarial Standard - 2 on General Meetings issued by the ICSI read with Clarification / Guidance on applicability of Secretarial Standards - 1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company i.e. 4th Floor, Plot No 137AB, Kandivali Co Op Industrial Estate Limited, Charkop, Kandivali West, Mumbai – 400 067 which shall be the venue of the AGM. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
4. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

DISPATCH OF NOTICE:

6. In compliance with the aforesaid MCA and SEBI Circulars, the Notice of the AGM is being sent through e-mail to those members whose e-mail addresses are registered with the Company/ Depositories. Members may note that the Notice will also be available on the on the Company's website at www.ecreativeindia.com , websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at www.nseindia.com respectively, and on the website of CDSL at www.evotingindia.com.
7. Members who have still not registered their e-mail IDs are requested to do so at the earliest.

Members holding shares in electronic mode can get their e-mail IDs registered by contacting their respective Stock Broker/Depository Participant. Members holding shares in physical mode are requested to register their e-mail IDs with the Company or the RTA (M/s Bigshare Services Private Limited), for receiving the Notice of AGM and Annual Report. Requests can be e-mailed cs@ecreativeindia.com or investor@bigshareonline.com. We urge members to support this Green Initiative effort of the Company and get their e-mail IDs registered.

CUT OFF DATE

8. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on **Wednesday, 22nd September 2021** ("the cut-off date") only shall be entitled to vote through Remote E-voting and at the AGM. The voting rights of Members shall be in proportion to their share of the paid- up equity share capital of the Company as on the Cut Off date.

DECLARATION OF VOTING RESULT:

9. The Board of Directors has appointed M/s. Satyajit Mishra & Co., Practicing Company Secretaries, as a Scrutinizer to scrutinize the remote e-voting process and e-voting at the AGM in a fair and transparent manner.
10. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
11. The result declared along with the Scrutinizer's Report shall be placed on the Company's website at www.ecreativeindia.com. The Company shall simultaneously forward the results to National Stock Exchange of India Limited, where the shares of the Company are listed.

OTHER USEFUL INFORMATION:

12. Members are requested to read the 'Shareholder Information' section of the Notice for useful information.
13. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are requested to submit their PAN to their DPs, and those holding shares in physical form are requested to submit their PAN to the Company's Registrar and Transfer Agent.
14. Members who hold shares in the dematerialised form and desire a change/correction in the bank account details, should intimate the same to their concerned DPs and not to the Company's RTA. Members are also requested to give the MICR Code of their banks to their DPs. The Company/Company's RTA will not entertain any direct request from such members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. The said details will be considered as will be furnished by the DPs to the Company.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E- VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- a. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular no. 10/2021 dated 23rd June, 2021 vide no. F. No. 2/6/2020–CL-V. The forthcoming AGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- b. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- c. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- d. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- e. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
- f. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.ecreativeindia.com. The Notice can also be accessed from the website of the Stock Exchanges i.e. National Stock Exchange of India Limited at www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

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 09:00 AM, Sunday, 26th September, 2021	Up to 05:00 PM, Tuesday, 28th September, 2021

The voting will not be allowed beyond 5:00 p.m. (IST) on Tuesday, September 28, 2021 and the e-voting shall be disabled by CDSL upon expiry of the aforesaid date and time.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING ARE AS UNDER:

- (i) The voting period **begins on 9:00 a.m. (IST) on Sunday, September 26, 2021 and ends on 5:00 p.m. (IST) on Tuesday, September 28, 2021.** 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) Wednesday, September 22, 2021**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) 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.
- (iii) 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) 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 https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) 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 the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & 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.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) 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: https://eservices.nsd.com 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 and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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 (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 and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You 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.

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

(iv) Login method for e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
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"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	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. <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.

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) 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.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - 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.
 - Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@creativeindia.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

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

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance **at least 3 days prior** to meeting mentioning their name, demat account number/folio number, email id, mobile number at **cs@ecreativeindia.com**. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at **cs@ecreativeindia.com**. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e- Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

Key Events and Information:

Sr. No.	Particulars	Date / Particulars
1	Cut-off date / BenPos date to send Notice and Annual Report to Shareholders	03 rd September, 2021
2	Record Date for Dividend	22 nd September, 2021
3	Proposed Final Dividend for AGM	Re. 0.50/- Per Share (5% on face value)
4	Cut-off date for e-Voting eligibility	22 nd September, 2021
5	Book Closure Date (Beginning)	23 rd September, 2021
6	e-Voting Starts	09:00 AM Sunday, 26 th September, 2021
7	e-Voting ends	05:00 PM Tuesday, 28 th September, 2021
8	Annual General Meeting Date & Time	11.00 am Wednesday, 29 th September, 2021
9	Annual General Meeting Venue	Online through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM'),
10	Book Closure Date (End)	29 th September, 2021
11	Contact details for any support / grievance	Mr. Tejas Doshi Company Secretary and Compliance Officer Email: cs@ecreativeindia.com Contact No.: +91 22 5061 2700