

Extra- Ordinary General Meeting

Wednesday, July 12, 2023, 11:00 AM

Index

Sr. No.	Particulars	Page No.
1	Notice of Extra Ordinary General Meeting	1 - 7
2	Notes for Shareholders	8 - 9
3	Explanatory Statement (Pursuant to Section 102 of the Companies Act, 2013)	10 - 19
4	Instructions for Shareholders for e-Voting	20 - 23
5	Procedure for joining EGM through Video Conferencing / OAVM	24 - 24

Contact Details for any Support or Grievances:

Mr. Tejas Doshi
Chief Compliance Officer and Company Secretary

Creative Newtech Limited

CIN: L52392MH2004PLC148754

Registered Office: 3rd & 4th Floor, Plot No. 137AB,
Kandivali Co Op Industrial Estate Limited
Charkop, Kandivali West, Mumbai-400092

Tel No. 022 5061 2700

Email ID: cs@creativenewtech.com

NOTICE TO THE 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 **Wednesday, July 12, 2023 at 11:00 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 3rd & 4th 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:

INCREASE IN AUTHORIZED SHARE CAPITAL AND CONSEQUENT ALTERATION IN THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION 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 Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and rules issued there under (including any statutory modification or re-enactment thereof for the time being in force), and subject to such other approval(s)/consent(s) from the concerned Statutory/Regulatory Authority(ies), the consent of the members of the Company be and is hereby accorded to increase and alter the Authorized Share Capital of the Company from Rs. 14,00,00,000/- (Rupees Fourteen Crore Only) divided into 1,40,00,000 (One Crore and Forty Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 20,00,00,000/- (Rupees Twenty Crore Only) divided into 2,00,00,000 (Two Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each."

"RESOLVED FURTHER THAT the Memorandum of Association of the Company be altered and the existing Clause V of the Memorandum of Association be deleted and the same be substituted with the following new clause as Clause V:

"The authorized share capital of the Company is Rs. 20,00,00,000/- (Rupees Twenty Crore Only) divided into 2,00,00,000 (Two Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each."

"FURTHER RESOLVED THAT the Directors of the Company and Company Secretary of the Company be and is hereby severally authorized to file necessary e-forms and documents with Registrar of the Company and to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto."

Item No. 2:

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 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, up to **5,80,000 (Five Lakh Eighty Thousand)** Equity Shares of Face Value of Rs. 10/- (Rupees Ten only) each at a price of **Rs. 450/- (Rupees Four Hundred and Fifty Only)** per equity share, which is not less than the floor price determined in accordance with Chapter V of the ICDR Regulations (**“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. 26,10,00,000 (Rupees Twenty Six Crore and Ten Lakh only)**, payable by the Company to **Sapri Trading DWC LLC**, (**“Proposed Allottee”/Sapri**), having its registered office at DWC Business Centre, Dubai Aviation City P.O. Box 390667 Dubai UAE, a minority shareholder of **Secure Connection Limited (Subsidiary Company of Creative Newtech Limited at Hong Kong)**, for acquisition of 2,267 (Two Thousand Two Hundred and Sixty Seven) shares, representing 17% paid-up capital of the Secure Connection Limited, 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 allottees is **Monday, June 12, 2023** 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., Wednesday, July 12, 2023.”

“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.
- (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 with a stipulation that the allotment would be made only upon receipt of exemption from Securities and Exchange Board of India."

"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."

Item No. 3:

ISSUANCE OF UPTO 8,69,500 EQUITY SHARES TO THE PERSONS BELONGING TO NON-PROMOTER CATEGORY 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 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, **up to 8,69,500 (Eight Lakh Sixty Nine Thousand Five Hundred) Equity Shares** of face value of Rs.10/- (Rupees Ten Only) each fully paid up, for cash, to be issued at a price of **Rs. 450/- (Rupees Four Hundred and Fifty Only)** per Equity Share, determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, for an aggregate amount of **up to Rs. 39,12,75,000/- (Rupees Thirty Nine Crore Twelve Lakh Seventy Five Thousand Only)**, on such further terms and conditions as may be finalized by the Board of Directors, to the below mentioned persons ("Proposed Allottees"):

S. No.	Name of the Proposed Allottees	Category	Max. no. of shares to be issued
1.	Sudesh Business Ventures Private Limited	Non Promoter	2,00,000
2.	Mr. Sachin Kasera	Non Promoter	1,50,000
3.	Mr. Ajay Girish Vora	Non Promoter	1,25,000
4.	Mr. Sanjeev Singhal, Mr. Manoj Singhal, Ms. Khushboo Singhal (On behalf of partnership firm-SDM Enterprises)	Non Promoter	1,00,000
5.	Satya Foundation	Non Promoter	1,00,000
6.	Absolute Return Scheme	Non Promoter	50,000
7.	Swati Foundation	Non Promoter	25,000
8.	Suruchi Foundation	Non Promoter	25,000
9.	Riti Foundation	Non Promoter	25,000
10.	R R Foundation	Non Promoter	25,000
11.	Mr. Kunal Kothari	Non Promoter	10,000
12.	Mr. Tejas Doshi	Non Promoter	8,100
13.	Mr. Vijay Advani	Non Promoter	5,000
14.	Mr. Mitesh Shah	Non Promoter	5,000
15.	Mr. Amol Patil	Non Promoter	4,000
16.	Mr. Jatin Vora	Non Promoter	4,000
17.	Mr. Abhijit Kanvinde	Non Promoter	3,000
18.	Ms. Prachi Kamlesh Jain	Non Promoter	1,600
19.	Mr. Upendra Singh	Non Promoter	1,000
20.	Mr. Suresh Bhagavatulla	Non Promoter	1,000
21.	Mr. Saptarishi Guria	Non Promoter	500
22.	Mr. Milan Kamdar	Non Promoter	350
23.	Mr. Vivek Chaudhary	Non Promoter	300
24.	Mr. Narendra Chilvari	Non Promoter	250
25.	Mr. Shabbir Hussain Diwan	Non Promoter	200
26.	Mr. Kalpesh Damania	Non Promoter	200
Total			8,69,500

"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 allottees is **Monday, June 12, 2023** 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., Wednesday, July 12, 2023."

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

- (a) The proposed allottee shall be required to bring in 100% of the consideration, for the Equity Shares to be allotted, on or prior to the date of allotment thereof, from their respective bank account.
- (b) The pre-preferential shareholding of the Proposed Allottee and Equity Shares to be allotted to the Proposed Allottee shall be under lock in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.
- (c) The Equity Shares to be allotted to the Proposed Allottee under this resolution shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.
- (d) The Equity Shares shall be allotted within a period of 15 (fifteen) days from the date of passing this resolution, provided where the allotment of the Equity Shares is pending on account of pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of such approval.
- (e) Allotment of Equity Shares shall only be made in dematerialized form.

“RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted shall rank pari-passu in all respects including as to dividend, with the existing fully paid-up Equity Shares of Rs.10/- (Rupees Ten Only) each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.”

“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 with a stipulation that the allotment would be made only upon receipt of exemption from Securities and Exchange Board of India.”

“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.”

Item No. 4:

ISSUANCE OF UPTO FULLY CONVERTIBLE WARRANTS 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 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, **up to 9,10,500 (Nine Lakh Ten Thousand Five Hundred) Fully Convertible Warrants ("Warrants")** carrying a right exercisable by the Warrant holder to subscribe to one Equity Share per Warrant, at an issue price of **Rs. 450/- (Rupees Four Hundred and Fifty Only) per warrant** in accordance with provisions of Chapter V of SEBI ICDR Regulations, for an aggregate amount of up to **Rs. 40,97,25,000/- (Rupees Forty Crore Ninety Seven Lakh Twenty Five Thousand Only)**, on such further terms and conditions as may be finalized, to the below mentioned persons ("Proposed Allottees"):

S. No.	Name of the Proposed Allottees	Category	Max. no. of Warrants to be issued
1.	Mr. Ketan Chhaganlal Patel	Promoter	5,00,000
2.	Mr. Sachin Kasera	Non Promoter	1,50,000
3.	Ms. Vidhi Patel	Non Promoter	1,26,000
4.	Mr. Ajay Girish Vora	Non Promoter	1,25,000
5.	Mr. Tejas Doshi	Non Promoter	2,000
6.	Mr. Vijay Advani	Non Promoter	2,000
7.	Mr. Kurian Chandy Pallathuseril	Non Promoter	2,000
8.	Mr. Amol Patil	Non Promoter	1,000
9.	Mr. Upendra Singh	Non Promoter	1,000
10.	Mr. Sameer Ashok Narkar	Non Promoter	1,000
11.	Mr. Vivek Chaudhary	Non Promoter	500
Total			9,10,500

"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 **Monday, June 12, 2023** 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., Wednesday, July 12, 2023."

"RESOLVED FURTHER THAT the aforesaid issue of Warrants shall be subject to the following terms and conditions:

- The conversion of warrants into equity shares shall happen at any time within a period of Eighteen (18) months from the date of allotment of warrants in terms of SEBI ICDR Regulations (the "**Warrant Exercise Period**").

- b) The Proposed Allottee(s) shall, on or before the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI ICDR Regulations which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price of the Equity Shares. The balance 75% of the Warrant Issue Price shall be payable by the Warrant Holder at the time of exercising the Warrants.
- c) Warrants being allotted to the Proposed Allottee(s) and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock- in for such period as may be prescribed under SEBI ICDR Regulations.
- d) Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under.
- e) Warrants shall be issued and allotted by the Company only in dematerialized form.
- f) The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Allottee(s)
- g) In the event the Warrant Holder(s) do not exercise Warrants within the Warrant Exercise Period, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- h) The Warrants by itself until converted into Equity Shares, do not give to the Warrant Holder any voting rights in the Company in respect of such Warrants.”

“**RESOLVED FURTHER THAT** the Equity Shares proposed to be so allotted upon conversion of Warrants shall rank pari-passu in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution the Directors and the Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the holder(s) of the Equity, Warrants, 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 Warrants, 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



19th June 2023, 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.
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, June 16, 2023.
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 websites of the National Stock Exchange of India Limited at www.nseindia.com respectively, and on the website of our RTA at 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 or post it to the Registered Office of the Company to facilitate clarifications during the meeting.
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 Sunday, July 09, 2023 at 9:00 a.m. (IST) and ends on Tuesday, July 11, 2023 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, July 05, 2023, 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. 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.
13. 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.
14. 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.
15. 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.
16. 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.
17. The results declared along with the Scrutiniser's Report shall be placed on the Company's website www.creativenewtech.com after same has been communicated to the NSE.
18. 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 Items nos. 1, 2, 3 & 4 of the accompanying Notice:

Item No.: 1

The Company is contemplating further issuance of Equity shares, and in view thereof, the Company needs to have enough unissued Authorized Share Capital, so that the requisite number of fresh equity shares may be issued for the purpose of raising sufficient funds.

Presently, the Authorized Share Capital of the Company is Rs. 14,00,00,000/- (Rupees Fourteen Crores Only) divided into 1,40,00,000 (One Crore Forty Lakh) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each. The Board at its Meeting held on Monday, June 19, 2023, considered it desirable to increase the Authorized Share Capital of the Company to Rs. 20,00,00,000 /- (Rupees Twenty Crore Only) divided into 2,00,00,000 (Two Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each by creation of additional 60,00,000 (Sixty Lakh) Equity Shares of face value of Rs.10/- (Rupees Ten Only) each to accommodate the fresh issuance of the shares of the Company.

Consequent upon increase in authorized share capital as proposed, the existing Clause V of the Memorandum of Association of the Company will also have to be replaced. The draft amended Memorandum of Association will be available for inspection by Members at the website of the Company.

The provisions of the Companies Act require the Company to seek approval of the members for increase in authorized share capital and for consequent alteration of the Capital Clause of the Memorandum of Association; accordingly, the Board recommends the resolution set forth in Item No. 1 for the approval of the members of the Company by way of an Ordinary Resolution.

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

The consent of the members is, therefore, being sought for passing the aforesaid resolution of the notice as a Special Resolution.

Item No.: 2, 3 & 4

The Special Resolution contained in Item No. 2, 3 & 4 of the Notice, have been proposed pursuant to the provisions of Sections 42, 62 of the Companies Act, 2013, to issue and allot up-to **14,49,500 (Fourteen Lakh Forty Nine Thousand Five Hundred) Equity Shares** and up-to **9,10,500 (Nine Lakh Ten Thousand Five Hundred) Fully Convertible Warrants convertible into equivalent number of Equity Shares** of the Company (Warrants), by way of preferential allotment, to persons belonging to Promoter & Promoter Group and Non-Promoter Category, at an issue price of Rs. 450/- (Rupees Four Hundred and Fifty Only) per Equity Share/Warrants, 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 Monday, June 19, 2023.

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

For the purpose of item No. 2, the object of the proposed preferential issue is to issue and allot 5,80,000 Equity Shares for consideration other than cash ("Subscription Shares") (*as define above*) to **Sapri Trading DWC LLC** ('**Sapri**') to discharge the total consideration of Rs. 26,10,00,000/- (the value being determined by according to a valuation report issued by Corporate Professionals Valuation Services Pvt. Ltd, an independent registered valuer) payable by the Company for the acquisition of 2,267 shares, representing 17% paid-up capital of the subsidiary company, **Secure Connections Limited**, Subsidiary Company of Creative Newtech Limited at Hong Kong ("**SCL**") ("Purchase Shares") held by **Sapri** in **SCL**. The Company currently holds 7,000 shares of **SCL**, representing 52.50% of SCL's total share capital. After the acquisition, the Company will hold 9,267 Shares of **SCL**, representing 69.50% paid up capital of **SCL**.

For the purpose of item No. 3 & 4, the Company intends to utilize the proceeds raised through the issue ("Issue Proceeds") towards the following objects:

1. For Working capital requirements of the Company.
2. For General Corporate Purpose

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

As the funds to be received against issue and allotment of Equity Shares and conversion of warrants into Equity Shares, will be in tranches and quantum of funds required on different dates may vary therefore, the Broad Range of intended use of the Issue Proceeds of the Issue is as under:

S. No.	Particulars	Total estimated amount to be utilized (Amt. in Rs.)*	Tentative timelines for utilization of issue proceeds from the date of receipt of funds
1	Share swap to be adjusted towards consideration of Purchase of SCL shares	26,10,00,000/-	Not Applicable - Share Swap
2	For Working Capital Requirements	60,10,00,000/-	By December 31, 2025
3	For General Corporate Purpose	20,00,00,000/-	By December 31, 2025
Total		1,06,20,00,000/-	

(* considering 100% conversion of Warrants into Equity Shares within the stipulated time.

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.

Schedule of Implementation and Deployment of Funds

This preferential issue is for Equity Shares and Fully Convertible Warrants. The issue proceeds for warrants shall be received by the Company in 18 months period from the date of allotment of warrants in terms of Chapter V of the SEBI ICDR Regulation and as estimated by our management, the entire proceeds received from the issue

would be utilized for all the above-mentioned objects, in phases, as per the Company's business requirements and availability of issue proceeds, latest by December 31, 2025.

Interim Use of Proceeds

Our Company, in accordance with the policies formulated by our Board from time to time and subject to use of proceeds as stipulated in this notice, will have flexibility to deploy the Issue Proceeds. Pending utilization of the Issue Proceeds for the purposes described above, our Company intends to deposit the Gross Proceeds only with scheduled commercial banks included in the second schedule of the Reserve Bank of India Act, 1934.

II. Particulars of the offer including the maximum number of specified securities to be issued:

Preferential Issue of up to **14,49,500** Equity shares of face value of Rs. 10/- each and up to **9,10,500** Fully Convertible Warrants, at an issue price of Rs. 450/- each, aggregating up to Rs. 65,22,75,000/- and up to Rs. 40,97,25,000/- respectively.

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

Except as following none of the promoters, directors, key management personnel or senior management of the issuer intent to subscribe to the offer under Item no. 2,3,4.

S. No.	Name of the Proposed Allottees	Designation	Number of Equity Shares to be allotted	Number of Warrants to be allotted	Total of Equity Shares and Warrants to be allotted
1.	Mr. Ketan Chhaganlal Patel	Promoter, Chairman & Managing Director	Nil	5,00,000	5,00,000
2.	Mr. Tejas Doshi	Chief Compliance Officer & Company Secretary	8,100	2,000	10,100
3.	Mr. Kunal Kothari	Product Manager	10,000	Nil	10,000
4.	Mr. Vijay Advani	Whole-time Director	5,000	2,000	7,000
5.	Mr. Mitesh Shah	Vice President - Finance	5,000	Nil	5,000
6.	Mr. Amol Patil	Vice President - Product	4,000	1,000	5,000
7.	Mr. Jatin Vora	Business Development Manager	4,000	Nil	4,000
8.	Mr. Abhijit Kanvinde	Chief Financial Officer	3,000	Nil	3,000
9.	Mr. Upendra Singh	Vice President - Sales	1,000	1,000	2,000
10.	Mr. Kurian Chandy Pallathuseril	Independent Director	Nil	2,000	2,000
11.	Ms. Prachi Kamlesh Jain	Independent Director	1,600	Nil	1,600
12.	Mr. Sameer Ashok Narkar	Manager - Accounts & Finance	Nil	1,000	1,000
13.	Mr. Suresh Bhagavatulla	Independent Director	1,000	Nil	1,000
14.	Mr. Vivek Chaudhary	Regional Manager - East	300	500	800
15.	Mr. Saptarishi Guria	Product Manager	500	Nil	500
16.	Mr. Milan Kamdar	Zonal Manager - West Zone	350	Nil	350
17.	Mr. Narendra Chilvari	Regional Manager - South	250	Nil	250
18.	Mr. Shabbir Hussain Diwan	Product Manager	200	Nil	200
19.	Mr. Kalpesh Damania	Product Manager	200	Nil	200

Except aforesaid, 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.

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

Category	Pre issue Shareholding		Equity Shares to be allotted	Post Issue Shareholding		Warrant s to be allotted	Post Issue Shareholding (Presuming full conversion of Warrants)#	
	No. of Shares	%		No. of Shares	%		No. of Shares	%
(A) Promoter Shareholding								
(1) Indian								
(a) Individuals & HUF	79,98,720	63.48	-	79,98,720	56.93	5,00,000	84,98,720	56.81
(b) Bodies Corporate	-	-	-	-	-	-	-	-
Sub Total (A)(1)	79,98,720	63.48	-	79,98,720	56.93	-	84,98,720	56.81
(2) Foreign promoters	-	-	-	-	-	-	-	-
Total Promoter shareholding A=A1 +A2	79,98,720	63.48	-	79,98,720	56.93	5,00,000	84,98,720	56.81
(B) Public Shareholding								
B1) Institutional Investors	43,651	0.35	-	43,651	0.31	-	43,651	0.29
B2) Central Govt./Stat Govt./POI	-	-	-	-	-	-	-	-
B3) Non-Institutional Investors	-	-	-	-	-	-	-	-
Individuals	24,79,288	19.68	3,19,500	27,98,788	19.92	4,10,500	32,09,288	21.45
Body Corporate	15,51,392	12.31	7,80,000	23,31,392	16.59	-	23,31,392	15.58
Others (Including HUF, LLP&NRI)	5,26,949	4.18	3,50,000	8,76,949	6.24	-	8,76,949	5.86
Total Public Shareholding B=B1+B2+B3	46,01,280	36.52	14,49,500	60,50,780	43.07	4,10,500	64,61,280	43.19
C) Non-Promoter - Non-Public	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	1,26,00,000	100.00	14,49,500	1,40,49,500	100.00	9,10,500	1,49,60,000	100.00

#The Warrants to be converted over a period of 18 months from the date of allotment.

V. Monitoring of Utilization of Funds

As the issue size exceed Rs. 100 Crore, the Company has appointed **Credit Rating Information Services of India Limited (CRISIL)** as the Monitoring Agency to monitor the utilization of the issue proceeds, in terms of the provisions of Regulation 162A of the SEBI ICDR Regulations.

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

In terms of SEBI ICDR Regulations, the preferential allotment of said Warrants and Equity Shares will be completed within a period of 15 (fifteen) days from the date of passing of special resolution at Item No. 2, 3 & 4. 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.

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:

No preferential issue has been made during the financial year.

VIII. 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 and Warrants and allotment of Equity Share upon conversion of the warrants, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

IX. Lock-in Period:

(a) Equity Shares, Fully Convertible Warrants and the Equity Shares to be allotted upon conversion of the warrants, 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 Allottees, shall be locked-in as per Chapter V of the SEBI ICDR Regulations.

X. Issue price and Relevant Date:

In terms of Regulation 161 of SEBI (ICDR) Regulations, 2018 the Relevant Date has been reckoned as **Monday, June 12, 2023**, for the purpose of computation of issue price.

In compliance with SEBI ICDR Regulation, the minimum issue price per Equity Share and Warrant 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 and the Warrants may be issued computes to Rs. 425.03/ - 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.
- c. Further, the pricing under Regulation 166A(1) is not applicable since none of the allottees along with persons acting will be allotted more than 5% of the post issue diluted share capital

The Board has approved the exercise price for the Preferential Issue of Equity Shares and Warrants at Rs. 450/- which is higher than the minimum price of Rs.425.03/-

XI. The identity of the natural persons who are the ultimate beneficial owners of the warrants and 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.	M/S Sapri Trading DWC LLC	Mr. Rupen Shah
2.	Mr. Ketan Patel	Not Applicable , since the allottee is a natural person
3.	Mr. Sachin Kasera	Not Applicable , since the allottee is a natural person
4.	Mr. Ajay Girish Vora	Not Applicable , since the allottee is a natural person
5.	M/S Sudesh Business Ventures Private Limited	Mr. Rohan Gupta Mr. Rahul Gupta
6.	Ms. Vidhi Patel	Not Applicable , since the allottee is a natural person
7.	Sanjeev Singhal, Manoj Singhal, Khushboo Singhal (On behalf of partnership firm-SDM Enterprises)	Mr. Sanjeev Singhal, Mr. Manoj Singhal, Ms. Khushboo Singhal
8.	Satya Foundation (Trust)	Mr. Rajiv Kumar Gupta
9.	Absolute Return Scheme	Mr. Ketan Thakkar
10.	Swati Foundation (Trust)	Mr. Rajiv Kumar Gupta
11.	Suruchi Foundation (Trust)	Mr. Rajiv Kumar Gupta
12.	Riti Foundation (Trust)	Mr. Rajiv Kumar Gupta
13.	R R Foundation (Trust)	Mr. Rohan Kumar Gupta
14.	Mr. Tejas Doshi	Not Applicable , since the allottee is a natural person
15.	Mr. Kunal Kothari	Not Applicable , since the allottee is a natural person
16.	Mr. Vijay Advani	Not Applicable , since the allottee is a natural person
17.	Mr. Mitesh Shah	Not Applicable , since the allottee is a natural person
18.	Mr. Amol Patil	Not Applicable , since the allottee is a natural person
19.	Mr. Jatin Vora	Not Applicable , since the allottee is a natural person
20.	Mr. Abhijit Kanvinde	Not Applicable , since the allottee is a natural person
21.	Mr. Kurian Chandy Pallathuseril	Not Applicable , since the allottee is a natural person
22.	Mr. Upendra Singh	Not Applicable , since the allottee is a natural person
23.	Ms. Prachi Kamlesh Jain	Not Applicable , since the allottee is a natural person
24.	Mr. Sameer Ashok Narkar	Not Applicable , since the allottee is a natural person
25.	Mr. Suresh Bhagavatulla	Not Applicable , since the allottee is a natural person
26.	Mr. Vivek Chaudhary	Not Applicable , since the allottee is a natural person
27.	Mr. Saptarishi Guria	Not Applicable , since the allottee is a natural person
28.	Mr. Milan Kamdar	Not Applicable , since the allottee is a natural person
29.	Mr. Narendra Chilvari	Not Applicable , since the allottee is a natural person
30.	Mr. Shabbir Hussain Diwan	Not Applicable , since the allottee is a natural person
31.	Mr. Kalpesh Damania	Not Applicable , since the allottee is a natural person

XII. 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 Allottees	Pre issue Shareholding Structure		Equity Shares to be allotted	Post Issue Shareholding		Warrants to be allotted	Post Issue Shareholding (Presuming full conversion of Warrants)#	
	No. of Shares	%		No. of Shares	%		No. of Shares	%
Sapri Trading DWC LLC	-	0.00	5,80,000	5,80,000	4.13	-	5,80,000	3.88
Mr. Ketan Patel	79,39,520	63.01	-	79,39,520	56.51	5,00,000	84,39,520	56.41
Mr. Sachin Kasera	-	0.00	1,50,000	1,50,000	1.07	1,50,000	3,00,000	2.01
Mr. Ajay Girish Vora	-	0.00	1,25,000	1,25,000	0.89	1,25,000	2,50,000	1.67
Sudesh Business Ventures Pvt Ltd	-	0.00	2,00,000	2,00,000	1.42	-	2,00,000	1.34
Ms. Vidhi Patel	-	0.00	-	-	0.00	1,26,000	1,26,000	0.84
Mr. Sanjeev Singhal, Mr. Manoj Singhal, Ms. Khushboo Singhal (On behalf of partnership firm-SDM Enterprises)	-	0.00	1,00,000	1,00,000	0.71	-	1,00,000	0.67
Satya Foundation	-	0.00	1,00,000	1,00,000	0.71	-	1,00,000	0.67
Absolute Return Scheme	-	0.00	50,000	50,000	0.36	-	50,000	0.33
Swati Foundation	-	0.00	25,000	25,000	0.18	-	25,000	0.17
Suruchi Foundation	-	0.00	25,000	25,000	0.18	-	25,000	0.17
Riti Foundation	-	0.00	25,000	25,000	0.18	-	25,000	0.17
R R Foundation	-	0.00	25,000	25,000	0.18	-	25,000	0.17
Mr. Tejas Doshi	-	0.00	8,100	8,100	0.06	2,000	10,100	0.07

Mr. Kunal Kothari	12,800	0.10	10,000	22,800	0.16	-	22,800	0.15
Mr. Vijay Advani	400	0.00	5,000	5,400	0.04	2,000	7,400	0.05
Mr. Mitesh Shah	40	0.00	5,000	5,040	0.04	-	5,040	0.03
Mr. Amol Patil	51	0.00	4,000	4,051	0.03	1,000	5,051	0.03
Mr. Jatin Vora	-	0.00	4,000	4,000	0.03	-	4,000	0.03
Mr. Abhijit Kanvinde	-	0.00	3,000	3,000	0.02	-	3,000	0.02
Mr. Kurian Chandy Pallathuseril	-	0.00	-	-	0.00	2,000	2,000	0.01
Mr. Upendra Singh	-	0.00	1,000	1,000	0.01	1,000	2,000	0.01
Ms. Prachi Kamlesh Jain	-	0.00	1,600	1,600	0.01	-	1,600	0.01
Mr. Sameer Ashok Narkar	-	0.00	-	-	0.00	1,000	1,000	0.01
Mr. Suresh Bhagavatulla	-	0.00	1,000	1,000	0.01	-	1,000	0.01
Mr. Vivek Chaudhary	-	0.00	300	300	0.00	500	800	0.01
Mr. Saptarishi Guria	-	0.00	500	500	0.00	-	500	0.00
Mr. Milan Kamdar	45	0.00	350	395	0.00	-	395	0.00
Mr. Narendra Chilvari	-	0.00	250	250	0.00	-	250	0.00
Mr. Shabbir Hussain Diwan	-	0.00	200	200	0.00	-	200	0.00
Mr. Kalpesh Damania	-	0.00	200	200	0.00	-	200	0.00

#The Warrants to be converted over a period of 18 months from the date of allotment.

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

XIII. 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

XIV. 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.
- None of the allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.

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.	M/S Sapri Trading DWC LLC	Non Promoter	Non Promoter
2.	Mr. Ketan Patel	Promoter	Promoter
3.	Mr. Sachin Kasera	Non Promoter	Non Promoter
4.	Mr. Ajay Girish Vora	Non Promoter	Non Promoter
5.	M/S Sudesh Business Ventures Private Limited	Non Promoter	Non Promoter
6.	Ms. Vidhi Patel	Non Promoter	Non Promoter
7.	Sanjeev Singhal, Manoj Singhal, Khushboo Singhal (On behalf of partnership firm-SDM Enterprises)	Non Promoter	Non Promoter
8.	Satya Foundation	Non Promoter	Non Promoter
9.	Absolute Return Scheme	Non Promoter	Non Promoter
10.	Swati Foundation	Non Promoter	Non Promoter
11.	Suruchi Foundation	Non Promoter	Non Promoter
12.	Riti Foundation	Non Promoter	Non Promoter
13.	R R Foundation	Non Promoter	Non Promoter
14.	Mr. Tejas Doshi	Non Promoter	Non Promoter
15.	Mr. Kunal Kothari	Non Promoter	Non Promoter
16.	Mr. Vijay Advani	Non Promoter	Non Promoter
17.	Mr. Mitesh Shah	Non Promoter	Non Promoter
18.	Mr. Amol Patil	Non Promoter	Non Promoter
19.	Mr. Jatin Vora	Non Promoter	Non Promoter
20.	Mr. Abhijit Kanvinde	Non Promoter	Non Promoter
21.	Mr. Kurian Chandy Pallathuseril	Non Promoter	Non Promoter
22.	Mr. Upendra Singh	Non Promoter	Non Promoter
23.	Ms. Prachi Kamlesh Jain	Non Promoter	Non Promoter
24.	Mr. Sameer Ashok Narkar	Non Promoter	Non Promoter
25.	Mr. Suresh Bhagavatulla	Non Promoter	Non Promoter
26.	Mr. Vivek Chaudhary	Non Promoter	Non Promoter
27.	Mr. Saptarishi Guria	Non Promoter	Non Promoter
28.	Mr. Milan Kamdar	Non Promoter	Non Promoter
29.	Mr. Narendra Chilvari	Non Promoter	Non Promoter
30.	Mr. Shabbir Hussain Diwan	Non Promoter	Non Promoter
31.	Mr. Kalpesh Damania	Non Promoter	Non Promoter

XVI. Practicing Company Secretary Certificate:


The certificate from Mr. Satyajit Mishra, from M/s Satyajit Mishra and Co., Practising Company Secretary, Membership No. F-5759 and CP 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.

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

Except Mr. Ketan Chhaganlal Patel, being the Chairman and Managing Director, Mrs. Purvi Patel, Whole-time Director; Mr. Vijay Advani, Whole-time Director, Mr. Kurian Chandy, Independent Director; Mr. Suresh Bhagavatula, Independent Director, Ms. Prachi Jain, Independent Director, Mr. Abhijit Kanvinde, Chief Financial Officer and Mr. Tejas Doshi, Chief Compliance Officer and Company Secretary, none of the other 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 resolutions as set out in Item Nos. 2, 3 & 4 of this notice for the issue of Equity Shares and Warrants, on a preferential basis.

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



Tejas Doshi
Chief Compliance Officer and Company Secretary
ACS - 30828



19th June 2023, Mumbai

Creative Newtech Limited

CIN: L52392MH2004PLC148754

Registered Office: 3rd & 4th Floor, Plot No. 137AB,
Kandivali Co Op Industrial Estate Limited
Charkop, Kandivali West, Mumbai-400092

Tel No. 022 5061 2700

Email ID - cs@creativenewtech.com

THE INTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING

- i. **The voting period begins Sunday, July 09, 2023, 09:00 AM and ends on Tuesday, July 11, 2023, 05:00 PM. 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) of Wednesday, July 05, 2023, 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	<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 BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so

	<p>that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link www.cdslindia.com home page. 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. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>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.nsdl.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 BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.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 BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
<p>Individual Shareholders (holding securities in DEMAT mode) login through their Depository Participants</p>	<p>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 or joining virtual meeting & voting during the meeting.</p>

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

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.

***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).

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 https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com 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 or call us at: 1800 22 54 22.