Creative Carve Pvt. Ltd.

308 & 309 Sector No. 7, PCNTDA, Bhosari, Pune - 411 026
Tel No. +91 20 66329707/66329700 Fax +91 20 66329726
Email : info@creativecarve.com
CIN: U29299PN1984PTC184738

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 40TH ANNUAL GENERAL MEETING OF CREATIVE CARVE PRIVATE LIMITED WILL BE HELD ON WEDNESDAY, THE 7TH DAY OF AUGUST, 2024 AT 11.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT PLOT NO. 308, SECTOR NO. 7, PCNTDA, BHOSARI, PUNE - 411026 TO TRANSACT THE FOLLOWING BUSINESS

ORDINARY BUSINESS:

1. To receive, consider and adopt the Balance Sheet as at 31st March 2024, Profit and Loss Account and Cash flow statement for the year ended as on that date and report of the Directors and Auditors Report thereon.

2. To declare dividend for the financial year ended 31st March, 2024.

3. To re-appoint Statutory Auditors and fix their remuneration, by passing the following resolution as an Ordinary Resolution:

   "**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications(s) or re-enactment thereof, for the time being in force) M/s. ASL & Co., Chartered Accountants (Firm registration Number: 101921W) be and are hereby re-appointed as the Statutory Auditors of the Company for a term of five consecutive years to hold office, from conclusion of this Annual General Meeting until the conclusion of the Annual General Meeting of the Company to be held for financial year 2028-29, on such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company."

   "**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary to give effect to this resolution."

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass, with or without modification, the following Resolution as a Ordinary Resolution for ratification of remuneration payable to M/s. JNP & Associates, appointed as Cost Auditors of the Company for FY 2024-25:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s. JNP & Associates, Cost Accountants (Firm Registration Number: 000572) appointed as the Cost Auditors by the Board of Directors of the Company to audit the cost records of the Company for the financial year 2023-24, be paid a remuneration as mutually agreed between the Board and the Cost Auditor, be and is hereby ratified."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. To consider and if thought fit, to pass, with or without modification, the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 14 and any other applicable provisions of Companies Act, 2013 read with Rules thereunder, the Articles of Association of the Company be is hereby altered by inserting Article no. 26 as follows:

POWER TO BUY BACK ITS OWN SECURITIES

26. The Company shall have the power to buy back its own Shares or other specified securities subject to the limit and upon such terms and conditions and subject to such approvals as enumerated under Sections 68 to 70 of the Act and all other applicable provisions, rules, regulations and laws and any amendment, modification, re-enactment made to them thereof.

RESOLVED FURTHER THAT any one of the Director of the Company, be and is hereby authorized to sign and submit such documents as may be required, with the Registrar of Companies, Pune and to do all such acts, deeds and things as may be necessary thereto for giving effect to this resolution"

FOR & ON BEHALF OF BOARD OF DIRECTORS OF CREATIVE CARVE PRIVATE LIMITED

PAWANKUMAR SARAF
DIRECTOR
DIN: 01185934

DATE: 23.07.2024
PLACE: PUNE

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER.**

2. **THE INSTRUMENTS APPOINTING PROXY SHOULD BE RETURNED TO THE REGISTERED OFFICE OF THE COMPANY BEFORE THE TIME FOR HOLDING THE MEETING.**

3. **PROXY TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY AT LEAST FORTY-EIGHT HOURS BEFORE THE TIME FIXED FOR THE MEETING.**

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ANNEXURE TO THE NOTICE

ANNEXURE-I

EXPLANATORY STATEMENT PURSUANT SECTION 102 OF THE COMPANIES ACT, 2013:

Item No. 4:

The Board of Directors in its meeting held on 24.05.2024 approved the appointment of Cost Auditor M/s. JNP & Associates, Cost Accountants (Firm Registration Number: 000572) as the Cost Auditor for audit of the cost accounting records of the company, as applicable for the financial year 2024-25, at a remuneration as mutually agreed between the Board and the Cost Auditor. In terms of provisions of section 148 (3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 the remuneration payable to Cost Auditor needs to be ratified by the members of the company.

None of the Directors, Manager and Key Managerial Personnel and their relatives are in any way concerned or interested in this resolution.

The Board of Directors recommends the above resolutions for approval of the members as ordinary resolution.

Item No. 5:

In order to enhance the shareholders' value, the management is contemplating to buy back the shares from shareholders pursuant to the provisions of Section 68 of the Act and rules made thereunder. These shares can be purchased only if the company is authorized by it's Articles of Association. Alteration in the Articles of Association is therefore proposed to enable the company to buy its own shares as per the applicable provisions of the Companies Act, 2013.

In terms of the above requirement, it is proposed to insert new regulation Article no. 26 after existing regulation Article no. 25 in the Articles of Association of the company as set out in detail in the resolution and the Board recommends the resolution for members' approval.

Pursuant to the provisions of section 14 of the Companies Act, 2013, alteration of articles requires approval of the members of the Company by way of a Special Resolution at a general meeting.

A copy of the proposed amended Articles of Association (AOA) is available for inspection in physical by the members at the registered office of the Company during normal business hours on all working days from the date of dispatch of the notice till the date of Annual General Meeting.

The Board recommends the Special Resolution set out at Item no. 5 of the Notice for approval by the Members.

None of the Directors of Company and their relatives are concerned or interested, financially or otherwise in the said resolution except to the extent of being shareholder of the Company.

FOR & ON BEHALF OF BOARD OF DIRECTORS OF
CREATIVE CARVE PRIVATE LIMITED

PAWANKUMAR SARAF
DIRECTOR
DIN: 01185934

DATE: 23.07.2024
PLACE: PUNE

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