



Creative Eye Limited

6th September, 2023

The DCS-CRD,
Bombay Stock Exchange Limited
PheerozeJeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400 001

The DCS-CRD,
National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor
Plot No- 'C' Block, G Block
Bandra-Kurla Complex, Mumbai-400051

Sub: Intimation of 37th Annual General Meeting and Book Closure Date along with Notice of 37th AGM.

Ref: BSE Script Code: 532392; NSE Script Code: CREATIVEYE

Dear Sir,

Pursuant to Regulation 30 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, we wish to inform you that the Thirty Seventh Annual General Meeting of the Members of the Creative Eye Limited for the F.Y. 2022-23 is scheduled to be held on Saturday, the 30th September, 2023 at 11.30 a.m. through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) as per the relevant Circulars issued by Ministry of Corporate Affairs ("MCA") and Securities and Exchange Board of India ("SEBI"). Notice of 37th AGM of the Company is attached herewith for your record.

As intimated earlier, to your good offices, Pursuant to provision of Section 91 of the Companies Act, 2013 and Regulation 42 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, Register of Members and Share Transfer Books of the Company shall remain closed from Sunday, September 24, 2023 to Saturday, September 30, 2023 (both days inclusive) for the purpose of 37th Annual General Meeting of the Company.

You are requested to kindly take note of the above.

Thanking you

Yours Faithfully,
For Creative Eye Limited

Khushbu Shah
Company Secretary & Compliance Officer

Encl: As above.

NOTICE

NOTICE is hereby given that the **Thirty Seventh (37th) Annual General Meeting** of the Members of **CREATIVE EYE LIMITED** (CIN : L99999MH1986PLC125721) will be held on Saturday, 30th September, 2023 at 11.30 a.m. (IST) through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following businesses:

ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2023 including the Balance Sheet as at March 31, 2023, the Statement of Profit & Loss, Cash flow statement for the financial year ended on that date, together with the Reports of the Auditors and Board of Directors thereon.
“RESOLVED THAT the Audited Financial Statements for the financial year ended March 31, 2023, the Report of Board of Directors and the Auditors’ Report thereon as circulated to the Members be considered and adopted.”
- To appoint a Director in place of Mrs. Zuby Kochhar, (DIN 00019868), who retires by rotation and being eligible, offers herself for re-appointment.
“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mrs. Zuby Kochhar, (DIN 00019868), who retires by rotation at this meeting and, being eligible, offers herself for reappointment, be and is hereby reappointed as a Director of the Company.”

SPECIAL BUSINESS:

- To Consider and Approve the Change in designation of Mr. Dheeraj Kumar (DIN 00018094), from Chairman and Managing Director to Chairman and Whole-time Director, with effect from 1st September, 2023 and in this regard pass the following resolution as a Special Resolution.**
“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 (including statutory modification or re-enactment thereof for the time being in force) and Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, read with Schedule V of the Companies Act, 2013 and Articles of Association of the Company, consent of Shareholders be and is hereby accorded to change the designation of **Mr. Dheeraj Kumar (DIN 00018094)**, from Chairman and Managing Director to Chairman and Whole-time Director with effect from 1st September, 2023 for the period of 3 years.
RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds and things which are necessary to carry out the aforesaid resolution in this regard and make necessary filings relating to the change in designation of Mr. Dheeraj Kumar Kochhar from Chairman and Managing Director to Chairman and Whole Time Director to with the Registrar of Companies and submission of any other necessary documents with the appropriate regulatory authorities, as may be required from time to time.
RESOLVED FURTHER THAT except for the change in designation mentioned above, all other terms and conditions of his remuneration as approved by the shareholders on 30th September, 2022 remain unchanged.
RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the currency of tenure of service of Mr. Dheeraj Kumar as Chairman and Whole -time Director of the Company, the payment of salary, perquisites and other allowances as approved by this resolution shall be payable as minimum remuneration.
FURTHER RESOLVED THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”
- To Appoint Mr. Sunil Gupta (DIN-00278837), Executive Director and C.F.O. as Managing Director of the Company and to fix his remuneration and in this regard pass the following resolution as a Special Resolution.**
“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force), Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, consent of the members of the company be and is hereby accorded for the Appointment of Mr. Sunil Gupta (DIN 00278837), Executive Director and C.F.O. as Managing Director of the Company for a

period of three years with effect from 01.09.2023 on the terms and conditions including remuneration as per the draft agreement ("Agreement"), which is hereby specifically sanctioned with liberty to the Board of Directors to alter, vary and modify the terms and conditions of the said appointment and/or the Agreement, in such manner as may be agreed to between the Board of Directors and Mr. Sunil Gupta in accordance with the requirements of the Act and within the limits approved by the Members of the Company, subject to the same not exceeding the limits specified under Schedule V to the Companies Act 2013 or any statutory modification(s) or re- enactment thereof;

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the currency of tenure of service of Mr. Sunil Gupta as Managing Director of the Company, the payment of salary, perquisites and other allowances as approved by this resolution shall be payable as minimum remuneration.

The detailed terms and conditions regarding remuneration to be paid to Mr. Sunil Gupta are given below which is as per Section 196 and Section 197 read with Schedule V of the Companies Act, 2013.

- a) General: The Managing Director shall conduct the day-to-day management of the Company subject to the supervision, direction and control of the Board.
- b) Term: He shall hold office as the Managing Director of the Company for a period of 3 years w.e.f 1st September, 2023.
- c) Remuneration: In the Scale of ₹ 1,50,000/- to ₹ 3,50,000/- per month. The Nomination and Remuneration Committee/ Board of Directors shall determine the amount of Salary payable from time to time depending on the performance of the Managing Director, profitability of the Company and other relevant factors.

The Salary approved by the Nomination and Remuneration Committee is ₹ 3,00,000/- per month which includes basic salary and allowances except the following perquisites-

- 1) Leave Salary: Annual leave on full pay and allowances in accordance with the Company's rules, but not exceeding one month's salary for every year of service.
 - 2) The Cost/Expense being incurred for the telephone, mobile, car maintenance for the business purpose will be reimburse at actual in the normal course of business.
 - 3) Contribution to Provident Fund and Superannuation Fund: Contribution to the Provident Fund, Superannuation Fund and Annuity Fund will not be considered or included in computation of ceiling on perquisites to the extent these either singly or put together, are not taxable under the Income-Tax Act, 1961
 - 4) Gratuity: Gratuity payable shall not exceed 15 days salary for each completed year of service, will not be considered or included in computation of ceiling on perquisites.
- d) Minimum Remuneration: The aforesaid remuneration in any one financial year shall not exceed the limits prescribed under Section 196, 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said act as may, for the time being, be in force. Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Salary, Perquisites and allowances as provided above or the maximum remuneration payable as per the ceiling set out in Schedule V of the Companies Act, 2013, or amendments thereof.
- e) Other Terms and Conditions:
- 1) Leave: He shall be entitled to casual leave, sick leave and other leave as per the rules of the Company applicable to the managerial personnel of the Company.
 - 2) Shri Sunil Gupta shall be liable to retire by rotation as a Managing Director, subject to section 152 of the Companies Act, 2013.
 - 3) The Managing Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or committees thereof from the date of appointment.

FURTHER RESOLVED THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution”

By Order of the Board of Directors

**Sd/-
Khushbu Shah
Company Secretary**

Registered Office:

CREATIVE EYE LIMITED
(CIN: L99999MH1986PLC125721)
Kailash Plaza, Plot No.12-A,
Opp. Laxmi Industrial Estate,
New Link Road, Andheri (West),
Mumbai - 400 053, India
Tel :022 26732613 (7 Lines)
Fax : 022 2673 2296
E-mail: contact@creativeeye.com
Website : www.creativeeye.com

Place: Mumbai

Date:- 14th August, 2023.

NOTES:

1. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 relating to the special business to be transacted at the AGM and the profile of the Directors seeking appointment/re-appointment, as required in terms of Regulation 36(3) of the SEBI (Listing and Obligation and Disclosure Requirement) Regulations, 2015 (“SEBI Listing Regulations”) are annexed.
2. Pursuant to the Ministry of Corporate Affairs (“MCA”) General Circulars dated December 28, 2022, May 05, 2022, May 05, 2020, April 13, 2020 and April 08, 2020 (hereinafter referred to as “MCA Circulars”) and Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by Securities and Exchange Board of India (hereinafter referred to as “SEBI Circulars”) and in compliance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 37th Annual General Meeting (“AGM”) of the Company is being conducted through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”) and hence physical attendance of the Members to the AGM venue is not required. National Securities Depositories Limited (‘NSDL’) will be providing facility for voting through remote e-voting, for participation in the AGM through VC / OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC / OAVM is explained at Note No. 13 below and is also available on the website of the Company at www.creativeeye.com.
3. As the AGM shall be conducted through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
4. The AGM Notice and Annual Report are being sent only in electronic mode to Members whose e-mail address is registered with the depository participant(s). Further, as per MCA General Circular no. 02/2022 dated 5th May, 2022 and SEBI circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 Physical copy of AGM Notice and Annual Report will be sent to the Members on their request, who have not registered their e-mail address with the Company or Depository Participant(s). Members may note that the Notice and Annual Report 2022-23 will also be available on the Company’s website www.creativeeye.com, and on websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL www.evoting.nsdl.com

“In any moment of decision, the best thing you can do is the right thing. The next best thing is the wrong thing. The worst thing you can do is nothing.”

5. Members who have not updated their e-mail addresses are requested to update the same with Depository Participant(s) / KFIN Technologies Limited or update their email addresses by writing to the Company at investorscel@yahoo.com copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (eg.: Driving License, Election Identity Card, Passport) in support of the address of the Member.
6. Corporate / Institutional Members intending to attend the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of relevant Board Resolution authorizing its representatives to attend and vote on their behalf at the meeting, at investorscel@yahoo.com with a copy marked to evoting@nsdl.co.in.
7. Pursuant to Section 91 of the Act, The Register of Members and Share Transfer Books of the Company will be closed from Sunday, September 24, 2023 to Saturday, September 30, 2023 (both days inclusive) for the purpose of Annual General Meeting.
8. As per Regulation 40 of Listing Regulations, as amended, SEBI has decided that securities of listed companies can be transferred only in dematerialised form. In view of the above and to avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form also to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to notify immediately changes, if any, in their address or bank mandates to the Company/Registrar & Share Transfer Agents ("RTA") quoting their Folio Number and Bank Account Details along with self-attested documentary proofs. Members holding shares in the Dematerialized (electronic) Form may update such details with their respective Depository Participants.
9. The Register of Directors and Key Managerial Personnel and their Shareholdings maintained under Section 170 of the Act and all other documents referred to in the Notice will be available for inspection in electronic mode. Members can inspect the same by sending an email to investorscel@yahoo.com All the relevant documents referred to in the Notice calling the AGM are available on the website of the Company for inspection by the Members.
10. Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
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 the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to Kfin Technologies limited (R & TA of the Company).
12. Securities and Exchange Board of India (SEBI) has, vide its circular number SEBI/HO/MIRSD/ MIRSD-PoD-1/P/ CIR/2023/37 dated March 16, 2023 mandate to all the physical security holders for furnishing their PAN, KYC and Nomination details with Company or RTA on or before September 30, 2023.

In case a holder of physical securities fails to furnish PAN, nomination, contact details, bank account details and specimen signature by October 01, 2023, KFinTech will be obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the Registrar/the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and/or the Prevention of Money Laundering Act, 2002. In compliance with SEBI guidelines, the Company had sent communication intimating about the submission of above details to all the Members holding shares in physical form.

13. **INSTRUCTIONS FOR JOINING THE AGM THROUGH VC / OAVM AND E-VOTING ARE AS FOLLOWS:**

A. PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned below for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against

company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
4. The facility of participation at the AGM through VC/OAVM will be made available for 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.
5. Further Members 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. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in or contact on toll free Number 022-48867000 or 022-24997000.
8. Members who would like to express their view and want to raise any queries/ questions may send their questions in advance from their registered email address mentioning their name, DP ID and Client ID / folio number at company's email ID at investorscel@yahoo.com between 10th September, 2023 to 27th September, 2023. The questions will be suitably replied by the company.
9. Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to be passed on the date of the Meeting, i.e., Saturday, 30th September, 2023.

B. PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM

- I. In compliance with provisions of Section 108 of the Act, read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), the members are provided with the facility to cast their votes electronically, through the e-voting services provided by the NSDL, on all the resolutions set forth in this Notice.
- II. The remote e-voting period commences on Tuesday, September 26, 2023 (9:00 a.m.) and ends on Friday, 29th September, 2023 (5:00 p.m.). During this period, Members holding shares either in physical form or in dematerialized form, as on Saturday, September 23, 2023 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the AGM through VC/OAVM facility and have not cast 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 during the AGM.
- III. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.
- IV. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.i.e. Saturday, September 23, 2023.

“What you lack in talent can be made up with desire, hustle and giving 110 percent all the time.”

- V. The Board of Directors at their meeting have appointed Mr. Kaushal Doshi, Proprietor of M/s Kaushal Doshi & Associates, Practicing Company Secretary (FCS: 13143) as Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
- VI. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 022-48867000 or 022-24997000.
- VII. 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, 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.
- VIII. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.creativeeye.com and on the website of NSDL simultaneously after the declaration of result by the Chairman or a person authorised by him in writing. The results shall also be communicated to the BSE and NSE Mumbai.
- IX. The details of the process and manner for remote e-voting are explained herein below:

Step 1: Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-voting system.

Details of Step 1 are mentioned below:

Step 1: Access to NSDL e-Voting system




A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are 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>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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<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. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL 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. NSDL and CDSL.

Login type	Helpdesk details
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.: 022 - 4886 7000 and 022 - 2499 7000
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 toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to doshikaushal20@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms.Prajakta Pawle at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 investorscel@yahoo.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investorscel@yahoo.com If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. [Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.](#)**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be 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 in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

ITEM No. 3.

Change in designation of Mr. Dheeraj Kumar (DIN 00018094), from Chairman and Managing Director to Chairman and Whole-time Director, with effect from 1st September, 2023.

Mr. Dheeraj Kumar is the promoter director of the Company. He is a graduate from Films and Television Institute of India, Pune and has over 45 years of experience in the media and entertainment industry in various roles as an Artist, Director and Producer. He has successfully produced TV Serials in all major Indian Languages, e.g. Hindi, Punjabi, Telugu, Tamil, Kannada, Malayalam, Gujarati etc.

The shareholders vide special resolution passed in AGM held on 30th September, 2022 approved the re-appointment of **Mr. Dheeraj Kumar (DIN 00018094)**, as Chairman and Managing Director of the Company for a period of three years. The terms and conditions of his remuneration were approved by the shareholders in accordance with the provisions contained in Sections 196, 197, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013.

The Board of Directors at their meeting held on 14th August, 2023 noted the request received from **Mr. Dheeraj Kumar (DIN 00018094)** about his desire to step down as the Managing Director of the Company, due to certain personal reasons.

Pursuant to the recommendation by the Nomination and Remuneration Committee, the Board of Directors at their meeting held on 14th August, 2023, has re-designated **Mr. Dheeraj Kumar (DIN 00018094)**, as the Chairman and Whole-time Director of the Company for the period of 3 years w.e.f. 1st September, 2023. Except for the change in designation, all other terms and conditions of remuneration as approved by passing special resolution by shareholders on 30th September, 2022 remain unaltered.

Save and except, **Mr. Dheeraj Kumar (DIN 00018094)**, none of the Directors/ Key Managerial Personnel of the Company/ their relatives is in any way, financially or otherwise, concerned or interested in this Resolution. The Board recommends the Resolution set forth at Item No. 3 of the Notice for approval of the members as a Special Resolution.

ITEM No. 4.

Appointment of Mr. Sunil Gupta (DIN-00278837), Executive Director and C.F.O as Managing Director of the Company and to fix his remuneration .

Mr. Sunil Gupta, Executive Director , C.F.O and C.O.O. play very important role in Developing and executing the Company's Business Strategies, providing strategic advice to the Board and Chairperson. Mr. Sunil Gupta is having expertise in preparing and implementing comprehensive Business plan to facilitate achievement by planning cost-effective operations and market development activities, Mr. Gupta has a thorough knowledge of market changes and forces that influence the company and Strong understanding of Risk analysis, corporate finance ,corporate law, investment management, new business opportunity and Business management best practices. Mr. Sunil Gupta has an Excellent organizational, leadership ,interpersonal ,presentation skills and Outstanding analytical and problem-solving abilities. He conduct day to day Business affairs of the company in best possible manner.

The Board of Directors at their meeting held on 14th August, 2023 noted the request received from Mr. Dheeraj kumar Kochhar about his desire to step down as the Managing Director of the Company, due to certain personal reasons. Mr. Dheeraj Kumar Kochhar will continue to be a Chairman and Whole-time Director of the Company.

Considering the Vast experience of Mr. Sunil Gupta and his knowledge and major contributions made in the tremendous growth of the Company and on recommended by Nomination & Remuneration Committee, the Board of Directors at their Board Meeting held on 14th August, 2023 has approved the Appointment of Mr. Sunil Gupta (DIN-00278837) ,Existing Whole-time Executive Director and C.F.O whose current term as Whole Time Director is expiring on 31.08.2023 as the Managing Director of the Company for the period of 3 years w.e.f. 1st September, 2023 subject to approval of shareholders in ensuing AGM.

The Board recommends the Resolution set forth at Item No. 4 of the Notice for approval of the members as a Special Resolution.

"The man on top of the mountain didn't fall there."

The Particulars of the information, pursuant to the provisions of Schedule V, Part II, Section II, clause (A) of the Act are as under:

ADDITIONAL INFORMATION FOR ITEM NO 4.

The Particulars of the information, pursuant to the provisions of Schedule V, Part II, Section II, clause (A) of the Act are as under:

I	General Information		
	1.	Nature of industry	The Company is engaged in the business of media and entertainment industry with the main object of making video films, other films for the television Media and Screen.
	2.	Date or expected date of commencement of commercial production	The Company is in existence and operation since 1986
	3.	In case of new companies, expected date of commencement of activity as per project approved by the financial institution appearing in the prospectus	N.A
	4.	Foreign investments or collaborators, if any	NIL
II	Information about the apponitee		
	A. Mr. Sunil Gupta		
	1.	Background details	Mr. Sunil Gupta, Executive Director , C.F.O and C.O.O. play very important role in Developing and executing the Company's Business Strategies, providing strategic advice to the Board and Chairperson. Mr. Sunil Gupta is having expertise in preparing and implementing comprehensive Business plan to facilitate achievement by planning cost-effective operations and market development activities, Mr. Gupta has a thorough knowledge of market changes and forces that influence the company and Strong understanding of Risk analysis, corporate finance ,corporate law, investment management, new business opportunity and Business management best practices. Mr. Sunil Gupta has an Excellent organizational, leadership ,interpersonal ,presentation skills and Outstanding analytical and problem-solving abilities. He conduct day to day Business affairs of the company in best possible manner.
	2.	Past Remuneration	₹ 2,90,000/- per month
	3.	Recognition or awards	Under the guidance of Mr. Sunil Gupta, the Company has won various awards and company has made tremendous growth in the operation and business performance under his guidance .
	4.	Job profile and his suitability	The Board of Directors at their Board Meerting held on 14 th August,2023 has approved the Appointment of Mr. Sunil Gupta (DIN-00278837) as the Managing Director of the Company for the period of 3 years w.e.f. 1 st September,2023 subject to approval of shareholders in ensuing AGM.

			The Company is managed by him and he is responsible for the day to day management and affairs of the Company. Taking into consideration his expertise, vast experience, skill and knowledge he is best suited for the responsibilities currently assigned to him by the Board of Directors.
	5.	Remuneration proposed	The Company proposes to pay the remuneration of ₹ 3,00,000 /- per month to Mr. Sunil Gupta w.e.f 1 st September, 2023 for a period of 3 (Three) years.
	6.	Comparative remuneration size of Company, profile of the position and person	At par with the industry standards in which the Company operates
	7.	Pecuniary relationship directly or indirectly with the company, or relationship with managerial personnel, if any	Except receiving remuneration as Executive Director, Mr. Sunil Gupta does not have any other direct or indirect pecuniary relationship with the Company.
III	Other information		
	1.	Reasons of loss or inadequate profits	The Company reported loss due to major competition in content creation and production with other media company and ever changing the behavior of the audience towards content liking.
	2.	Steps taken or proposed to be taken for improvement	The management has taken concrete steps to further improve the overall business volume and profitability. To overcome the competition, management is focusing on long term business models and emerging opportunities in media sector and exploring all available avenues to scale up the business operation.
	3.	Expected increase in productivity and profits in measurable terms	The Company hopes to increase in revenue and profits by improved margins in coming years.
IV	Disclosures		
	1.	All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors;	(a) The shareholders are being informed of the remuneration package which is given in resolution no 4 of Notice. (b) The details of remuneration etc. of other Directors are included in the Corporate Governance Report forming part of the Annual Report of the Company.

By Order of the Board of Directors

Sd/-
Khushbu Shah
Company Secretary

Registered Office:

CREATIVE EYE LIMITED
(CIN: L99999MH1986PLC125721)
Kailash Plaza, Plot No.12-A,
Opp. Laxmi Industrial Estate,
New Link Road, Andheri (West),
Mumbai - 400 053, India
Tel :022 26732613 (7 Lines)
Fax : 022 2673 2296
E-mail: contact@creativeeye.com
Website : www.creativeeye.com

Place: Mumbai

Date:- 14th August, 2023.

“Good things come to those who work their asses off and never give up.”

Additional information on Directors seeking appointment/Change in Designation at the 37th AGM

(pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings)

Name of the Director	Dheeraj Kumar	Sunil Gupta
DIN	00018094	00278837
Date of Birth	27/09/1946	09/06/1975
Date of Appointment	01/09/2023	01/09/2023
Qualifications	Graduates from Film and Television Institute of India , Pune	B.Com, C.A.
Brief resume of the director	Mr. Dheeraj Kumar is a graduated from Films and Television Institute of India, Pune and has over 45 years of experience in the media and entertainment industry in various roles as an Artist, Director and Producer.	Mr. Sunil Gupta is B.Com and Chartered Accountant. He has vast and rich experience of media and entertainment industry. He has a deep understanding, experience and knowledge of Business, planning, strategy, Finance, Operations and other business affairs.
Nature of Expertise in specific functional Areas	Creative and Business ,planning and Development	Finance, business planning, strategy,Operations and Business Development
Disclosure of relationship between directors inter-se	Husband of Mrs. Zubu Kochhar ,Whole time Director	NIL
Names of other listed entities in which the person also holds the directorship and the membership/Chairmanships of Committees of the Board	NIL	NIL
No. of Shares Held in the Company	3919682	NIL
Number of Board Meetings attended during the year 2022-23	4	4