



# NOTICE

**NOTICE** is hereby given that the **Thirty Third (33<sup>rd</sup>) Annual General Meeting** of the Members of **CREATIVE EYE LIMITED** (CIN : L99999MH1986PLC125721) will be held on Monday, **30<sup>th</sup> September, 2019 at 10.30 a.m.** at "GMS Banquet Hall", Sitladevi Complex, 1<sup>st</sup> Floor, D. N. Nagar, Opp. Indian Oil Nagar, Link Road, Andheri (West), Mumbai - 400 053 to transact the following businesses:

## ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company prepared as per Indian Accounting Standards (Ind-AS) for the financial year ended March 31, 2019 including the Balance Sheet as at March 31, 2019, the Statement of Profit & Loss, Cash flow statement for the financial year ended on that date, and the Reports of the Auditors and Directors thereon.
2. To appoint a Director in place of Mr. Dheeraj Kumar Kochhar, (DIN 00018094), who retires by rotation and being eligible, offers himself for re-appointment.

## SPECIAL BUSINESS:

3. To Re-appoint Mr. Sivaraman Ramnathan (DIN: 00020075) as an Independent Director (Non Executive Director) and in this regard, pass the following resolution as an Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149,150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Sivaraman Ramnathan (DIN: 00020075), whose present term of office as Independent Director has expired on 31<sup>st</sup> March,2019 has given his consent for the re-appointment and has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Companies Act, 2013 and SEBI Listing Regulations and is eligible for Re-appointment and in respect of whom Notice has been received from a Member under section 160 of the Act proposing his re-appointment as a Director and whose re-appointment has been recommended by Nomination and Remuneration committee and by the Board of Directors be and is hereby re-appointed as an Independent Director of the Company to hold the office for a second term of five consecutive years commencing from 1<sup>st</sup> April,2019 upto 31<sup>st</sup> March, 2024 and his term of office shall not be liable to retire by rotation."

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

By Order of the Board of Directors

Sd/-  
**Khushbu G. Shah**  
Company Secretary

**Place: Mumbai**  
**Date:- 13<sup>th</sup> August, 2019**



## **NOTICE (contd....)**

### **NOTES:**

1. A member entitled to attend and vote at the annual general meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the company. A person can act as a proxy on behalf of members not exceeding fifty members and holding in the aggregate not more than ten percent (10%) of the total equity share capital of the Company carrying voting rights. A member holding more than ten percent of the total equity share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The instrument appointing a proxy should be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the meeting.
2. Members/proxy holders are requested to bring the attendance slips duly filled in and PHOTO ID proof for attending the meeting.
3. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Annual General Meeting is annexed.
4. Members who hold their shares in dematerialized form are requested to write their client ID and DP ID number and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the meeting.
5. In case of joint holders attending the Annual General Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Members who wish to obtain information on the Financial Statements, Accounts and operations of the company for the year ended 31<sup>st</sup> March, 2019 are requested to address their queries/questions in writing at least seven days before the AGM to the Chief Compliance Officer & Company Secretary at the registered office of the Company or at Email ID: [investorscel@yahoo.com](mailto:investorscel@yahoo.com).
7. Pursuant to Section 91 of the Companies Act, 2013 the Register of Members and Share Transfer books of the Company will remain closed from 24<sup>th</sup> September 2019 to 30<sup>th</sup> September 2019 (both days inclusive).
8. Members holding shares in physical form are requested to notify change in their address or Bank mandates if any, quoting their folio number to the Registrar and Share Transfer Agents (M/s. Karvy Fintech Private Limited) and members holding shares in dematerialized/electronic form are requested to intimate all changes, pertaining to their bank details, ECS mandate, email address, nominations, change of address/ name etc to their Depository Participants with whom they are maintaining their Demat accounts.
9. Corporate Members intending to send their authorized representatives to attend the meeting pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the meeting. A person so authorized shall have the right to vote, on behalf of the body corporate which he or she represents.
10. Shareholders are entitled to make nomination in respect of shares held by them in physical. Shareholders desirous of making nominations are requested to send their requests (which will be made available on request) to the Registrar and Transfer Agents, (M/s. Karvy Fintech Private Limited). Members holding shares in electronic mode are advised to contact their respective DPs for registering the nomination.
11. Electronic copy of the Annual Report for 2018-2019 with Notice of Thirty Third Annual General Meeting of the Company is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purpose unless any member has requested for the hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2018-2019 with Notice of Thirty Third Annual General Meeting of the Company is being sent in the permitted mode as per the registered address of the members. The Annual Report may also be accessed on the Company's Corporate Website : [www.creativeeye.com](http://www.creativeeye.com).



## NOTICE (contd....)

12. 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 and Bank account details to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN and bank account Details to the Company / Registrar(KARVY).
13. 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.
14. Members are requested to bring their copies of Annual Report to the meeting.
15. **E-Voting :**
  - A. In compliance with Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 the Company is pleased to provide members facility to exercise their right to vote at the Thirty Third Annual General Meeting (AGM) by electronic means and all the business may be transacted through e-Voting Services provided by Karvy Fintech Private Limited.
  - B. The E-voting period for all items of business contained in this Notice shall commence from Thursday, the 26<sup>th</sup> September, 2019 at 9.00 a.m. and will end on Sunday, the 29<sup>th</sup> September, 2019 at 5.00 p.m. During this period equity shareholders of the Company holding shares either in physical form or in dematerialized form as on the cutoff date of 23<sup>rd</sup> September, 2019 may cast their vote electronically. The e-voting module shall be disabled by Karvy for voting there after. Once the vote on a resolution is cast by any Member, he/she shall not be allowed to change it subsequently. The voting rights of Members shall be in proportion to their equity shareholding in the paid up equity share capital of the Company as on 23<sup>rd</sup> September, 2019.
16. The facility for voting by way of Ballot / Poll paper shall also be made available at the venue of the AGM and members attending the AGM who have not already cast their vote by e-voting shall be able to exercise their right at the AGM.
17. The Members who have cast their vote by e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
18. The voting rights of Members either by way of e-voting prior to the AGM or by way Ballot / Poll paper at the AGM shall be in proportion to their equity shareholding in the paid up equity share capital of the Company as on the Cut-off date of 23<sup>rd</sup> September, 2019.
19. The Board of Directors at their meeting have appointed **Mr. Kaushal Doshi, Proprietor of M/s Kaushal Doshi & Associates, Practicing Company Secretary (ACS: 32178)** as Scrutinizer to conduct the E-voting Process as well as Ballot/ Poll paper voting process in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the Meeting, 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.
20. The Results of E-voting shall be declared at the AGM of the Company and the results along with Scrutinizer's report shall be placed on the website of the Company thereafter and shall also be communicated to the Stock Exchanges. The Resolutions shall be deemed to be passed, if approved, on the date of AGM.



# NOTICE (contd....)

## PROCEDURE AND INSTRUCTIONS FOR E-VOTING

The procedure and instructions for e-voting are as follows:

- 1) Open your web browser during the voting period and navigate to 'https://evoting.karvy.com'
- 2) Enter the login credentials (i.e., user-id & password) mentioned on the Postal Ballot Form. Your folio/DP Client ID will be your User-ID.

User – ID	For Members holding shares in Demat Form:- a) For NSDL :- 8 Character DP ID followed by 8 Digits Client ID b) For CDSL :- 16 digits beneficiary ID For Members holding shares in Physical Form:- • Event no. followed by Folio Number registered with the company
Password	Your Unique password is printed on the Postal Ballot Form / via email forwarded through the electronic notice
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- 3) Please contact our toll free No. 1-800-34-54-001 for any further clarifications.
- 4) Members can cast their vote online Thursday, the 26<sup>th</sup> September, 2019 at 9.00 a.m. and will end on Sunday, the 29<sup>th</sup> September, 2019 at 5.00 p.m.
- 5) After entering these details appropriately, click on "LOGIN".
- 6) Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z).one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Fintech Private Limited e-Voting platform. System will prompt you to change your password and update any contact details like mobile #, email ID etc on 1st login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- 7) You need to login again with the new credentials.
- 8) On successful login, system will prompt to select the 'Event' i.e., 'Company Name'.
- 9) If you are holding shares in Demat form and had logged on to "https://evoting.karvy.com" and casted your vote earlier for any company, then your exiting login id and password are to be used.
- 10) On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting .Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the shareholder do not wants to cast, select 'ABSTAIN'
- 11) After selecting the resolution you have decided to vote on, click on "SUBMIT".A confirmation box will be displayed .If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- 12) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.





## NOTICE (contd....)

- 13) Corporate/Institutional Members (corporate/FIs/FILs/Trust/Mutual Funds/Banks, etc) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to cs.kaushalcel@gmail.com with copy to evoting@karvy.com. The file scanned image of the Board Resolution should be in the naming format "Corporate Name\_ Event no.".

### Additional information on Directors recommended for appointment / re-appointment as required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015

Name of the Director	Dheeraj Kumar Kochhar	Mr. M.R. Sivaraman
DIN	00018094	00020075
Date of Birth	27/09/1946	31/03/1940
Date of first Appointment on the Board	28/07/1986	29/03/2001
Qualifications	Graduates from Film and Television Institute of India , Pune	M. A. (Econs)
Brief resume of the director	Mr. Dheeraj Kumar is Chairman and Managing director of the Company. He is a graduate from Films and Television Institute of India, Pune and has over 35 years of experience in the media and entertainment industry in various roles as an Artist, Director and Producer. He has depth knowledge of media and entertainment industry and business.	Mr. Sivaraman Ramanathan is a Non Executive Independent Director of the Company. Mr. Sivaraman is the Member and chairman of the Audit Committee, Stakeholder Relationship Committee and Nomination and Remuneration Committee. He has done Post Graduation in Economics from University of Madras. Mr. M. R. Sivaraman, IAS (Retd.) served as Union Revenue Secretary, India and executive Director of IMF and have hold various other reputed position and post in government of India.
Nature of Expertise in specific functional Areas	Creative and Business planning, Development.	Business Planning, Strategy, Finance and accounting expertise.
Disclosure of relationship between directors inter-se	Husband of Mrs. Zuby Kochhar, Whole time Executive 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	Tanfac Industries Limited
No. of Shares Held in the Company	3995544	NIL



## **NOTICE (contd....)**

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

#### **ITEM No. 3.**

Mr. Sivaraman Ramanathan is a Independent Non Executive Director of the Company. He joined the Board of Directors of the Company in March 2001. Mr. Sivaraman is the Member and chairman of the Audit Committee, Stakeholder Relationship Committee and Nomination and Remuneration Committee.

He has done Post Graduation in Economics from University of Madras. Mr. M. R. Sivaraman, IAS (Retd.) served as Union Revenue Secretary, India and executive Director of IMF and have hold various other reputed position and post in government of India.

Mr. Sivaraman does not hold by himself or for any other person on a beneficial basis, any share in the Company.

In terms of Section 149 and other applicable provision of the Companies Act, 2013, Mr. Sivaraman being eligible and offering himself for re-appointment, is proposed to be appointed as an Independent Director for five consecutive years. A notice has been received from the Member proposing his candidature for the office of Director of the Company

In the opinion of the Board Mr. Sivaraman fulfils the condition specified in the Companies Act, 2013 and the rules made there under for his appointment as an Independent Director of the Company and is Independent of the management.

As per the current Circular No. SEBI/LAD-NRO/GN/2018/10 of Securities And Exchange Board of India (Listing Obligations And Disclosure Requirements) (Amendment) Regulations, 2018), No listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect. Mr. Sivaraman has attained the age of seventy nine years. Hence his appointment requires the Special resolution for his appointment for 5 years and recommended the above resolution for approval of the Shareholders as a Special Resolution.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable and justifiable to continue to avail services of Mr. Sivaraman as an Independent Director. Accordingly, the Board recommends the resolution in relation to Re-appointment of Mr. Sivaraman as an Independent Director, for the approval by the shareholders of the Company.

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

By Order of the Board of Directors

Sd/-  
**Khushbu G. Shah**  
Company Secretary

**Place: Mumbai**  
**Date:- 13<sup>th</sup> August, 2019**