



## CREATIVE EYE LIMITED

September 6, 2016

The DCS-CRD,  
Bombay Stock Exchange Limited  
Pheeroze Jeejeebhoy 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: Regulation 30 and 42 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 –Notice of Annual General Meeting (AGM) and Book Closure .**

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

Dear Sir,

This is to inform you that the 30<sup>th</sup> Annual General Meeting of Creative Eye Limited will be held on Friday, the 30th September, 2016 at 10.30 a.m. at "GMS Community Centre Hall", Sitladevi Complex, 1st Floor, D. N. Nagar, Opp. Indian Oil Nagar, Link Road, Andheri (West), Mumbai – 400 053 to transact the business as listed in the Notice of the said meeting for the financial year ended on March 31, 2016.

Pursuant to the provision of Section 91 of the Companies Act, 2013 and Regulation 42 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, this is to inform you that the Register of Members and Share Transfer Books of the Company shall remain closed from Friday, September 23, 2016 to Friday, September 30, 2016 (both days inclusive) for the 30<sup>th</sup> Annual General Meeting of the Company to be held on September 30, 2016.

The Cut-Off date will be September 23, 2016 to record the entitlement of the shareholders to cast their vote electronically or during the AGM. The E voting period commences on Monday, the 26<sup>th</sup> September, 2016 at 9.00 a.m. and will end on Thursday, the 29<sup>th</sup> September, 2016 at 5.00 p.m.

Copy of Notice of ensuring Annual General Meeting of the Company is attached herewith for your record.

You are requested to kindly take note of the above.

Thanking you

Yours Faithfully,  
For Creative Eye Limited

*Khushbu*

Khushbu G Shah

Company Secretary & Compliance Officer



Encl- As above.



## NOTICE

**NOTICE** is hereby given that the **Thirtieth Annual General Meeting** of the Members of **CREATIVE EYE LIMITED** (CIN : L99999MH1986PLC125721) will be held on **Friday, 30th September, 2016 at 10.30 a.m.** at "GMS Community Centre Hall", Sitladevi Complex, 1st Floor, D. N. Nagar, Opp. Indian Oil Nagar, Link Road, Andheri (West), Mumbai - 400 053 to transact the following businesses:

### ORDINARY BUSINESS:

1. To consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March 2016, Profit and Loss Account and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint Mr. Dheeraj kumar Kochhar, (DIN 00018094) as a director, who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.
3. To Re-appoint M/s. Uttam Abuwala & Co, Chartered Accountants, Mumbai, having Firm Registration No. 111184W, as Statutory Auditors of the company who shall hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration.

**"RESOLVED THAT** pursuant to Section 139,142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) M/s. Uttam Abuwala & Co, Chartered Accountants (Firm Registration No. 111184W), who have offered themselves for re-appointment and have confirmed their eligibility as Auditors of the Company, in terms of provision of Section 141 of the Act, and Rule 4 of the Rules, be and are, hereby re-appointed as Statutory Auditor of the Company, to hold office from the conclusion of this AGM to the conclusion of the next AGM of the Company on such remuneration to be decided by the Board of Directors."

### SPECIAL BUSINESS:

4. Adoption of new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013:  
To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (incorporation) Rules 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) the draft regulations contained in the new set of Articles of Association be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** any one of the Directors and the Company Secretary be and are hereby severally authorised to do such other acts, deeds and things as are necessary to give effect to this resolution."

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](mailto:contact@creativeeye.com)  
Website : [www.creativeeye.com](http://www.creativeeye.com)

By Order of the Board of Directors

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

**Place: Mumbai**

**Date:- 28<sup>th</sup> May, 2016**



## 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 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/proxies should bring the attendance slips duly filled in and PHOTO ID proof for attending the meeting.
3. Explanatory Statement pursuant to Section 102 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 March, 2016, 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 Friday, 23rd September 2016 to Friday, 30th September 2016 (both days inclusive).
8. While members holding shares in physical form are requested to notify change in their address, if any, quoting their folio number to the Registrar and Share Transfer Agents (M/s. Karvy Computershare 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.
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. Consequent to the introduction of Section 56 (Section 109A of the Companies Act, 1956), of Companies Act 2013 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 Computershare Private Limited)
11. Electronic copy of the Annual Report for 2015-2016 with Notice of Thirtieth 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 2015-2016 with Notice of Thirtieth Annual General Meeting of the Company is being sent in the permitted mode. The Annual Report may also be accessed in the Company's Corporate Website : [www.creativeeye.com](http://www.creativeeye.com).
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 to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Registrar.
13. Members are requested to bring their copies of Annual Report to the meeting.



## NOTICE (contd....)

### 14. 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 Thirtieth Annual General Meeting (AGM) by electronic means and all the business may be transacted through e-Voting Services provided by Karvy Computershare Private Limited .
- B. The E-voting period for all items of business contained in this Notice shall commence from Monday, the 26<sup>th</sup> September, 2016 at 9.00 a.m. and will end on Thursday, the 29<sup>th</sup> September, 2016 at 5.00 p.m. During this period equity shareholders of the Company holding shares either in physical form or in dematerialised form as on the cutoff date of 23<sup>rd</sup> September, 2016, 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, 2016.
15. 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.
16. 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.
17. 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 September 23, 2016.
18. The Board of Directors at their meeting have appointed **Mr. Kaushal Doshi, Proprietor of M/s Kaushal Doshi & Associates, Practicing Company Secretary (ACS: 32178), Mumbai** 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.
19. 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

### 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 in the Attendance Slip. Your folio/DP Client ID will be your User-ID.

|           |                                                                                                                                                                                                                                                                               |
|-----------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| User – ID | For Members holding shares in Demat Form:-<br>a) For NSDL :- 8 Character DP ID followed by 8 Digits Client ID<br>b) For CDSL :- 16 digits beneficiary ID<br>For Members holding shares in Physical Form:-<br>• 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.

*"Success is simple. Do what's right, the right way, at the right time."*



## NOTICE (contd....)

- 4) Members can cast their vote online Monday, the 26<sup>th</sup> September, 2016 at 9.00 a.m. and will end on Thursday, the 29<sup>th</sup> September, 2016 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 Computershare 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.
- 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](mailto:cs.kaushalcel@gmail.com) with copy to [evoting@karvy.com](mailto:evoting@karvy.com). The file scanned image of the Board Resolution should be in the naming format "Corporate Name\_ Event no.".

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](mailto:contact@creativeeye.com)  
Website : [www.creativeeye.com](http://www.creativeeye.com)

By Order of the Board of Directors

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

**Place: Mumbai**

**Date:- 28<sup>th</sup> May, 2016**



## NOTICE (contd....)

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013.

#### ITEM NO. 4

The existing Articles of Association ("AOA") are based on the Companies Act, 1956 and several regulations in the existing AOA contain reference to the specific sections of Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the Companies Act, 2013 ("the Act").

With the enactment of the Companies Act, 2013, several regulations of the existing AOA of the Company require alteration or deletions. Given this situation, it is considered expedient to wholly replace the existing AOA by new set of Articles.

The new AOA to be substituted in place of the existing AOA. The new AOA is largely based on Table 'F' of the Act which sets out the model articles of association for a Company limited by shares.

A copy of the new Articles of Association of the Company is available for inspection by the members at the Registered Office of the Company on all working days during usual business hours.

None of the Directors, Key Managerial Personnel or their Relatives, is concerned or interested in the resolution.

The Board recommends the resolution as set out in Item No.4 of the Resolution for your approval.

#### Information Pursuant to the Listing Regulations and Secretarial Standards in respect of Appointment/ Re-appointment of Directors:

Name of the Director: **Mr. Dheeraj Kumar Kochhar**

DIN: 00018094

Date of Birth: **27/09/1946**

Type of appointment: **Director Retiring by Rotation**

Date of Appointment/ Re-appointment: **01/06/2014**

Areas of Specialization: **Creative and Business Planning**

Qualifications: **Graduate from Films and Television Institute of India, Pune.**

No. of Shares Held in the Company: **3995544**

List of Directorship held in other Public Limited Companies (Non Listed) : **1(one)**

Chairman/member of the Committee of the Board of Directors of this Company: **Nil**

Chairman/member of the Committee of the Board of Directors of other Companies: **NIL**

Experience in Special Functional Area: Long experience of Industry with rich business knowledge.

Your directors recommend the above ordinary resolution for approval.

## Route Map For Venue of AGM



*If you want to lift yourself up, lift up someone else.*