

CREATIVE EYE LIMITED

5th September, 2022

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 36th Annual General Meeting and Book Closure Date along with Notice of 36th 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 sixth Annual General Meeting of the Members of the Creative Eye Limited for the F.Y. 2021-22 is scheduled to be held on Friday, the 30th September, 2022 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 36th 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 Saturday, September 24, 2022 to Friday, September 30, 2022 (both days inclusive) for the purpose of 36th 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 Sixth (36th) Annual General Meeting of the Members of CREATIVE EYE LIMITED** (CIN : L99999MH1986PLC125721) will be held on Friday, 30th September, 2022 at 11.30 a.m. (IST) through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2022 including the Balance Sheet as at March 31, 2022, 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, 2022, the Report of Board of Directors and the Auditors’ Report thereon as circulated to the Members be considered and adopted.”

2. To appoint a Director in place of Mr. Sunil Gupta, (DIN 00278837), who retires by rotation and being eligible, offers himself for re-appointment.

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Sunil Gupta, (DIN 00278837), who retires by rotation at this meeting and, being eligible, offers himself for reappointment, be and is hereby reappointed as a Director of the Company.”

3. To re-appoint **M/s. NGS & Co LLP., Chartered Accountants, (ICAI Firm Registration No. 119850W)**, as the Statutory Auditors of the Company for a second term of five (5) year.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors, approval of the Members of the Company, be and is hereby accorded for the re-appointment of **M/s. NGS & Co LLP, Chartered Accountants, (ICAI Firm Registration No. 119850W)**, as the Statutory Auditors of the Company for their second term of five (5) years, to hold office from the conclusion of this 36th Annual General Meeting till the conclusion of 41st Annual General Meeting of the Company, on such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company.

SPECIAL BUSINESS:

4. **To re-appoint Mr. Dheeraj Kumar Kochhar as Chairman and Managing Director of the Company and in this regard pass the following resolution as a Special Resolution.**

“**RESOLVED THAT** in accordance with 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), approval of the members be and is hereby accorded to the re-appointment of Mr. Dheeraj Kumar (DIN 00018094), as Chairman (designated as Executive Chairman) and Managing Director of the Company for a further period of three years from the expiry of his present terms i.e. with effect from 01.06.2023 on the terms and conditions including remuneration as are set out in the Statement annexed to the Notice convening the meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee constituted by the Board) to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may be deem fit and as may be accepted to Mr. Dheeraj Kumar ,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. Dheeraj Kumar 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.



“FURTHER RESOLVED THAT pursuant to section 196(3) read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the Members of the Company be and is hereby accorded for continuation of holding of office of Managing Director by Mr. Dheeraj Kumar Kochhar (DIN: 00018094) upon attaining the age of 76 (Seventy Six) years and shall be entitled to the remuneration as passed in the stated resolution.

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”.

5. **To re-appoint Mrs. Zubu Kochhar as Wholetime Executive Director of the Company and in this regard pass the following resolution as a Special Resolution.**

“RESOLVED THAT in accordance with 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), approval of the members be and is hereby accorded to the re appointment of Mrs. Zubu Kochhar (holding DIN 00019868), as Executive Director of the Company for a further period of three years from the expiry of her present term of office i.e. with effect from 01.06.2023 on the terms and conditions including remuneration as are set out in the Statement annexed to the Notice convening the meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination & Remuneration Committee constituted by the Board) to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may be deem fit and as may be accepted to Mrs. Zubu Kochhar, 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 absence or inadequacy of profits in any financial year during the currency of tenure of service of Mrs. Zubu Kochhar as Whole time Executive 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 pursuant to section 196(3) read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the Members of the Company be and is hereby accorded for continuation of holding of office of Whole time Executive Director by Mrs. Zubu Kochhar (DIN: 00019868) upon attaining the age beyond 70 (Seventy) years and shall be entitled to the remuneration as passed in the stated resolution.

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”.

6. **To consider the Appointment of Mr. Vipin L Thakur(DIN: 07597681) as Non-Executive Independent Director of the Company and in this regard,pass the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149,150, 161(1) 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 , Regulation 17 and 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. Vipin L Thakur (DIN: 07597681), who was appointed as an Additional Director (Non-Executive Independent) of the Company by the Board of Directors with effect from 30th September, 2021 and who holds office up to the date of this Annual General Meeting in terms of Section 160(1) of the Act and in respect of whom the Company has received a notice signifying his intention to propose candidature for the office of Director of the Company and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and who is eligible for appointment as an Independent Director of the Company be and is hereby appointed as Non-Executive Independent Director of the Company to hold office for a term of 5 consecutive years with effect from 30th September, 2021 and is not liable to retire by rotation.”

7. **To Re-appoint Mrs. Matty Vishal Dutt as an Independent Director (Non Executive Director) for the 2nd term of 5 years 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), Mrs. Matty Vishal Dutt (DIN: 08004073), whose present term of office as Independent Director will expired on 1st December,2022 has given her consent for the re-appointment and has submitted a declaration that she 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 her 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 2nd December, 2022 and her term of office shall not be liable to retire by rotation.”

“**RESOLVED FURTHER THAT** pursuant to the provisions of Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval of member of the Company be and is hereby accorded for continuation of Mrs. Matty Vishal Dutt (DIN: 08004073) as an Independent Non-Executive Directors of the Company who will attain the age of 75 years on 18th January 2023.”

Registered Office:

By Order of the Board of Directors

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

Sd/-
Khushbu Shah
Company Secretary

Place: Mumbai

Date:- 10th August, 2022.

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. In view of COVID-19 pandemic, the Ministry of Corporate Affairs, Government of India (MCA), vide its General Circular No. 20/2020 dated 5th May 2020 read with General Circular No. 14/2020 dated 8th April, 2020 and General Circular No. 17/2020 dated 13th April, 2020 and General Circular No. 02/2021 dated 13th January, 2021, Circular No. 20/2021 dated 12th December, 2021, Circular No. 21/2021 dated 14th December, 2021 and Circular No. 02/2022 dated 5th May, 2022, and General Circular No. 03/2022 dated 5th May, 2022, and other applicable circulars dated May 13, 2022, January 15, 2021 and May 12, 2022 issued by the Securities and Exchange Board of India (SEBI), has allowed the Companies to conduct the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without physical attendance of the Members to the AGM venue. In accordance with the said circulars of MCA, SEBI and applicable provisions of the Act and SEBI LODR Regulations, the 36th AGM of the Company shall be conducted through VC/ OAVM. 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. 14 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. In compliance with 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, the AGM Notice and Annual Report are being sent only through electronic mode to Members whose e-mail address is registered with the depository participant(s). Further, 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 2021-22 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 <https://www.evoting.nsdl.com>
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 Saturday, September 24, 2022 to Friday, September 30, 2022 (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. Members holding physical shares are also requested to update their mandate as per the SEBI circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR2021/665 dated November 3, 2021 for the purpose of updating the PAN, KYC details and Nomination details (including declaration to opt out) to the Registrar and Share Transfer Agent of the Company. i.e. Kfin Technologies Limited.
13. Members can avail the facility of nomination in respect of shares held by them in physical form pursuant to the

provisions of Section 72 of the Companies Act, 2013. Members desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to RTA of the Company. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.

14. 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 15 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 1800 1020 990 or 1800 22 44 30.
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 investorscel@yahoo.com between 10th September, 2022 to 27th September, 2022. 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., Friday, 30th September, 2022.

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 Monday, September 26, 2022 (9:00 a.m.) and ends on Thursday, 29th September, 2022 (5:00 p.m.). During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, September 23, 2022 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. Friday, September 23, 2022
 - V. The Board of Directors at their meeting have appointed Mr. Kaushal Doshi, Proprietor of M/s Kaushal Doshi & Associates, Practicing Company Secretary (FCS: 10609) 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.: 1800 1020 990 or 1800 22 44 30.
 - 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"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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.
	<ol style="list-style-type: none"> If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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.

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.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

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?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
- A new screen will open. You will have to enter your User ID, 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:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your 'initial password'?
 - 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'.
 - 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:

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

- 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.
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.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Amit Vishal 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 investorscl@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 investorscl@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. 4.

Mr. Dheeraj Kumar Kochhar chairman and Managing Director of the Company has been associated with the Company since long term. He is a graduated from Films and Television Institute of India, Pune and has over 50 years of experience in the media and entertainment industry in various roles as an Actor, Director and Producer. Considering his experience, knowledge and contributions made in the growth of the Company and as recommended by Nomination & Remuneration Committee and approved by Audit Committee, the Board of Directors of the Company in its meeting, has re-appointed him as Chairman and Managing Director for a further period of 3 years from the expiry of his present terms of the office i.e. w.e.f. 1st June, 2023.

Pursuant to section 196(3) read with Schedule V of the Companies Act, 2013 if a managing or Whole Time Director has attained the age of 70 years then his appointment/continuation needs to be approved by a special resolution passed by the Company in General Meeting otherwise Central Government approval is required. Mr. Dheeraj Kumar Kochhar, (DIN: 00018094) has attained the age of 76 years. Your directors in their meeting have approved his Re-appointment as Chairman and Managing Director and recommended the above resolution for approval of the Shareholders as a Special Resolution.

The broad particulars of remuneration payable to and the terms of the respective appointments, of Shri Dheeraj Kumar during the tenure of their respective re-appointment are as under:-

The detailed terms and conditions regarding remuneration to be paid to them 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 Chairman & Managing Director of the Company for a period of 3 years from 1st June. 2023
- c) Salary: In the Scale of Rs. 1,50,000/- to Rs. 3,50,000/- per month. The Nomination and Remuneration Committee/ Board of Directors will 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 Rs. 3,25,000/- 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 Dheeraj Kumar 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.

Item No. 5

Mrs. Zuby Kochhar, Whole Time Director of the company has been associated with the company since many years, taking in view her long association with the Company and vast experience and as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee, the Board of Directors of the Company in its meeting held on 10th August, 2022 re-appointed her as Whole Time Director (designated as Executive Director) of the Company for a further period of 3 year form the expiry of present term of office i.e. w.e.f. 1st June, 2023 on the terms and conditions as explained in resolution as set out in item no. 5 of this notice subject to the approval of the members of the Company and on the remuneration determined by the Nomination and Remuneration Committee of the Board of Directors.

Pursuant to section 196(3) read with Schedule V of the Companies Act, 2013 if a managing or Whole Time Director has attained the age of 70 years then her appointment/continuation needs to be approved by a special resolution passed by the Company in General Meeting otherwise Central Government approval is required. Mrs. Zuby Kochhar (DIN: 00019868) has attained the age of 71 years. Your directors in their meeting have approved her Re-appointment as Wholetime Executive Director and recommended the above resolution for approval of the Shareholders as a Special Resolution.

Terms & Conditions of appointment and remuneration of Smt. Zuby Kochhar as Executive Whole time Director

- a) General: The Executive Director shall conduct the day-to-day management of the Company subject to the supervision, direction and control of the Board.
- b) Term: She shall hold office as the Executive Director of the Company for a period of 3 years from 1st June, 2023.
- c) Salary: In the Scale of Rs. 1,00,000/- to Rs. 2,00,000/- per month. The Nomination and Remuneration Committee/ Board of Directors will determine the amount of Salary payable from time to time depending on the performance of the Executive Director, profitability of the Company and other relevant factors.

The Salary approved by the Nomination and Remuneration Committee is Rs. 1,51,000/- 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 Whole Time 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 any amendment thereof.
- e) Other Terms and Conditions:
- 1) Leave: She 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) Smt. Zuby Kochhar shall be liable to retire by rotation as an Executive Director, subject to section 152 of the Companies Act, 2013.
 - 3) The Executive 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.

ADDITIONAL INFORMATION FOR ITEM NO 4 and 5.

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 appointee
		A) Mr. Dheeraj kumar Kochhar
1.	Background details	Mr. Dheeraj Kumar is the promoter director of the Company. He is a graduated from Films and Television Institute of India, Pune and has over 50 years of experience in the media and entertainment industry in various roles as an Actor, Director and Producer. He has successfully produced TV Serials in all major Indian Languages, e.g. Hindi, Punjabi, Telugu, Tamil, Kannada, Malayalam, Gujarati etc. Having more than 35 years of experience in all aspects of film and TV Serial making, as Chairman and Managing Director, he maintains total interaction from floor level to top level in all aspects of planning and creativity. There has been a tremendous growth in the operations of the Company during his tenure due to his competence and experience.
2.	Past Remuneration	Rs. 3,25,000/- per month
3.	Recognition or awards	Under the guidance of Mr. Dheeraj Kumar Kochhar, the Company has won various awards. He is also the Winner of several awards as an actor.
4.	Job profile and his suitability	Mr. Dheeraj Kumar Kochhar is the Chairman and Managing Director of the Company. 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 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 same remuneration of Rs.3,25,000/- per month to Mr. Dheeraj Kumar Kochhar w.e.f 1 st June, 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 Managing Director, Mr. Dheeraj Kumar Kochhar does not have any other direct or indirect pecuniary relationship with the Company. except that he is one of the Promoters and relative of the Whole Time Director of the Company. He is also among the major shareholders of the Company.



B) Mrs. Zubby Kochhar		
1.	Background details	Mrs. Zubby Kochhar is the promoter director of the Company. She has worked with Air India as a Sr. Check Hostess for 17 years and had produced many T.V. Serials and Video Films. She looked after the Conceptualisation, Creative aspects & execution of programmes for various projects related to Media .
2.	Past Remuneration	Rs. 1,51,000/- per month
3.	Recognition or awards	Under the guidance of Mrs. Zubby Kochhar, the Company has won various awards.
4.	Job profile and his suitability	Mrs. Zubby Kochhar is the whole time Director of the Company. She is actively involved in the business of the Company and manages day to day affairs. she provides her expertise in different areas of business of the Company. Taking into consideration her expertise, she is best suited for the responsibilities currently assigned to her by the Board of Directors.
5.	Remuneration proposed	The Company proposes to pay the same remuneration of Rs.1,51,000 /- per month to Mrs. Zubby Kochhar w.e.f 1 st June, 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 Whole time Director, Mrs. Zubby Kochhar does not have any other direct or indirect pecuniary relationship with the Company. except that she is one of the Promoters and relative of the Managing Director of the Company. She is also among the major shareholders of the Company.
III Other information		
1.	Reasons of loss or inadequate profits	The Company reported loss due to major impact of pandemic which is one of the big cause for the loss during the year under review. The company would have performed better in terms of its business operation if the pandemic would not have affected.
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 since the Company is more optimistic to perform better 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 by way of explanatory statement as given above. (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.

Item No. 6.

Pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, the Board of Directors (the Board) has appointed **Mr. Vipin L Thakur (DIN: : 07597681)** as an Additional Director (Independent) of the Company with effect from 30th September, 2021, who holds office upto the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of **Mr. Vipin L Thakur** for the office of Director of the Company. **Mr. Vipin L Thakur** is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Nomination and Remuneration Committee has recommended the appointment of **Mr. Vipin L Thakur** as an Independent Director for a period of five consecutive years with effect from 30th September, 2021 and he shall not be liable to retire by rotation. The Company has received a declaration from **Mr. Vipin L Thakur** stating that he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act including under Rule 6(3) of Companies (Appointment and Qualifications of Directors) Rules, 2014 for inclusion of his name in Independent Director's Database and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

Mr. Vipin Laxminarayan Thakur Aged 49 years, holds a degree of C.A. (Chartered Accountants). He is a practicing Chartered Accountant and a proprietor of M/S Vipin L Thakur & Co., Mumbai, Since more than 20 years. He is having immense and vast experience in the field of Accounts, Finance and Taxations etc. He is also having a deep understanding and knowledge of Business.

Brief profile of Mr. Vipin Laxminarayan Thakur as stipulated under Regulation 36(3) of the Listing Regulations is given as an annexure to this Notice. Mr. Vipin Laxminarayan Thakur is independent of the management and possesses appropriate skills, experience and knowledge, inter alia, in the field of leadership and governance, business and senior management. In the opinion of the Board, he fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations. Keeping in view his expertise and vast knowledge, it will be in the interest of the Company to appoint Mr. Vipin Laxminarayan Thakur as an Independent Director, not liable to retire by rotation.

None of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested (financially or otherwise), in this resolution. The Board recommends the Ordinary Resolution, as set out in Item No.6 of the Notice, for approval by the Members.

Item No.7

In accordance with Section 149(10) and (11) of the Companies Act, 2013 ('the Act'), an Independent Director shall hold office for a term up to five years on the Board of the Company, but shall be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such re-appointment in the Boards' Report.

Mrs. Matty Vishal Dutt (DIN: 08004073) was appointed as an Independent Director of the Company with the approval of shareholders at the Annual General Meeting ('AGM') of the Company held on September 29, 2018, for a tenure of 5 years .

Mrs. Matty Vishal Dutt, aged 74 years, is B.A honours. She is a Fashion Designer & leading Fashion garment exporter in India since last 40 years. She has depth Experience and Knowledge of Business. Based on her skills, experience, knowledge and performance evaluation and recommendation of the Nomination and Remuneration Committee at its meeting held on August 10, 2022, the Board, in line with the Company's policy on Director's appointment and remuneration has proposed the re-appointment of Mrs. Matty Vishal Dutt (DIN: 08004073) as an Independent Director for a second term of five consecutive years commencing from 2nd December, 2022.

Mrs. Matty Vishal Dutt, is aged 74 years. Mrs. Matty Vishal Dutt would be attaining the age of 75 years on 18th January 2023. In view of the provisions of Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements), (Amendment) Regulations, 2018, for the continuation of Mrs. Matty Vishal Dutt as a Non-Executive Independent Director, consent of the Members is hereby accorded by way of a Special Resolution.

The Company has received a notice in writing pursuant to Section 160 of the Act, from a Member signifying his intention to propose the candidature of Mrs. Matty Vishal Dutt (DIN: 08004073) as an Independent Director, to be re-appointed under the provisions of Section 149(10) of the Act. The Company has received requisite consent/declarations for Re-appointment of Mrs. Matty Vishal Dutt (DIN: 08004073) as an Independent Director as required under the Act and rules made thereunder.



In the opinion of the Board and based on the Board's evaluation, Mrs. Matty Vishal Dutt fulfils the conditions specified in the SEBI Listing Regulations, the Act and the Rules framed thereunder for her re-appointment as an Independent Director from the Company and she is independent of the Management.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mrs. Matty Vishal Dutt (DIN: 08004073) as an Independent Director, the Board recommends the resolution set forth in Item No. 7 relating to the re-appointment of Mrs. Matty Vishal Dutt as an Independent Director of the Company, who shall be not liable to retire by rotation.

A brief profile and other information as required under Regulation 36 of SEBI Listing Regulations and Secretarial Standard-2 issued by ICSI is provided as Annexure to this Notice.

Except Mrs. Matty Vishal Dutt, no other director(s) and Key Managerial Personnel(s) or their relatives, is in any way, concerned or interested, financially or otherwise, in 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
Website : www.creativeeye.com

By Order of the Board of Directors

Sd/-
Khushbu Shah
Company Secretary

Place: Mumbai**Date:- 10th August,2022.****Additional information on Directors seeking appointment/re-appointment at the 36th 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	Sunil Gupta	Dheeraj Kumar	Zuby Kochhar	Mr. Vipin Laxminarayan Thakur	Matty Vishal Dutt
DIN	00278837	00018094	00019868	07597681	08004073
Date of Birth	09/06/1975	27/09/1946	15/03/1951	31/08/1972	18/01/1948
Date of Appointment/ Reappointment on the Board	01/09/2020	1/06/2023	1/06/2023	30/09/2021	02/12/2022
Qualifications	C.A.	Graduates from Film and Television Institute of India, Pune	Post Graduate	C.A.	B.A

Name of the Director	Sunil Gupta	Dheeraj Kumar	Zuby Kochhar	Mr. Vipin Laxminarayan Thakur	Matty Vishal Dutt
Brief resume of the director	Mr. Sunil Gupta is a Whole Time Director and serving as chief financial officer and chief operating officer of the company. He is associated with company since June 2001. He 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	Mr. Dheeraj Kumar is Chairman and Managing director of the Company. He is a graduated from Films and Television Institute of India, Pune and has over 50 years of experience in the media and entertainment industry in various roles as an Artist, Director and Producer.	Mrs. Zuby Kochhar is Whole time Director of the Company. She has worked with Air India as a Sr. Check Hostess for 17 years and had produced many T.V. Serials and Video Films. She has vast experience and knowledge production, creativity and business affairs.	Mr. Vipin Laxminarayan Thakur Aged 49 years, holds a degree of C.A. (Chartered Accountants). He is a practicing Chartered Accountant and a proprietor of M/S Vipin L Thakur & Co., Mumbai, Since more than 20 years. He is having immense and vast experience in the field of Accounts, Finance and Taxations etc. He is also having a deep understanding and knowledge of Business.	Mrs. Matty Vishal Dutt is Independent Director of the Company. Mrs. Matty Vishal Dutt is B.A honours. She is a Fashion Designer & leading Fashion garment exporter in India since last 35 years. She has depth Experience and Knowledge of Business.
Nature of Expertise in specific functional Areas	Finance, Business Planning, Strategy, Operations and Business Development	Creative, Business Planning and Development	Creative, Production and Execution	Accounts, Finance, Taxation and other Business Matters.	Business and Finance
Disclosure of relationship between directors interse	NIL	Husband of Mrs. Zuby Kochhar ,Whole time Director	Wife of Mr. Dheeraj Kumar Kochhar, chairman and Managing Director.	NIL	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	NIL	NIL	NIL
No. of Shares Held in the Company	NIL	3919682	7140150	NIL	NIL
Number of Board Meetings attended during the year 2021-2022	6	6	5	2	6