



Creative Eye Limited



Annual Report 2013 - 14

Board of Directors

Mr. Dheeraj Kumar
Chairman & Managing Director

Mrs. Zuby Kochhar
Executive Director

Mr. M. R. Sivaraman
Non Executive Director

Mr. Shiv S. Sharma
Non Executive Director

Mr. T.K. Choudhary
Non Executive Director

Corporate Directory

Registered and Corporate Office

CIN: L99999MH1986PLC125721
"Kailash Plaza", Plot No.12-A,
Opp. Laxmi Industrial Estate,
New Link Road, Andheri (West),
Mumbai- 400 053
Tel.: 022 2673 2613 (7 lines)
Fax: 022 2673 2296
E-Mail: contact@creativeeye.com
Website: www.creativeeye.com

Company Secretary

Ms. Jinal Sheth

Auditors

Uttam Abuwala & Co.,
Chartered Accountants, Mumbai

Bankers

Oriental Bank of Commerce
Santacruz (west), Mumbai

Registrar and Transfer Agents

Karvy Computershare Pvt. Ltd.
46, Avenue-4, Street-1,
Banjara Hills, Hyderabad- 500 034
Tel.: 040 23312454
Fax: 040 23311968
Website: www.karvy.com



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Annual General Meeting

Tuesday, 30th September, 2014
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.



NOTICE

NOTICE is hereby given that the Twenty Eight Annual General Meeting of the Members of **CREATIVE EYE LIMITED** (CIN : L99999MH1986PLC125721) will be held on Tuesday, 30th September, 2014 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 31st March 2014, 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 M/s. Uttam Abuwala & Co., Chartered Accountants, as the Auditors of the company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS

3. 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 Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 **Mr. Shiv Shankar Sharma (holding DIN 01678453)** Director of the Company whose period of office is not liable to determination by retirement of directors by rotation and in respect of whom the company has received a notice in writing from himself proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31st March, 2019

4. 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 Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 **Mr. Tukaram Kashiram Choudhary (holding DIN 00077181)** Director of the Company whose period of office is not liable to determination by retirement of directors by rotation and in respect of whom the company has received a notice in writing from himself proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31st March, 2019

5. 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 Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 **Mr. Sivaraman Ramanathan (holding DIN 00020075)** Director of the Company whose period of office



NOTICE (contd.....)

is not liable to determination by retirement of directors by rotation and in respect of whom the company has received a notice in writing from himself proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31st March, 2019

6. To Consider and if, thought fit, to pass with or without modification, the following resolution as a Special Resolution.

“RESOLVED THAT Mr. Dheeraj Kumar, who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Managing Director of the Company”.

“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 Company be and is hereby accorded to the re-appointment of **Mr. Dheeraj Kumar (holding DIN 00018094)**, as Managing Director of the Company for a period of three years with effect from 1.06.2014 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 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 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”.

7. To Consider and if, thought fit, to pass with or without modification, the following resolution as a Special Resolution.

“RESOLVED THAT Mrs. Zuby Kochhar, who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Executive Director of the Company”.

“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 Company be and is hereby accorded to the re appointment of **Mrs. Zuby Kochhar (holding DIN 00019868)**, as Executive Director of the Company for a period of three years with effect from 1.06.2014 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 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. Zuby 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;



Creative Eye Limited

NOTICE (contd.....)

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

By Order of the Board of Directors

Sd/-

Jinal Sheth

Company Secretary

Registered Office:

CREATIVE EYE LIMITED

(CIN: L99999MH1986PLC125721)

Kailash Plaza, Plot No.12-A, Opp. Laxmi Industrial Estate,

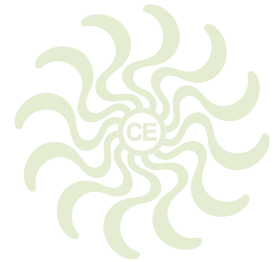
New Link Road, Andheri (West), Mumbai - 400 053, India

Tel: 022 26732613 (7 Lines); Fax : 022 2673 2296

E-mail: contact@creativeeye.com;

Website : www.creativeeye.com

Date: 30th May, 2014





NOTICE (contd.....)

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. 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.
3. Members/proxies should bring the attendance slips duly filled in and PHOTO ID proof for attending the meeting.
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 for the year ended 31st March, 2014, may send their queries 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.
7. The Register of Members and Share Transfer books of the Company will remain closed from Tuesday, 23rd September, 2014 to Tuesday, 30th September, 2014 (both days inclusive).
8. While members holding shares in physical form may write to the Registrar and Transfer Agents, (M/s. Karvy Computershare Private Limited) for any changes in their addresses and bank mandates, members holding shares in electronic form may inform the same to their Depository Participants.
9. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
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 2013-2014 with Notice of Twenty Eighth 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 2013-2014 with Notice of Twenty Eighth Annual General Meeting of the Company is being sent in the permitted mode. The Annual Report may also be accessed on the Company's Corporate Website www.creativeeye.com.
12. **E-Voting :**
In compliance with Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 28th Annual General Meeting (AGM) by electronic means and all the business may be transacted through e-Voting Services provided by Karvy Computershare Private Limited.

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

The E-voting period for all items of business contained in this Notice shall commence from Tuesday, 23rd September, 2014 at 9.30 a.m. and will end on Thursday, 25th July, 2014 at 5.30 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 22nd August, 2014, may cast their vote electronically. The e-voting module shall be disabled by Karvy Computershare Private Limited 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 22nd August, 2014.

13. The Board of Directors at their meeting have appointed Mr. Kaushal Doshi, Practising Company Secretary as Scrutinizer to conduct the E-voting in a fair and transparent manner. The Scrutinizer shall within a period of not exceeding 3 working days from the conclusion of voting period, shall unblock the votes in presence of two witness, who are not in employment of the Company and after scrutinising such votes received shall make a Scrutinizers report of the votes cast in favor or against or invalid votes in connection with the resolution(s) mentioned in the Notice of the Meeting and submit the same forthwith to the Chairman of the Company.
14. 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 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 NSDI :- 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 from 9:30 am on Tuesday, 23rd September, 2014 to 5:30 pm on Thursday, 25th September, 2014.
- 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

No matter how good of a woman you are, you will never be good enough to a man who isn't ready.



NOTICE (contd.....)

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 number, 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., 'Creative Eye Limited'.
- 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/FIIs/Trust/Mutual Funds/Banks, etc) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to scrutinizer.cel@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.".

By Order of the Board of Directors

Sd/-

Jinal Sheth

Company Secretary

Registered Office:

CREATIVE EYE LIMITED

(CIN: L99999MH1986PLC125721)

Kailash Plaza, Plot No.12-A, Opp. Laxmi Industrial Estate,

New Link Road, Andheri (West), Mumbai - 400 053, India

Tel: 022 26732613 (7 Lines); Fax : 022 2673 2296

E-mail: contact@creativeeye.com;

Website : www.creativeeye.com

Date: 30th May, 2014

Love life and life will love you back.

**NOTICE (contd.....)****EXPLANATORY STATEMENT AS PER CLAUSE 49 OF LISTING AGREEMENT**

Name of the Director	Dheeraj Kumar	Zuby Kochhar
DIN	00018094	00019868
Date of Birth	27/09/1946	15/03/1951
Type of appointment	Director Retiring by Rotation	Director Retiring by Rotation
Date of Appointment/ Re-appointment	01/06/2011	01/06/2011
Areas of Specialization	Creative and Business Development	Creative and Execution
Qualifications	Graduate from Films and Television Institute of India, Pune	Post Graduate
No. of Shares Held in the Company	7140150	3995544
List of Directorship held in outside Public Limited Companies	1	1
Chairman/member of the Committee of the Board of Directors of this Company	1	NIL
Chairman/member of the Committee of the Board of Directors of other Companies	NIL	NIL
Justification for appointment	Vast Business Experience	Deep Business Knowledge

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**ITEM No. 3**

Mr. Shiv Shankar Sharma is a Non Executive Director of the Company. He joined the Board of Directors of the Company in January 2001. Mr. Shiv Shankar Sharma is the member of the Audit Committee, Stakeholder Relationship Committee and Nomination and Remuneration Committee.

Mr. Shiv S Sharma possesses a B.A. and M.A. degree and has done a course on TV production from Scotland. He has been the Director General, Doordarshan for three years and retired in the year 1991 from this post. As Director General, he was the first Indian elected as Director, National Academy of Television Sciences and Arts, New York. He is been actively involved in the Media processing.

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

Mr. Shiv Shankar Sharma retires by rotation at the ensuing Annual General Meeting under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provision of the Companies Act 2013, Mr. Sharma being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term up to 31st March, 2019. A notice has been received from Mr. Shiv S Sharma, proposing himself as a candidate for the office of Director of the Company.



NOTICE (contd.....)

In the opinion of the Board Mr. Shiv Sharma 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.

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

Except Mr. Sharma being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No 3. The Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange.

Item No. 4

Mr. Tukaram Kashiram Choudhary is a Non Executive Director of the Company. He joined the Board of Directors of the Company in March 2006. Mr. T. K. Choudhary is the Chairman of the Audit Committee, Stakeholder Relationship Committee and Nomination and Remuneration Committee.

Mr. Choudhary has done his M.A. External (Sociology) He is an Ex –IPS officer and retired DPG, Maharashtra.

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

Mr. Tukaram Kashiram Choudhary retires by rotation at the ensuing Annual General Meeting under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provision of the Companies Act 2013, Mr. Choudhary being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term up to 31st March, 2019. A notice has been received from Mr. Choudhary proposing himself as a candidate for the office of Director of the Company.

In the opinion of the Board Mr. T. K. Choudhary 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.

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

Except Mr. Choudhary being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No 4. The Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange.