



# Creative Eye Limited

## NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that the **Extraordinary General Meeting ("EGM")** of the Members of **CREATIVE EYE LIMITED** ("the Company") will be held on **Friday, 13<sup>th</sup> February 2026 at 11.30 am** through **[Video Conferencing (VC) / Other Audio-Visual Means (OAVM)]**, in compliance with the applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to transact the following business:

### **SPECIAL BUSINESS**

#### **Item No. 1**

- 1. To consider and approve the appointment of Mr. Ashutosh Dheeraj Kumar Kochhar (DIN: 11251298) as Managing Director of the Company and in this regard pass the following resolution as Special Resolution.**

**"RESOLVED THAT** pursuant to the provisions of Sections **196, 197, 203** and other applicable provisions of the Companies Act, 2013 read with Schedule V thereto, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to such approvals as may be required, the consent of the Members be and is hereby accorded for the appointment of Mr. Ashutosh Dheeraj Kumar Kochhar (DIN: 11251298) as Managing Director and Key Managerial Personnel of the Company for a period of 5 years with effect from 13<sup>th</sup> February 2026, on the terms and conditions including remuneration as set out in the Explanatory Statement annexed hereto.

**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company be and are hereby authorised to do all acts, deeds and things including any statutory filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto."

#### **Item No. 2**

- 2. To consider and approve appointment of Statutory Auditor - M/s STDJ & Co., Chartered Accountants and in this regard pass the following resolution as Ordinary Resolution.**

**"RESOLVED THAT** pursuant to the provisions of Sections **139, 142** and other applicable provisions of the Companies Act, 2013, the consent of the Members be and is hereby accorded to appoint M/s STDJ & Co., Chartered Accountants (Firm Registration No. 136551W) ("STDJ"), as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. NGS & Co. LLP, Chartered Accountants, Firm Registration No. 119850W/W100013, to hold office from the conclusion of this Extraordinary General Meeting till the next Annual General Meeting of the Company and that they shall conduct the statutory audit for the period ended 31<sup>st</sup> March, 2026 and such other review / audit / certification work as may be required, on such remuneration as may be fixed by the Board of Directors in consultation with STDJ.

**RESOLVED FURTHER THAT** Board of Directors of the Company be and are hereby authorized to decide and finalize the terms and conditions of appointment, including remuneration of the STDJ.



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**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company be and are hereby authorised to do all acts, deeds and things including any statutory filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto."

### Item No. 3

**To consider and approve appointment of Mr. Sachin Devare (CA) as Chief Financial Officer and in this regard pass the following resolution as Ordinary Resolution.**

**"RESOLVED THAT** pursuant to the provisions of Section 203 of the Companies Act, 2013 and Regulation 17(1)(c) of SEBI LODR Regulations, the consent of the Members be and is hereby accorded for the appointment of Mr. Sachin Devare as Chief Financial Officer (CFO) and Key Managerial Personnel of the Company with effect from 13<sup>th</sup> February 2026, on the terms and conditions as approved by the Board.

**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company be and are hereby authorised to do all acts, deeds and things including any statutory filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto."

### Item No. 4

**To consider and approve appointment of M/s. Kirty Vaidya & Associates (Practising Company Secretary) as Secretarial Auditors of the Company and in this regard pass the following resolution as Ordinary Resolution.**

**"RESOLVED THAT** pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 24A of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 [including any statutory modification(s) or re-enactment (s) thereof for the time being in force] and other applicable Regulations, and pursuant to the recommendation of the Board of Directors of the Company, M/s. Kirty Vaidya & Associates., Peer Reviewed firm of Company Secretaries holding FCS -12940 ("Secretarial Auditors"), be and are hereby appointed as the Secretarial Auditors of the Company to hold office from the conclusion of this Extraordinary General Meeting till the next Annual General Meeting of the Company on such remuneration as may be determined by the Board of Directors;

**RESOLVED FURTHER THAT** Board of Directors of the Company be and are hereby authorized to decide and finalize the terms and conditions of appointment, including remuneration of the Secretarial Auditors.



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**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company be and are hereby authorised to do all acts, deeds and things including any statutory filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto."

**Yours faithfully,**  
**By Order of the Board**  
**For CREATIVE EYE LIMITED**

**Sd/-**

**Ashutosh Kochhar**  
**Whole-time director**  
**DIN: 11251298**



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### NOTES:

1. The Ministry of Corporate Affairs ("MCA") has vide its General Circular dated September 19, 2024, read together with circulars dated September 25, 2023, December 28, 2022, May 5, 2022, December 14, 2021, December 8, 2021, January 13, 2021, May 5, 2020, April 13, 2020 and April 8, 2020 (collectively referred to as "**MCA Circulars**") and the Securities and Exchange Board of India ('**SEBI**') vide its Master Circular dated November 11, 2024 read with Circular dated October 03, 2024 and other applicable circulars issued in this regard (hereinafter referred to as "**SEBI Circulars**") and in compliance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Extraordinary General Meeting ("EGM") of the Company is being conducted through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") on **Friday, February 13, 2026 at 11.30 a.m. (IST)**. and hence physical attendance of the Members to the EGM venue is not required. National Securities Depositories Limited ('NSDL') will be providing facility for voting through remote e-voting, for participation in the EGM through VC / OAVM facility and e-voting during the EGM. 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](http://www.creativeeye.com).
2. The Explanatory Statement pursuant to Section 102 of the Act with respect to Item nos. 1 to 4 of the Notice is annexed hereto. The relevant details required under Regulation 36(3) of the Listing Regulations and Secretarial Standard - 2 ('**SS-2**') on General Meetings issued by the Institute of Company Secretaries of India in respect of the Managing Directors seeking appointment at this EGM, are also annexed to this Notice.
3. As the EGM shall be conducted through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this EGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
4. In accordance with MCA and SEBI Circulars the EGM Notice and notes are being sent only in electronic mode to Members whose e-mail address is registered with the depository participant(s). Physical copy of EGM Notice and notes 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 notes will also be available on the Company's website [www.creativeeye.com](http://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](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of NSDL [www.evoting.nsdl.com](http://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 [compliancecelnew@gmail.com](mailto:compliancecelnew@gmail.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 EGM, 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 [compliancecelnew@gmail.com](mailto:compliancecelnew@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).



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7. In accordance with Regulation 40 of the SEBI Listing Regulations, as amended, the Company has stopped accepting any fresh transfer requests for securities held in physical form. Further, SEBI had vide its aforesaid Circular mandated listed companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate, claim from Unclaimed Suspense Account, Renewal / Exchange of securities certificate, Endorsement, Sub division / Splitting of securities certificate, Consolidation of securities certificates / folios, Transmission and Transposition. Accordingly, Members are requested to make service requests in prescribed Form ISR-4 or ISR-5 as the case may be. The said forms can be downloaded from the website of the Company and RTA, as available on the website of Company's RTA.
8. Nomination facility as per the provisions of Section 72 of the Act is available to individuals holding shares in the Company. Members can nominate a person in respect of all the shares held by him/her singly or jointly. Members holding shares in physical form and who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the website of the Company's RTA. Members holding shares in electronic form may approach their respective DPs for completing the nomination formalities.
9. Online Dispute Resolution (ODR) Portal was introduced by SEBI vide its Circular no. SEBI/HO/OIAE/OIAE\_IAD- 1/P/CIR/2023/131 dated July 31, 2023 (updated as on December 28, 2023), which is in addition to the existing SCORES 2.0 portal which can be utilized by the investors and the Company for dispute resolution. Please note that the investors are advised to initiate dispute resolution through the ODR portal at <https://smartodr.in/login>, only if the Company does not resolve the issue itself or it is not resolved through SCORES 2.0 portal.
10. 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 [compliancecelnew@gmail.com](mailto:compliancecelnew@gmail.com). All the relevant documents referred to in the Notice calling the EGM are available on the website of the Company for inspection by the Members.
11. Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
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 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).
13. 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.



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### 14. INSTRUCTIONS FOR JOINING THE EGM THROUGH VC / OAVM ARE AS FOLLOWS:

#### A. PROCEDURE FOR JOINING THE EGM THROUGH VC / OAVM:

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, EGM shall be conducted through VC / OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the EGM 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. The facility of participation at the EGM 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 EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the EGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at [www.creativeeye.com](http://www.creativeeye.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).



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7. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.

### **B. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period begins on Tuesday 10<sup>th</sup> February, 2026 at 9:00 A.M. and ends on Thursday, 12<sup>th</sup> February, 2026, at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, 6<sup>th</sup> February, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, 6<sup>th</sup> February, 2026.

#### **How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which 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"><li>1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider</b> 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 &amp; voting during the meeting.</li><li>2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' section , this will prompt you</li></ol>



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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.

3. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
4. 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 (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.
5. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

### NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website [www.cdsindia.com](http://www.cdsindia.com) and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.



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	<ol style="list-style-type: none"><li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li><li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdsindia.com">www.cdsindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li><li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdsindia.com">www.cdsindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li></ol>
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.



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**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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****.



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	c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***	
5. Password details for shareholders other than Individual shareholders are given below:			
a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.			
b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.			
c) How to retrieve your 'initial password'? (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'. (ii) If your email ID is not registered, please follow steps mentioned below in <b>process for those shareholders whose email ids are not registered</b> .			
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password: a) Click on " <u><a href="#">Forgot User Details/Password?</a></u> " (If you are holding shares in your demat account with NSDL or CDSL) option available on <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a> . b) <u><a href="#">Physical User Reset Password?</a></u> (If you are holding shares in physical mode) option available on <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a> . c) If you are still unable to get the password by aforesaid two options, you can send a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> mentioning your demat account number/folio number, your PAN, your name and your registered address etc. d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.			
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.			
8. Now, you will have to click on "Login" button.			
9. After you click on the "Login" button, Home page of e-Voting will open.			



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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join 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 [kirthee.vaidya@gmail.com](mailto:kirthee.vaidya@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://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](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to Ms. Rimpa Bag at [evoting@nsdl.com](mailto:evoting@nsdl.com)



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### 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 [compliancecelnew@gmail.com](mailto:compliancecelnew@gmail.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 [compliancecelnew@gmail.com](mailto:compliancecelnew@gmail.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.com](mailto:evoting@nsdl.com) 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 EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM 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 EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
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 EGM shall be the same person mentioned for Remote e-voting.

### INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on



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VC/OAVM link placed under Join 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. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [compliancecelnew@gmail.com](mailto:compliancecelnew@gmail.com) . The same will be replied by the company suitably.
6. Those shareholders who have registered themselves as a Speaker by sending confirmation at [compliancecelnew@gmail.com](mailto:compliancecelnew@gmail.com), will only be allowed to ask questions relating to the items of business, during the meeting. The Company reserves the right to restrict the number of questions and speakers depending on the availability of time for the EGM.



## Creative Eye Limited

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL BUSINESS

#### Item No.: 1

#### Appointment of Mr. Ashutosh Dheeraj Kumar Kochhar (DIN: 11251298) as Managing Director of the Company

Mr. Ashutosh Kochar (DIN: 11251298) has been serving the Company as a Whole-Time Executive Director and has made significant contributions in the areas of strategy, operations, and corporate governance. In order to strengthen the leadership team and drive long-term growth, the Board of Directors, at its meeting held on 20<sup>th</sup> January, 2026 has approved the appointment of Mr. Ashutosh Kochar as Managing Director of the Company for a period of 5 years, with effect from 13<sup>th</sup> February 2026, subject to the approval of the Members.

The proposed appointment and remuneration have been determined by the Board of Directors in accordance with the provisions of Sections 196, 197, 198 and 203 of the Companies Act, 2013, read with Schedule V thereof. The remuneration structure has been recommended considering his experience, expertise, and the industry benchmarks.

#### Terms & Conditions of appointment and remuneration of Mr. Ashutosh Dheeraj Kumar Kochhar as Managing Director

- a) General: The Managing Director shall conduct the day-to-day management of the Company.
- b) Term: He shall hold office as the Managing Director of the Company for a period of 5 years from 13<sup>th</sup> February, 2025.
- 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 Managing 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) 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



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3) **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) Mr. Ashutosh Dheeraj Kumar Kochhar shall be liable to re-appointed a Managing Director.
- 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.

### ADDITIONAL INFORMATION FOR ITEM NO. 1

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



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II	Information about the Appointee	
	<b>A) Mr. Ashutosh Dheeraj Kumar Kochhar</b>	
1.	Background details	Mr. Ashutosh Kochhar is a graduate with a B.A. in Film, Television and New Media Production from Mumbai. He has a rich and extensive background in the media and entertainment sector, with strong expertise in business operations and management, creativity, planning and overall corporate affairs.
2.	Past Remuneration	Not Applicable
3	Recognition or awards	-
4	Job profile and his suitability	Mr. Ashutosh Kochhar holds a Bachelor of Arts (Film, Television and New Media Production) degree from Mumbai, He brings a vast and rich experience in the media and entertainment industry particularly in areas like digital content strategy, production oversight, Creativity and revenue diversification having demonstrated expertise across multiple domains, including strategy, planning and operations management. His deep understanding of the industry's dynamics and his knowledge of media and operational affairs make him exceptionally well-suited to guide the Company's strategic direction.
5	Remuneration proposed	The Company proposes to pay the remuneration of Rs.1,51,000 /- per month to Mr. Ashutosh Dheeraj Kumar Kochhar w.e.f 13 <sup>th</sup> February, 2026 as Managing Director.
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. Ashutosh Dheeraj Kumar Kochhar does not have any other direct or indirect pecuniary relationship



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			with the Company. except that he is relative of Chairman and Executive Director of the Company.
III		<b>Other information</b>	
	1.	Reasons of loss or inadequate profits	The media and entertainment sector is with lots of challenges, inherently dynamic and intensely competitive, making business growth a challenge. However, this volatility also fosters innovation, pushing us to evolve, differentiate, and excel. The uncertainty and unforeseen cannot be estimated.
	2.	Steps taken or proposed to be taken for improvement	<p>The management is focusing on strategic differentiation and adaptation. By leveraging emerging digital platforms and content innovations, we are well-positioned to capture new market opportunities and strengthen our competitive edge. For that purpose, the Company has entered into Memorandum of Understanding with M/s. Swami Films for protection, management and monetisation of the Company's digital content library across digital platforms such as YouTube, Facebook, Instagram and other similar platforms. It is proposed to start three (3) you tube channels i.e (i) Om Namah Shivay (ii) Creative Eye Limited and (iii) Dheeraj ji ki yaadein.</p> <p>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.</p>
	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		<b>Disclosures</b>	



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	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.
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The Board is of the opinion that the appointment of Mr. Ashutosh Kochhar as Managing Director is in the best interest of the Company and recommends passing of the Resolution as Special Resolution.

None of the Directors, except Mr. Ashutosh Kochhar, or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

### Item No. 2

#### To consider and approve appointment of Statutory Auditor - M/s STDJ & Co., Chartered Accountants

M/s. NGS & Co. LLP, Chartered Accountants Firm Registration No. 119850W/W100013, have resigned as Statutory Auditors citing reasons that they are unable to continue as auditors of the company due to their pre-occupation assignments. This has resulted into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by Section 139(8) of the Companies Act, 2013. Casual vacancy caused by the resignation of auditor shall be approved by the shareholders in General Meeting within three months from the date of recommendation of the Board of Directors of the Company. The Board of Directors of the Company recommended through the resolution passed on 20/01/2026, the appointment of M/s STDJ & Co., Chartered Accountants (Firm Registration No. 136551W) as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. NGS & Co. LLP. Accordingly, shareholders' approval by way of Ordinary resolution is sought.

M/s STDJ & Co., have conveyed their consent for being appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013 and shall satisfy the criteria as provided under section 141 of the Companies Act, 2013.

The Board of Directors of the Company recommends the passing of the resolution in Item No. 02 of the notice as Ordinary resolution.



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None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of this Notice.

### **Item No. 3**

#### **To consider and approve appointment of Mr. Sachin Devare (CA) as Chief Financial Officer**

The Board of Directors of the Company, at its meeting held on 20<sup>th</sup> January, 2026, approved the appointment of Mr. Sachin Davare as Chief Financial Officer (CFO) and Key Managerial Personnel of the Company with immediate effect, pursuant to the provisions of Section 203 of the Companies Act, 2013 and Regulation 17(1)(c) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board, after considering the qualifications, experience, and expertise of Mr. Sachin Davare in the field of finance, accounting, and corporate management, is of the opinion that his appointment as CFO will be in the best interest of the Company and will strengthen the financial governance and compliance framework of the Company.

#### **Brief profile of the appointee:**

- Name: Mr. Sachin Devare
- Qualification: SChartered Accountant (Membership No. 639914) | SET | M.Com
- Experience: A visionary Chartered Accountant and Finance Strategist with over 18 years of comprehensive experience in financial controllership, statutory compliance, and corporate governance. Proven track record in navigating complex financial landscapes for diverse entities, including Co-operative Societies, LLPs, Companies and Banking institutions.
- Date of appointment: 13<sup>th</sup> February, 2026
- Term – Whole Time
- Remuneration: As per terms approved by the Board/Remuneration Committee.

The Board of Directors of the Company recommends the passing of the resolution in Item No. 03 of the notice as Ordinary resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives, except Mr. Sachin Devare as an Additional director of the Company, are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of this Notice.



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### Item No. 4

#### **To consider and approve appointment of M/s. Kirty Vaidya & Associates (Practicing Company Secretary) as Secretarial Auditors of the Company**

M/s. Kaushal Doshi & Associates, (Practicing Company Secretary), have resigned as Secretarial Auditors of the Company citing reasons that they are unable to continue as Secretarial Auditors of the Company due to their pre-occupation assignments. This has resulted into a casual vacancy in the office of Secretarial Auditors of the Company as envisaged by Section 204 of the Companies Act, 2013. Casual vacancy caused by the resignation of Secretarial Auditors shall be approved by the shareholders in General Meeting within three months from the date of recommendation of the Board of Directors of the Company. The Board of Directors of the Company recommended through the resolution passed on 20/01/2026, the appointment of M/s. Kirty Vaidya & Associates (Practicing Company Secretary) Peer Reviewed firm of Company Secretaries holding FCS -12940 as the Secretarial Auditors of the Company to fill the casual vacancy caused by the resignation M/s. Kaushal Doshi & Associates. Accordingly, shareholders' approval by way of Ordinary resolution is sought.

M/s. Kirty Vaidya & Associates, have conveyed their consent for being appointed as the Secretarial Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013 and shall satisfy the criteria as provided under the Companies Act, 2013.

The Board of Directors of the Company recommends the passing of the resolution in Item No. 04 of the notice as Ordinary resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of this Notice.

**Yours faithfully,**

**By Order of the Board**

**For CREATIVE EYE LIMITED**

**Sd/-**

**Ashutosh Kochhar  
Whole-time director  
DIN: 11251298**