CREATIVE EYE LIMITED

October 16, 2017.

The DCS–CRD,
Bombay Stock Exchange Limited
Pheeroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001

The DCS–CRD,
National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor
Plot No- 'C' Block, G Block
Bandra-Kurla Complex
Mumbai-400051

Sub: Submission of Annual Report under Regulation 34 of SEBI (Listing Obligation & Disclosures Requirements) Regulation, 2015.

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

Dear Sir,

Pursuant to provision of Regulation 34 of the Securities and Exchange Board of India (Listing Obligation & Disclosures Requirements) Regulation, 2015, please find enclosed herewith the Annual Report of the Creative Eye Limited for the Financial year 2016-17,duly approved by the members of the company in 31st AGM of the Company.

Further it may kindly be noted that the copy of Annual Report for the year 2016-17 can be downloaded from our website www.cretativeeye.com .

You are requested to kindly take note of the above.

Thanking you

Yours Faithfully,
For Creative Eye Limited

CREATIVE EYE LIMITED MUMBAI

Khushby

Khushbu Shah
Company Secretary & Compliance Officer

Encl: As Above

Creative Eye Limited

Annual Report 2016-17

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

Company Secretary

Ms. Khushbu G Shah

Auditors

Uttam Abuwala & Co.,
Chartered Accountants, Mumbai

Bankers

Oriental Bank of Commerce
Santacruz (west), Mumbai

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

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

Annual General Meeting

Wednesday, 27th September, 2017
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.

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NOTICE

NOTICE is hereby given that the **Thirty First Annual General Meeting** of the Members of **CREATIVE EYE LIMITED** (CIN : L99999MH1986PLC125721) will be held on **Wednesday, 27th September, 2017 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 2017, 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 Re-appoint Mrs. Zuby Kochhar, (DIN 00019868) as a director, who retires by rotation at this Annual General Meeting and being eligible has offered herself for re-appointment.

3. To appoint Statutory Auditors in place of Auditors retiring on rotational basis and fix their remuneration by passing, with or without modification(s), the following resolution as an Ordinary Resolution.

   "RESOLVED THAT pursuant to Section 139,142 and other applicable provisions, if any ,of the Companies Act, 2013 read with the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time beign in force) M/s. **NGS & Co. LLP** ,Chartered Accountants (Firm Registration No 119850W) Mumbai be appointed as Statutory Auditors of the Company, in place of retiring auditors M/s Uttam Abuwala & Co., Chartered Accountants (Firm Registration No. 111184W) Mumbai, to hold office for the period of 5 years from the conclusion of 31st AGM till the conclusion of 36th AGM, subject to ratification by Equity Shareholders every year, at such remuneration to be determined by the Board of Directors of the Company."

SPECIAL BUSINESS:

4. To appoint Mr. Mukesh Sharma as an Independent Director (Non Executive Director) and in this regard, pass the following resolution as an Ordinary Resolution:

   "**RESOLVED THAT** pursuant to the provisions of Sections 149,150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Mukesh Sharma (DIN: 07840699), who was appointed as an Additional (Independent) Director of the Company by the Board of Directors with effect from 5th July, 2017 and who holds office up to the date of this Annual General Meeting in terms of Section 161 (1) of the Act and in respect of whom the Company has received a notice in writing along with the requisite deposit from a member under Section 160 of the Companies Act,2013 signifying his intention to propose candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (Five) years upto 4th July, 2022 not liable to retire by rotation".

5. 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** pursuant to 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 Chairman and Managing Director of the Company for a period of three years with effect from 1.06.2017 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 in the event of absence 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.

   RESOLVED FURTHER THAT as per the Schedule V Part I (c) of the Companies Act, 2013 the consent of the Shareholders be and is hereby accorded for continuation of Mr. Dheeraj Kumar (holding DIN 00018094), Managing Director of the

NOTICE (contd....)

Company as per terms and conditions specified in the resolution to be passed by the shareholders at this 31st Annual General Meeting of the Company even though he has attained the age of seventy one years and shall be entitled to the remuneration as specified in the item no. 5 of Explanatory Statement of the Notice."

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 re-appoint Mrs. Zuby Kochhar as Whole time Executive Director of the Company and in this regard pass the following resolution as a Special Resolution.

"**RESOLVED THAT** pursuant to 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 Whole time Executive Director of the Company for a period of three years with effect from 1.06.2017 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;

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. Zuby 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 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/-
Khushbu G. Shah
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

Place: Mumbai
Date:- 21st August, 2017

Do not follow where the path may lead. Go instead where there is no path and leave a trail.

NOTICE (contd....)

NOTES:

1. A member entitled to attend and vote at the annual general meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the company**.** A person can act as a proxy on behalf of members not exceeding fifty members and holding in the aggregate not more than ten percent of the total equity share capital of the Company carrying voting rights. A member holding more than ten percent of the total equity share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The instrument appointing a proxy should be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the meeting.
2. Members/proxy holders are requested to bring the attendance slips duly filled in and PHOTO ID proof for attending the meeting.
3. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Annual General Meeting is annexed.
4. Members who hold their shares in dematerialized form are requested to write their client ID and DP ID number and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the meeting.
5. In case of joint holders attending the Annual General Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Members who wish to obtain information on the Financial Statements, Accounts and operations of the company for the year ended 31 March, 2017 are requested to address their queries/questions in writing at least seven days before the AGM to the Chief Compliance Officer & Company Secretary at the registered office of the Company or at Email ID: investorscel@yahoo.com.
7. Pursuant to Section 91 of the Companies Act, 2013 the Register of Members and Share Transfer books of the Company will remain closed from Thursday, 21st September 2017 to Wednesday, 27th September 2017 (both days inclusive).
8. While members holding shares in physical form are requested to notify change in their address, if any, quoting their folio number to the Registrar and Share Transfer Agents (M/s. Karvy Computershare Private Limited) and members holding shares in dematerialized/electronic form are requested to intimate all changes, pertaining to their bank details, ECS mandate, email address, nominations, change of address/ name etc to their Depository Participants.
9. Corporate Members intending to send their authorized representatives to attend the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the meeting. A person so authorized shall have the right to vote, on behalf of the body corporate which he or she represents.
10. Consequent to the introduction of Section 56 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 2016-2017 with Notice of Thirty first 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 2016-2017 with Notice of Thirty first Annual General Meeting of the Company is being sent in the permitted mode as per the registered address of the members. The Annual Report may also be accessed in the Company's Corporate Website : **www.creativeeye.com**.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Registrar.
13. Members are requested to bring their copies of Annual Report to the meeting.

NOTICE (contd....)

14. **E-Voting :**

    A. In compliance with Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 the Company is pleased to provide members facility to exercise their right to vote at the Thirty First Annual General Meeting (AGM) by electronic means and all the business may be transacted through e-Voting Services provided by Karvy Computershare Private Limited .

    B. The E-voting period for all items of business contained in this Notice shall commence from Saturday, the 23rd September, 2017 at 9.00 a.m. and will end on Tuesday, the 26th September, 2017 at 5.00 p.m. During this period equity shareholders of the Company holding shares either in physical form or in dematerialised form as on the cutoff date of 20nd September, 2017, may cast their vote electronically. The e-voting module shall be disabled by Karvy for voting there after. Once the vote on a resolution is cast by any Member, he/she shall not be allowed to change it subsequently. The voting rights of Members shall be in proportion to their equity shareholding in the paid up equity share capital of the Company as on 20th September, 2017.

15. The facility for voting by way of Ballot / Poll paper shall also be made available at the venue of the AGM and members attending the AGM who have not already cast their vote by e-voting shall be able to exercise their right at the AGM.

16. The Members who have cast their vote by e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

17. The voting rights of Members either by way of e-voting prior to the AGM or by way Ballot / Poll paper at the AGM shall be in proportion to their equity shareholding in the paid up equity share capital of the Company as on the Cut-off date of 20th September, 2017.

18. The Board of Directors at their meeting have appointed **Mr. Kaushal Doshi, Proprietor of M/s Kaushal Doshi & Associates, Practicing Company Secretary (ACS: 32178)** as Scrutinizer to conduct the E-voting Process as well as Ballot/ Poll paper voting process in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.

19. The Results of E-voting shall be declared at the AGM of the Company and the results along with Scrutinizer's report shall be placed on the website of the Company thereafter and shall also be communicated to the Stock Exchanges. The Resolutions shall be deemed to be passed, if approved, on the date of AGM

PROCEDURE AND INSTRUCTIONS FOR E-VOTING

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

1) Open your web browser during the voting period and navigate to 'https://evoting.karvy.com'

2) Enter the login credentials (i.e., user-id & password) mentioned on the Postal Ballot Form. Your folio/DP Client ID will be your User-ID.

User – ID	For Members holding shares in Demat Form:- a) For NSDL :- 8 Character DP ID followed by 8 Digits Client ID b) For CDSL :- 16 digits beneficiary ID For Members holding shares in Physical Form:- • Event no. followed by Folio Number registered with the company
Password	Your Unique password is printed on the Admission Slip / 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 Saturday, the 23rd September, 2017 at 9.00 a.m. and will end on Tuesday, the 26th September, 2017 at 5.00 p.m.

NOTICE (contd....)

5) After entering these details appropriately, click on "LOGIN".

6) Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z).one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Computershare Private Limited e-Voting platform. System will prompt you to change your password and update any contact details like mobile #, email ID etc on 1st login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

7) You need to login again with the new credentials.

8) On successful login, system will prompt to select the 'Event' i.e., 'Company Name'.

9) If you are holding shares in Demat form and had logged on to "https://evoting.karvy.com" and casted your vote earlier for any company, then your exiting login id and password are to be used.

10) On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting .Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the shareholder do not wants to cast, select 'ABSTAIN'

11) After selecting the resolution you have decided to vote on, click on "SUBMIT".A confirmation box will be displayed .If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

12) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.

13) Corporate/Institutional Members (corporate /FIs/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 cs.kaushalcel@gmail.com with copy to evoting@karvy.com. The file scanned image of the Board Resolution should be in the naming format "Corporate Name_ Event no.".

By Order of the Board of Directors

Sd/-
Khushbu G. Shah
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

Place: Mumbai
Date:- 21st August, 2017

Between the great things we cannot do and the small things we will not do, the danger is that we shall do nothing.

NOTICE (contd....)

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

Name of the Director	**Dheeraj Kumar**	**Zuby Kochhar**	**Mukesh Sharma**
DIN	00018094	00019868	07840699
Date of Birth	27/09/1946	15/03/1951	01/03/1957
Date of first Appointment on the Board	28/07/1986	28/07/1986	05/07/2017
Qualifications	Graduates from Film and Television Institute of India, Pune	Post Graduate.	Master in Broadcast Journalism.
Brief resume of the director	Mr. Dheeraj Kumar is Chairman and Managing director of the Company. He is a graduate from Films and Television Institute of India, Pune and has over 35 years of experience in the media and entertainment industry in various roles as an Artist, Director and Producer.	Mrs. Zuby Kochhar is the promoter and 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.	Mr. Mukesh Sharma is Additional Independent Director of the Company. He is Master in Broadcast Journalism and Rtd. Additional Director of Doordarshan. He is Mumbai based and has got vide experience in the field of media & entertainment.
Nature of Expertise in specific functional Areas	Creative and Business Development	Creative and Business Execution	Media Business Planning, Strategy and Finance
Disclosure of relationship between directors inter-se	Husband of Mrs. Zuby Kochhar ,Whole time Executive Director	Wife of Mr. Dheeraj Kumar Kochhar , Chairman and Managing Director.	NIL
Names of other listed entities in which the person also holds the directorship and the membership/ Chairmanships of Committees of the Board	NIL	NIL	NIL
No. of Shares Held in the Company	3995544	7140150	NIL

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

ITEM No. 4.

Mr. Mukesh Sharma was appointed as an Additional (Independent) Director of the Company w.e.f. 5th July, 2017. Mr. Mukesh Sharma, aged 60 years, having 34 years of experience in Media and Entertainment also he has directed feature films and numerous television programmes, live and recorded. He has Conceptualised, produced and directed successful socially empowering TV events for Doordarshan over a period of 17 years. Mr. Mukesh Sharma has done Masters in Broadcast Journalism and Participated in the workshop at British Council, New Delhi, organised by the Media South Asia Project, on the theme “Redefining Public Interest Communication.”

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Mukesh Sharma holds office as such upto the date of this Annual General Meeting. In terms of provisions of Section 149,150 and 152 of the Companies Act, 2013, an Independent Director of a Company can be appointed for a term of 5 (Five) consecutive years and shall not be liable to retire by rotation. Mr. Mukesh Sharma has given requisite declaration pursuant to Section 149(7) of the Companies Act, 2013 to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. The Company has also received a notice along with requisite deposit from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director. In the opinion of the Board, Mr. Mukesh Sharma proposed to be appointed as an Independent Director, fulfills the conditions specified in the Companies Act, 2013 and the rules made there under and is independent of the management. Brief resume of Mr. Mukesh Sharma as stipulated under Regulation 36 (3) of SEBI (Listing

NOTICE (contd....)

Obligations and Disclosure requirements) Regulations, 2015 is given in the Annexure to the Notice. The Board recommends the Ordinary Resolution as set out at item no. 4 of the Notice for approval of the shareholders. Except, Mr. Mukesh Sharma, none of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested in the said resolution.

ITEM No. 5.

Mr. Dheeraj Kumar Kochhar Chairman and Managing Director of the Company has been associated with the Company since long term. He is a graduate from Films and Television Institute of India, Pune and has over 35 years of experience in the media and entertainment industry in various roles as an Artist, Director and Producer. The current tenure of Mr. Dheeraj Kumar Kochhar, Managing Director expired on 31st May 2017. Considering his vast experience, deep 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 held on 30th May, 2017, has reappointed him as Managing Director for a further period of 3 years w.e.f. 1st June, 2017 on revised remuneration.

As per the requirement of the Schedule V Part I (c) 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 71 years. Your directors in their meeting held on 30th May, 2017 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 01st June, 2017.

c) Salary: In the Scale of ₹ 1,50,000/- to ₹ 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 ₹ 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.

NOTICE (contd....)

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. 6.

The tenure of Mrs. Zuby Kochhar as Whole Time Director of the Company expired on 31st May, 2017. Taking in view her long association with the Company and vast experience and understanding of media & entertainment business 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 30th May, 2017 re-appointed her as Whole Time Director (designated as Executive Director) of the Company for a further period of 3 year w.e.f. 1st June, 2017 on the terms and conditions as explained in resolution as set out in item no. 6 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.

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 Whole Time Director of the Company for a period of 3 years from 01st June, 2017.

c) Salary: In the Scale of ₹ 1,00,000/- to ₹ 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 ₹ 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, 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.

NOTICE (contd....)

ADDITIONAL INFORMATION FOR ITEM NO 5 and 6.

The details as required under Clause (A) of Part II Section II of Schedule V of the Companies Act, 2013 are given below:

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 and programs, 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 Directors** **A) Mr. Dheeraj kumar Kochhar**		
	1.	Background details	Mr. Dheeraj Kumar is the founder promoter and Chairman & Managing Director of the Company. He is a graduate from Films and Television Institute of India, Pune and has over 35 years of experience in the media and entertainment industry in various roles as an Artist, Director and Producer. He has successfully produced TV Serials in all major Indian Languages, e.g. Hindi, Telugu, Tamil, Kannada, Malayalam, Gujarati etc. for all major broadcasters. 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, administration 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	₹ 2,62,250/- 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, 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 remuneration of ₹ 3,25,000/- per month to Mr. Dheeraj Kumar Kochhar w.e.f 1st June, 2017 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 and size of the company.
	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 founder Promoters and relative of the Whole Time Executive Director of the Company. He is also among the major shareholders of the Company.
	B) Mrs. Zuby Kochhar		
	1.	Background details	Mrs. Zuby Kochhar is the founder promoter and executive 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 programs for various projects related to Media .
	2.	Past Remuneration	₹ 1,31,000/- per month.

NOTICE (contd....)

	3.	Recognition or awards	Under the guidance of Mrs. Zuby Kochhar, the Company has won various awards.
	4.	Job profile and his suitability	Mrs. Zuby 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 and vast experience 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 remuneration of ₹1,51,000 /- per month to Mrs. Zuby Kochhar w.e.f 1st June, 2017 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 and size of the company.
	7.	Pecuniary relationship directly or indirectly with the company, or relationship with managerial personnel, if any	Except receiving remuneration as Whole time Director, Mrs. Zuby Kochhar does not have any other direct or indirect pecuniary relationship with the Company except that she is one of the Founder Promoters and relative of the Chairman & Managing Director of the Company. She is also among the major shareholders of the Company.
III	**Other information**		
	1.	Reasons of inadequate profits	The inadequate amount of profit was largely due to stiff competition in the Media and Entertainment industry. The profitability is being affected due to unforeseen and circumstance beyond the control of the company to face the existing challenges of media business.
	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 to safe guard the company against all odds. The company is expected to perform well in future.
	3.	Expected increase in productivity and profits in measurable terms	The Company hopes to increase in revenue and profits 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.

Save and except the, none of the other Directors of the Company is any way, concerned or interested in the said resolution.

Your Directors recommend the resolutions set out at item Nos. 5 and 6 of the Notice for your approval.

By Order of the Board of Directors

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

Sd/-
Khushbu G Shah
Company Secretary

Date:- 21st August, 2017

Directors' Report

Dear Members,

Your Board of Directors have great pleasure in presenting 31st Annual Report of your Company comprising the Audited Financial Statements for the year ended 31st March, 2017.

FINANCIAL HIGHLIGHTS:

The Financial Performance of your Company for the year ended March 31, 2017 is summarized below:

(₹ In Lacs)

PARTICULARS	31.03.2017	31.03.2016
Sales	**1731.94**	509.72
Less: Cost of Software	**1639.26**	483.97
Gross Profit	**92.68**	25.75
Other Income	**350.67**	124.54
Total	**443.35**	150.29
Less: Other Expenses before interest and Depreciation	**304.15**	248.58
Operating Profit/(Loss)	**139.20**	(98.29)
Less: Interest	**42.35**	18.18
Less: Depreciation	**45.54**	24.96
Net Profit/(Loss) before Tax	**51.31**	(141.43)
Less: Provision for Deferred Tax	**0.00**	0.00
Less: Current Tax (MAT)	**0.00**	0.00
Add: MAT Credit Entitlement	**0.00**	0.00
Less: Taxation Adjustments for earlier year	**0.73**	0.00
Net Profit/(Loss) after tax	**50.58**	(141.43)
Earning per share		
Basic	**0.25**	(0.71)
Diluted	**0.25**	(0.71)
Dividend Rate	**----**	---

OVERVIEW OF COMPANY'S FINANCIAL PERFORMANCE:

During the year under review, The Company has achieved a turnover of ₹ 1731.94 Lacs as against ₹ 509.72 Lacs achieved during the previous fiscal. The Company has reported a net profit after tax of ₹ 50.58 lacs as compared to net loss of ₹ 141.43 Lacs of last year.

TRANSFER TO RESERVES:

As on 31st March, 2017 Reserves and Surplus of your Company were at ₹ 27.17 Crores. During the financial year under review, your company has not transferred any amount to Reserves.

DIVIDEND

The Company wishes to retain its profits for future growth and expansion activities and hence, your company do not propose any dividend for the financial year under review.

MATERIAL CHANGES AND COMMITMENTS

There have been no material changes and commitments that have occurred after close of the financial year till the date of this report, which affect the financial position of the Company.

PUBLIC DEPOSIT

During the year under review your company has not accepted any public deposit.

CHANGE IN CAPITAL STRUCTURE

There has been no change in the capital structure during the year under review.

Directors' Report (contd....)

DIRECTORS AND KEY MANAGERIAL PERSONNEL:

The Board of Directors of the Company in its meeting held on 30th May 2017, re-appointed Mrs. Zuby Kochhar as Whole Time Director of the Company (designated as Executive Director) of the Company for a further period of three year w.e.f. 1st June, 2017 subject to the approval of shareholders also Mrs. Zuby Kochhar , Executive Director is liable to retire by rotation at this AGM and being eligible has offered herself for re-appointment.your Board recommend her re-appointment.

Further, the Board of Directors of the Company re-appointed Mr. Dheeraj Kumar Kochhar as chairman and Managing Director of the Company for a further period of three year w.e.f. 1st June, 2017, subject to the approval of shareholders. Your Board recommends for his re-appointment. As stipulated under the Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, brief resume of the Directors proposed to be appointed/re-appointed are given in the Notice convening Annual General Meeting.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013, Mr. Mukesh Sharma was appointed as an Additional Director designated as an Independent Director w.e.f. July 5, 2017 and he shall hold up to the date of the ensuing Annual General Meeting. The Company has received requisite notice in writing from a member proposing Mr. Mukesh Sharma for appointment as an Independent Director. Further Mr. Shiv S Sharma, Non executive Independent Director has resigned from the Board of Directors w.e.f. 5th July, 2017 due to ill health.

DECLARATION BY AN INDEPENDENT DIRECTOR(S)

Pursuant to section 134(3)(d) of the Companies Act,2013 your Company confirm having received necessary declarations from all the Independent Directors under section 149(7) of the Companies Act, 2013 declaring that they meet the criteria of independence laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

PARTICULARS OF PERSONNEL

The information required under pursuant to section 197 read with rule 5 of the Companies(Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of the Employee of the Company will be provided upon request. In terms of section 136 of the Act, the reports and Financial statements are beign sent to the members and others entitled thereto, excluding the information on employees particulars which is available for inspection by members at the registered office of the Company during Business hours on working day of the company upto the date of ensuing AGM. If any member is interested in inspecting the same, such member may write to company secretary in advance.

AUDITORS

A) Statutory Auditors

Statutory Audit: As per Section 139 of the Companies Act, 2013 M/s Uttam Abuwala & Co., Chartered Accountants, Mumbai, having Firm Registration No. 111184W, retiring on rotational basis as Statutory Auditors of the Company. Your Board places on record their appreciation for the services provided by M/s. Uttam Abuwala & Co., Chartered Accountants, as Statutory Auditors of the Company for over one decade.

Based on the recommendations of the Audit Committee and upon review of confirmations of satisfaction of criteria as specified in Section 141 of the Companies Act, 2013 read with Rule 4 of Companies (Audit & Auditors) Rules, 2014, your Board had, subject to approval of the Members at the ensuing Annual General Meeting, approved appointment of M/s. **NGS & Co. LLP**, Chartered Accountants (Firm Registration No. 119850W), Mumbai as Statutory Auditors of the Company in place of retiring Statutory Auditors.

A proposal for appointment of M/s **NGS & Co. LLP**, Chartered Accountants as Statutory Auditors of the Company for the period of 5 years from the conclusion of this AGM until conclusion of 36th AGM, subject to ratification by Equity Shareholders every year.

There are no qualifications or adverse remarks in the Auditors' Report which require any clarification/ explanation. The Notes on financial statements are self-explanatory, and needs no further explanation.

Further the Auditors' Report for the financial year ended, 31st March, 2017 is annexed with this annual report for your kind perusal and information.

B) Internal Auditor

In Compliance with the provisions of the section of 138 of the Companies Act, 2013, and based on Recommendation made by the Audit Committee, The company has appointed independent internal auditor M/s Poddar A. & Associates, Chartered

Directors' Report (contd....)

Accountants, Mumbai as Internal Auditors for the Financial Year 2016-2017 to conduct the internal audit of the company that reviews internal controls and operating systems and procedures. This ensures robustness and integrity of financial reporting, internal controls, allows optimal use and protection of assets, facilitates accurate and timely compilation of financial statements and management reports and ensures compliance with statutory laws, regulations and company policies.

C) Secretarial Auditor

During the year, Secretarial Audit was carried out by **Mr. Kaushal Doshi**, **Practicing Company Secretary (ACS No. 32178)** in compliance with Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The report of Secretarial Auditor forming part of this Annual report is given under (Annexure A) which does not contain any qualification, reservation or adverse remarks.

EXTRACT OF THE ANNUAL RETURN

The Extract of Annual Return as required under section 92(3) of the Companies Act, 2013 read with rule 12(1) of the Companies (Management and Administration) Rules, 2014, in the prescribed Form MGT-9 is given under Annexure –B for your kind perusal and information.

MEETINGS OF THE BOARD OF DIRECTORS

The Board meets at regular intervals to discuss and decide on Company's business policy and strategies apart from other routine matters. Your Company's Board of Directors met four times during the financial year under Review. Details of the meetings of Board of Directors and the attendance of the Directors at the meetings are provided in the Corporate Governance Report which is annexed with this annual report. The intervening gap between any two consecutive meetings was within the period prescribed under the Companies Act, 2013 and in compliance with listing regulation.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134 of the Companies Act, 2013, in relation to the Audited Financial Statements for the Financial Year 2016-2017, your Directors confirm that:

i) In the preparation of the annual accounts, the applicable accounting standards have been followed.

ii) The accounting policies have been consistently applied and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss account of the company for that period as disclosed in the enclosed accounts.

iii) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.

iv) The annual accounts on a "going concern" basis.

v) The internal financial controls are adequate and were operating effectively.

vi) The proper systems are made to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

LOANS, GUARANTEES AND INVESTMENTS

The Company has not given any Loan or Guarantee nor has made any Investment during the year under reporting attracting the provisions of Section 186 of the Companies Act, 2013, hence the said provision is not applicable to the Company.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All related party transactions entered during the year were in ordinary course of the business and on arm's length basis. No Material Related Party Transaction were entered during the year by your Company. During the FY 2016-17, there are no materially significant Related Party Transactions by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large. The details of the same are given in the notes to accounts forming part of the financial statements.

CORPORATE GOVERNANCE REPORT

As a Listed Company, necessary measures are taken to comply with the Listing Obligations & Disclosures Requirement, Regulations, 2015 with the Stock Exchanges. A report on Corporate Governance along with Certificate of compliance from the Statutory Auditors, forms an Integral part of this Annual Report.

In order to maximize shareholder value on a sustained basis, your Company has been constantly reassessing and benchmarking itself with well-established Corporate Governance practices besides strictly complying with the requirements of Securities

Directors' Report (contd....)

and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations,2015 ('Listing Regulations') and applicable provisions of Companies Act, 2013.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO

Considering the nature of business of the company, the particulars required to be furnished pursuant to applicable Section 134(3)(m) of the Companies act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 are not applicable to the company. There were no foreign exchange earnings and outgo during the current period.

RISK MANAGEMENT POLICY

The Company has laid down a well-defined Risk Management Policy covering the risk mapping, trend analysis, risk exposure, risk assessment & measurement, potential impact and risk mitigation process. A detailed exercise is being carried out to identify, evaluate, manage and monitoring of both business and non-business risk. The Board periodically reviews the risks and suggests steps to be taken to control and mitigate the same through a properly defined framework. At present, in the opinion of board of directors, there are no risk which may threaten the existence of the company.

MD/CFO CERTIFICATION:

Mr. Dheeraj Kumar Kochhar, Managing Director and Mr. Sunil Gupta, CFO, of the company have certified that all requirements of the listing obligations, inter alia, on review of financial statements and cash flow and establishing and maintain internal controls for the financial reporting for the year ended 31st March, 2017. The said certificate forms an integral part of this annual report.

REMUNERATION POLICY:

Pursuant to provisions of Section 178 of the Companies Act, 2013 read with Rules made there under, Regulation 19 of the Listing Regulations and on the recommendation of the Nomination and Remuneration Committee, the Board has adopted a Policy on criteria for appointment of Directors, Key Managerial Personnel, Senior Management and their remuneration.

CORPORATE SOCIAL RESPONSIBILITY

The company does not fall under the criteria of Section 135 of Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, hence the said provision is not applicable to the Company.

THE SEXUAL HARASSMENT OF WOMEN AT WORK PLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has zero tolerance for sexual harassment at workplace and has adopted a Policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there under. During the year under review no complaint relating to sexual harassment was received by the Company.

BOARD EVALUATION

Pursuant to the section 134(3) of Companies Act, 2013 and Schedule II part D of the Listing Obligation & Disclosures Regulations,2015, the Performance Evaluation of Independent Directors was done by the entire Board excluding the Director being evaluated and evaluation of the Board as a whole was done by Independent Directors based on various criteria recommended by Nomination & Remuneration Committee. The criteria devised for performance evaluation consists of maintaining confidentiality, maintaining transparency, participation in company meetings, monitoring compliances, sharing the knowledge and experience for the benefit of the Company.

ACKNOWLEDGEMENT

Your Directors wish to convey their thanks to its Stakeholders, Bankers, Customers , vendors, Government Authorities, regulatory authorities viz Ministry of Corporate Affairs, Reserve Bank of India, Securities Exchange Board of India, the Stock Exchanges and Depositories for their continued patronage during the year and place on record their appreciation of the contribution made by all the employees, during the year.

For and on behalf of the Board of Directors
Creative Eye Limited

Sd/-
Dheeraj Kumar Kochhar
Chairman & Managing Director
DIN-00018094

Place:Mumbai
Date: 21st August, 2017

Management Discussion and Analysis Report

INDUSTRY STRUCTURE AND DEVELOPMENTS.- MEDIA AND ENTERTAINMENT INDUSTRY

(Source: KPMG-FICCI Indian Media and Entertainment Industry Report 2017)

The Indian media and entertainment industry in 2016 was able to sustain a healthy growth on the back of strong economic fundamentals and steady growth in domestic consumption, coupled with growing contribution of rural markets across key segments. These factors aided the industry to grow at 9.1 per cent on the back of advertising growth of 11.2 per cent, despite demonetization shaving off 150 to 250 basis points in terms of growth across all sub-segments at the end of the year. FICCI-KMPG industry report pegs the growth of Indian M&E industry over the next five years at 13.9% CAGR, to 2,419 billion.

Television remains the prime medium of entertainment for the Indian consumer. During FY 17, time spent on watching television at individual and household levels stood at 158 and 287 minutes per day respectively, which remained stable through the year. During the year, there was an increase in viewership of news channels due to significant events, such as surgical strikes, state elections and demonetisation. Hindi GEC remains the most watched genre in the country. Meanwhile, regional channels continued to gain traction.

The big story in 2016 has been the evolution of FTA channels after expansion by BARC India of rural measurement in the television segment, coupled with the impact of the 4G rollout and the resulting price wars. Both these factors have resulted in media consumption penetrating deeper into India, resulting in a realignment of strategy by media companies and advertisers alike.

Digital is contributing lot in the media & entertainment sector and being seen as future growth medium in scaling up the operations.

Compared to 2016, the industry is projected to grow at a faster pace of 14 per cent over the period of 2017-21 with advertising revenues expected to increase at a CAGR of 15.3 per cent. The year 2017 is likely to witness a marginally slower rate of 13.1 per cent as the economy recovers from the lingering effects of demonetization and initial uncertainties arising from GST implementation.

GLOBAL ECONOMY OVERVIEW:

The global economy has been sluggish in 2016 with a growth rate of 2.6%, hampered by slow pick up in U.S. economy and slowdown in growth rates in china. In this global economic scenario, the Indian economy has been one of the brightest spot with an expected growth of 7.1 % in F.Y 2017 despite the late impact on account of demonetization. Further, domestic consumption has remained strong, accounting for around 70% of the GDP in F.Y 2017.

A strong economic fundamental coupled with growth in domestic consumtion has also aided the Indian M & E industry to maintain a growth of 11.6 percent over the last five years. Through demonetization adversely impacted the media and entertainment sectors performance in Q3 and Q4 2016.

KEY HIGHLIGHTS

Films

Films grew at a crawling pace of 3 per cent in 2016. The segment was impacted by decline in core revenue streams of domestic theatricals and satellite rights, augmented by poor box-office performance of Bollywood and Tamil Fims. Expansion of overseas markets, increase of depth in regional content and rise in acquisitions of digital content by over-the-top platforms are expected to be the future growth drivers that would help the segment bounce back at a forecasted CAGR of 7.7 per cent. However, factors such as dwindling screen count and inconsistent content quality could prove to be limiting factors.

Radio

Radio recorded a 14.6 per cent growth led by volume enhancements in smaller cities, partial roll out of batch 1 stations and a marginal increase in effective advertising rates. However, weak uptake in batch 2 auctions of FM radio Phase 3 and delays in the rollout of majority of batch 1 stations, coupled with adverse impact of demonetization, dampened the overall sentiment. Nevertheless, it is expected to be the fastest growing amongst the traditional mediums at a CAGR of 16.1 per cent, arising from operationalisation of new stations in both existing and new cities, introduction of new genres and radio transitioning into a reach medium.

Out of Home (OOH)

OOH is projected to grow at a CAGR of 11.8 per cent primarily driven by development of regional airports, privatisation of railway stations, growth in smart cities, setting up of business and industrial centers and growing focus on digital OOH.

Management Discussion and Analysis Report (contd....)

Animation and Visual Effects (VFX)

The industry grew at 16.4 per cent, driven majorly by a 31 per cent growth in VFX due to increase in outsourcing work, growing use of VFX in domestic productions and increase in demand for domestic animated content on television. The industry is estimated to grow at a CAGR of 17.2 per cent over 2017–21.

Print

The revenue growth rates of print continued to witness a slowdown at 7 per cent in 2016, as English newspapers remained under pressure. Regional language papers demonstrated strong growth, but were adversely affected by demonetization given their high dependence on local advertisers. Print is expected to grow at 7.3 per cent, largely driven by continued growth in readership in Indian languages markets and advertisers' condense in the medium, especially in the tier II and tier-III cities. Rise in digital content consumption poses a long-term risk to the industry.

Digital Advertising

Continuing to ride on a high growth trajectory with a 28 per cent growth in 2016, digital advertising has captured 15 per cent share in the overall advertising revenues, with a minor hiccup due to demonetization. 4G rollouts and the resultant data price wars are providing further impetus to the growth as digital consumption and habits are becoming more mainstream. It is projected to grow at a CAGR of 31 per cent to reach INR 294.5 billion by 2021, contributing 27.3 per cent to the total advertising revenues. Advancement in infrastructure, evolving audience measurement technology, leading to better content and lowering data costs, will drive user habits towards greater digital consumption, driving tremendous growth for the industry.

Television

The TV industry clocked a slower growth in 2016 at 8.5 per cent, attributed to tepid growth of 7 per cent in subscription revenues and a lower than estimated 11 per cent growth in advertising revenues.

A key theme in 2016 was the emergence of FTA channels as a key focus area following the expansion in rural measurement by BARC India and the resultant increased interest by both broadcasters and advertisers. Additionally, strong performance of sports properties and increased spending for the launch of 4G by telecom operators helped alleviate some of the pressure. The industry is expected to grow at a CAGR of 14.7 per cent over the next five years with advertising and subscription revenues projected to grow at 14.4 per cent and 14.8 per cent, respectively.

RISK AND CONCERNS

Risks are an inherent feature of any business. Creative Eye Limited being a proactive Company regularly identifies various risks associated with the Company and undertakes necessary actions to mitigate or minimize the effect of such risks.

The various risks associated with business the Company operates in are:

i) **Macro-economic risks**:

A slowdown in the global economic environment leads to slowdown in the overall infrastructure development and industry performance, which in turn may impact the Company performance. The current macro-economic scenario in India is very strong and favorable to industrial growth. Global economy though growing slowing seems to have stabilized. Moreover, the Company operates in the entertainment sector which is amongst the least impacted industry as it is driven by consumer sentiments.

ii) **Government Driving the change:**

Government policies and initiatives are creating a significant and lasting impact on M& E Industry, both directly and indirectly. However, implementation across the various measures have been a challenge, resulting in heart burn in the short to medium term.

iii) **Demonetisation:**

The Government of India's de-legalisation of high denomination currency notes leads to decline in consumption across sectors, such as Fast Moving Consumer goods (FMCG), Auto, Banking financial services and Insurance (BFSI) and Real estate. This led to a pull back on discretionary spends on marketing and advertising, the repercussion of which were felt across M& E Industry hence in such type of situation Business may have Negative imapact on the Revenue.

Management Discussion and Analysis Report (contd....)

iv) Technological Risks

Advancement of the technology for creation of the content is necessary with the new technologies being adopted by the competitors.

v) Ever-Changing Trends In Media Sector

Audience tastes are constantly evolving and difficult to predict with accuracy. People's tastes vary quite rapidly along with the trends and environment they live in. This makes it virtually impossible to predict whether a particular content would do well or not. With the kind of investments made in ventures, repeated non-performance of the shows would have an adverse impact on the bottom-line of the Company.

SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE

The Major segment of the Company's turnover is from production of TV Contents. Turnover of the segment is as follows:

(Amt in Lacs)

Segment	31st March 2017
TV Contents	1731.94
Total	**1731.94**

Profitability of the segment of the Company is given hereunder:

(Amt in Lacs)

Segment	Sales	Cost of Software	Gross Profit
TV Contents	1731.94	1639.26	92.68
Total	1731.94	1639.26	92.68

FUTURE PLAN/OUTLOOK

During the year under review, the Company had Telecast Comedy Serial "**Y.A.R.O. Ka Tashan** on Sony Sab TV Channel. The serial was during well in terms of performance and was maintaining good TRP on Sony Sab TV channel. "**Y.A.R.O. Ka Tashan"** went off the air in the month of May 2017 and telecast 214 episodes.

Your company is doing more research on concepts of various genre and quite hopeful to get more projects on various channels. The Company is developing lots of new ideas in mythological, historical, comedy and social genre which have been pitched to several channels and quite optimistic to get through soon.

The company is widening the scope in non-fiction genre too and moving forward in right direction to get success shortly. The company is focused to achieve the above targets so as to deliver better results which would enhance the value of all stakeholders.

The company is bringing known creative people and writers on board to expand its content reach.

Our larger aim is to emerge as the one of the largest and most influential entertainment providers in TV, Movies and the Digital platform. Towards this aim, we are growing our stature further, sustaining industry leadership in TV and building new platforms for growth in the Digital space - thereby creating a borderless and seamless world of entertainment.

To achieve this, we will continue to deliver high quality content covering the entire value chain. We will leverage our expertise across facts, target the audiences and make a digitally connected society. We will strengthen our existing platforms and building new ones, gauging viewer preferences. We will continue to align our content offerings, making a borderless and seamless world of entertainment, targeting growth in viewership and content consumption.

We continue to make concrete strategies to ensure that we leverage our leadership market position. We continue to create capabilities, infrastructure, content and platforms aligned to emerging consumer preferences and audience behavior. We are aligning our strategic priorities and tangible goals that will place us in a different orbit. Actions are geared towards not just thinking of what is, but thinking what can be. We are content producers and innovators. We create content that is relevant to diverse audiences and available across multiple platforms.

Management Discussion and Analysis Report (contd....)

FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The highlights of the financial performance of the Company for the financial year 2016-2017 are as under:

(Amt in Lacs)

Particulars	31.03.2017	31.03.2016
Income	**2082.61**	634.26
EBIDT	**139.20**	(98.29)
Interest	**42.35**	18.18
Depreciation	**45.54**	24.96
Profit/ (Loss) before tax	**51.31**	(141.43)
Taxation adjustment of earlier years	**0.73**	---
Profit/ (Loss) after tax	**50.58**	(141.43)

The operations/business and financial review in detail is covered in Directors report and is to be read as a part of this report itself.

HUMAN RESOURCES

The Company considers its committed and talented workforce as one of its most valuable and critical assets and key to driving sustainable performance and developing competitive advantage. In line with its business imperatives, the emphasis has been given to recruit the best talent, nurture, motivate and empower. Employees are also encouraged to participate in professional skills and training development courses. The Company values its human asset which is contributing in the growth of the company.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company's internal control systems are commensurate with the nature of its business and the size and complexity of its operations. These are routinely tested and certified by Statutory as well as Internal Auditors and cover key business areas. The Audit Committee reviews adequacy and effectiveness of the Company's internal control environment and monitors the implementation of audit recommendations, including those relating to strengthening of the Company's risk management policies and systems. The management of the company keeps reviewing periodically the system and policies being made to control the internal control of the organization to safe guard from external and internal risk.

CAUTIONARY STATEMENT

Any statement made in this Management Discussions and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be a forward-looking within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to Your Company's operation include the channels decision, changes in the government regulations, tax laws, statutes and other incidental factor.

ACKNOWLEDGEMENT

Your Directors wish to express their grateful appreciation for the valuable support and cooperation received from the lenders, Business associates, bank, Financial institutions, shareholders and society at large. Your Director also place on record their appreciation for the contribution, Commitment and dedication of the employees of the Company.

For and on behalf of the Board of Directors
Creative Eye Limited

Sd/-
Dheeraj Kumar
Chairman & Managing Director
DIN-00018094

Place : Mumbai
Date : 21st August, 2017

Report on Corporate Governance

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company is committed to adopt the best Corporate Governance practices and Endeavour continuously to implement the code of Corporate Governance in its true spirit. The philosophy of the Company in relation to Corporate Governance is to ensure transparency in all its operations, make disclosures and enhance shareholders' value without compromising in any way in complying with the laws and regulations. The Board of Directors, the Company's highest policymaking body, is committed in its responsibility for all decisions to all constituents, including investors, employees and regulatory authorities. The Company recognizes that the shareholders are ultimately the persons who are catalyst to the economic activities and also the ultimate beneficiaries thereof.

The Company strongly believes that good corporate governance ultimately leads to growth and competitive strength and the corporate governance norms are foundations of procedure at the Board and operational levels.

2. BOARD OF DIRECTORS

The Chairman & Managing Director of the Company is Executive & Promoter Director. The Board consists of total Five (5) Directors out of which Two (2) are Executive Directors and Three (3) are Independent & Non Executive Directors in terms of Regulation 17(1) of SEBI(Listing Obligation and Disclosure Requirements) Regulations, 2015.

None of the Directors on the Board are a member of more than ten Committees and Chairman of more than five Committees across all companies in which they are Directors as per the requirement of Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Particulars of Directors, the composition of the Board, their attendance at the Annual General Meeting and Board Meetings held during the Financial Year 2016-17 and also their other Directorships held in Indian Public Companies and Membership/ Chairmanship of various Board Committees of other Indian Public Companies as at March 31, 2017 are as under:

Name of Directors	Category	Number of shares held	Attendance Particulars		Number of other Directorships and Committee Member / Chairpersonships			
			Board Meetings (Total 4 Meetings)	Last AGM	Other Directorship (Excluding the alternate directorships & directorship in foreign and Pvt. Ltd. Companies)	Committee Memberships (Excluding the Company)	Committee Chairpersonship (Excluding the Company)	Disclosure of Relationship between Directors inter-se
Mr. Dheeraj Kumar **Chairman & Managing Director**	CMD	3995544	4	Yes	1	Nil	Nil	Husband of Mrs. Zuby Kochhar (ED)
Mrs. Zuby Kochhar **Whole-time Director**	E.D	7140150	4	No	1	Nil	Nil	Wife of Mr. Dheeraj Kochhar(CMD)
Mr. M.R. Sivaraman **Director**	I.N.E.D	-	4	Yes	1	1	1	NA
Mr. Shiv S. Sharma **Director**	I.N.E.D	-	3	No	0	Nil	Nil	NA
Mr. T.K. Choudhary **Director**	I.N.E.D	-	2	No	0	Nil	Nil	NA

CMD - Chairman & Managing Director, E.D - Executive Director, I.N.E.D – Independent Non-Executive Director.

The Board meetings are scheduled well in time and Board members are given notice well in advance before the meeting date. The Board members are provided with well structured and comprehensive agenda papers. All major agenda items are backed by in-depth background information and analysis, wherever possible, to enable the Board to take appropriate and informed decisions. The board has reviewed the compliance of all laws applicable to the company.

During the year Four (4) Board Meetings were held on 28.05.2016, 11.08.2016, 10.11.2016 and 11.02.2017.

Report on Corporate Governance (contd....)

3. FAMILIARISATION PROGRAMMES FOR THE INDEPENDENT DIRECTORS:

In Compliance with the requirements of SEBI Regulations, your Company has put in place a familiarisation programme for the Independent Directors to familiarise them with their role, rights and responsibilities as Directors, the working of the Company, nature of the industry in which the Company operates, business model, etc. It is also available on the Company website www.creativeeye.com

4. AUDIT COMMITTEE

Composition and Attendance at meeting.

The Board of the Company has constituted an Audit Committee comprising of three Independent, Non-Executive Directors viz. Mr. T. K. Choudhary, Mr. M. R. Sivaraman (Chairman) and Mr. Shiv S. Sharma. The Managing Director, Mr. Dheeraj Kumar is a permanent invitee to the meetings of the Audit Committee. The Company Secretary acts as Secretary of the Audit Committee.

The Audit Committee generally meets once in a quarter, inter-alia, to review the quarterly performance and the financial results. The Audit Committee met four times during the year on 28.05.2016, 11.08.2016, 10.11.2016 and 11.02.17.

The details of the composition, position and attendance at the Audit Committee meetings held during F.Y. 2016-17 are as under:

Name of Members	Position	No. of meetings held	No. of meetings Attended
Mr. M.R. Sivaraman	Chairman	4	4
Mr. Shiv S. Sharma	Member	4	3
Mr. T.K. Choudhary	Member	4	2

The meetings of the Audit Committee were also attended by the Statutory Auditors, Internal Auditors and Chief Financial Officer of the Company to provide information and answer the queries raised by the Committee members.

Terms of reference:

The Audit Committee of the Company, inter-alia, provides assurance to the Board on the adequacy of the internal control systems and financial disclosures. Apart from all the matters provided in Regulation 18(3) read with Part C of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and section 177 of the Companies Act, 2013, the Committee reviews reports of the Internal Auditors, meets Statutory Auditors periodically and discusses their findings, suggestions, internal control systems, scope of audit, observations of the Auditors and reviews accounting policies followed by the Company. The Committee reviews with the management, quarterly / half yearly and annual financial statements before its submission to the Board. The minutes of the Audit Committee meetings are placed and noted at the subsequent meeting of the Board of Directors of the Company.

5. NOMINATION AND REMUNERATION COMMITTEE

Composition

The Committee's constitution and terms of reference are in compliance with the provisions of Section 178 of the Companies Act, 2013, Regulation 19 read with Part D of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Nomination and Remuneration Committee consists of three Independent, Non-Executive Directors viz. Mr. M. R. Sivaraman (Chairman), Mr. Shiv S. Sharma and Mr. T. K. Choudhary .

Further, based on the requirements of the Act and the applicable the Listing Regulations, the constituted Committee has the following terms of reference:

1. Formulate the criteria for determining qualifications, positive attributes and independence of a director.
2. Recommend to the Board a policy relating to the remuneration for the directors (including specific remuneration packages for Executive Directors including pension rights and any compensation payment), key managerial personnel and other employees. While formulating the policy, it shall ensure that –
   (a) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;

Report on Corporate Governance (contd....)

(b) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks.

(c) Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals

3. Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal.

4. Carry out evaluation of every director's performance and key managerial performance.

5. Take steps to refresh the composition of the Board from time to time

Remuneration of Executive and Non-Executive Directors

The remuneration structure comprises of sitting fees to Non-Executive Directors and Salary & Perquisites paid to Executive Directors within the limit approved by the Members.

Details of the remuneration to the Directors for the year ended 31st March, 2017:

Name	Designation	Remuneration for 2016-17 (in ₹)				No. of shares held
		Salary	Sitting fees	Employer contribution to provident fund	Total	
Mr. Dheeraj Kumar	Chairman & Managing Director	3409250	Nil	188820	3598070	3995544
Mrs. Zuby Kochhar	Whole-time Director	1703000	Nil	94320	1797320	7140150
Mr. M.R. Sivaraman	Director	Nil	28000	Nil	28000	Nil
Mr. Shiv S. Sharma	Director	Nil	21000	Nil	21000	Nil
Mr. T. K. Choudhary	Director	Nil	14000	Nil	14000	Nil

The Company does not have any scheme for grant of stock options.

6. STAKE HOLDER RELATIONSHIP COMMITTEE

Composition:

Stake Holder Relationship Committee comprises of three Independent, Non-Executive Directors viz. Mr. M. R. Sivaraman (Chairman), Mr. Shiv S. Sharma and Mr. T. K. Choudhary .

During the year under review, Stakeholders Relationship Committee met on 11.02.2017 and approves all matters related to shares viz. transfers, transmissions, dematerialization and re-materialization of shares etc.

Terms of Reference:

The Stakeholder Relationship Committee of the Board is empowered to oversee the redressal of investors' complaints pertaining to share/debenture transfers, non-receipt of annual reports, interest/dividend payments, issue of duplicate certificates, transmission (with and without legal representation) of shares and debentures, matters pertaining to Company's fixed deposit program and other miscellaneous complaints. The Company Secretary is the Compliance Officer of the Company for matters relating to Shareholders, Stock Exchanges, SEBI and other related regulatory authorities.

During the year under review, all requests/ complaints were attended promptly and resolved to the satisfaction of the shareholders. No request for transfer and no request for dematerialization were pending for approval as on 31st March, 2017.

Report on Corporate Governance (contd....)

7. GENERAL BODY MEETINGS

The location, date and time of the Annual General Meetings held during last 3 years along with Special Resolution(s) passed at these meetings are:

Year	Location	Date	Time	Special Resolutions	Postal Ballot
2013-2014	"GMS Community Centre Hall", Sitladevi Complex, 1st Floor, D. N. Nagar, Opp. Indian Oil Nagar, Link Road, Andheri (West), Mumbai 400053	30.09.2014	10.30 a.m.	2	N.A.
2014-2015	"GMS Community Centre Hall", Sitladevi Complex, 1st Floor, D. N. Nagar, Opp. Indian Oil Nagar, Link Road, Andheri (West), Mumbai 400053	30.09.2015	10.30 a.m.	NIL	N.A.
2015-2016	"GMS Community Centre Hall", Sitladevi Complex, 1st Floor, D. N. Nagar, Opp. Indian Oil Nagar, Link Road, Andheri (West), Mumbai 400053	30.09.2016	10.30 a.m.	1	N.A.

None of the resolutions proposed to be passed at the ensuing Annual General Meeting requires to be put through postal ballot.

8. DISCLOSURES

a) **Related parties transactions**

All transactions entered into with Related Parties as defined under the Companies Act, 2013 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the financial year were in the ordinary course of business and on an arms length basis. There were no materially significant transactions with Related Parties during the financial year which were in conflict with the interest of the Company. Suitable disclosure as required by the Accounting Standards (AS17) has been made in the notes No. 26 of the Notes to Accounts to the Balance Sheet as at 31st March, 2017.

The Board has approved a Policy for Related Party Transactions which has been uploaded on the Company's website i.e. www.creativeeye.com.

b) **Compliances by the Company**

There has been no instance of non-compliance by the Company on any matters related to the capital markets during the last three years and hence no penalties / strictures have been imposed on the Company by the Stock Exchanges or SEBI or any statutory authorities relating to the above.

c) **Whistleblower policy**

The Audit Committee has established a Vigil Mechanism and adopted a Whistle-Blower Policy at its meeting held on May 30, 2014, which provides a formal mechanism for all Directors and employees of the Company to approach the Management of the Company (Audit Committee in case where the concern involves the Senior Management) and make protective disclosures to the Management about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The disclosures reported are addressed in the manner and within the time frames prescribed in the Policy. The Company affirms that no director or employee of the Company has been denied access to the Audit Committee.

Compliance With Non-Mandatory Requirements

The Company has complied with all mandatory requirements of the Listing Regulations and the status of compliance with non-mandatory requirements of SEBI Listing Regulations are as detailed hereunder:

Audit Qualifications: During the year under review, there was no audit qualification in the Auditors' Report on the Company's financial statements. The Company continues to adopt best practices to ensure a regime of unqualified financial statements.

The Board: The Non-Executive Chairman maintains a separate office, for which the Company does not reimburse expenses.

Report on Corporate Governance (contd....)

Separate post of Chairman and CEO: The Company CMD also acts as CEO.

Shareholder Rights: Details are given under the heading "Means of Communications".

9. MEANS OF COMMUNICATION

1. The quarterly, half-yearly and yearly results are regularly submitted to the Stock Exchanges in accordance with the Listing Regulations. and the same are published in The Free Press Journal, National Newspaper (English) and Navshakti, Regional Newspaper (Marathi).
2. The financial results and official news/releases are available on the Company's website **www.creativeeye.com.**
3. The financial and other information are filed by the Company on electronic platforms of NSE and BSE.
4. Official news/ press release are sent to the Stock Exchanges, where the equity shares of the Company are listed.
5. The Company has designated the email-id **investorscel@yahoo.com** exclusively for investor servicing.
6. Green Initiative: In support of the "Green Initiative" undertaken by Ministry of Corporate Affairs, the Company had during the year 2016-17 sent various communications by email to those shareholders whose email addresses were made available to the depositories or the Registrar and Transfer Agents. Physical copies were sent to only those shareholders whose email addresses were not available. The Annual Report is available on the Company's website.

10. GENERAL SHAREHOLDER INFORMATION

A. Annual General Meeting: Date: Time: Venue:	**31st Annual General Meeting** 27th September, 2017 10.30 a.m. "GMS Community Centre Hall", Sitladevi Complex, 1st Floor, D. N. Nagar, Opp. Indian Oil Nagar, Link Road, Andheri (West), Mumbai 400 053
B. Financial Calendar:	2017-2018 (Tentative)
Adoption of Quarterly Results	
Ist Quarter	Within 45 days of the end of June, 2017
IInd Quarter	Within 45 days of the end of September, 2017
IIIrd Quarter	Within 45 days of the end of December, 2017
IVth Quarter	Within 60 days of the end of March, 2018
AGM for the year ending 31st March, 2018	September, 2018
C. Book Closure Dates:	Thursday, 21st September 2017 to Wednesday, 27th September 2017 (both days inclusive)
D. Cut-off Date.	20th September, 2017
E. Listing on Stock Exchanges:	**Bombay Stock Exchange Limited (BSE)** Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 **The National Stock Exchange of India Ltd (NSE)** Exchange Plaza,5th Floor, Bandra Kurla Complex, Bandra East ,Mumbai 400 051
F. Listing Fees.	Listing fees of both the Stock Exchanges for the year 2016-17 have been paid.
G. Trading Symbol at Bombay Stock Exchange National Stock Exchange	Scrip Code – 532392 Scrip Symbol - CREATIVEYE
H. Demat ISIN Number (NSDL & CDSL)	INE230B01021

Report on Corporate Governance (contd....)

I. Stock Market Data

Month	Bombay Stock Exchange (BSE) In (₹)		National Stock Exchange (NSE) In (₹)	
	Month's High Price	Month's Low Price	Month's High Price	Month's Low Price
April, 2016	3.65	3.06	3.70	3.15
May, 2016	3.87	3.05	3.75	3.05
June, 2016	4.00	3.00	3.90	3.00
July, 2016	4.69	3.25	4.75	3.30
August, 2016	4.26	3.22	4.10	3.35
September, 2016	4.33	3.15	4.75	3.40
October, 2016	4.35	3.60	4.00	3.60
November, 2016	4.20	3.06	3.85	3.10
December, 2016	4.06	3.20	3.65	3.35
January, 2017	4.18	3.49	3.65	3.20
February, 2017	4.00	3.56	4.05	3.25
March, 2017	4.18	3.47	3.95	3.30

J. Registrar and Transfer Agents:

M/s. Karvy Computershare Pvt. Ltd.
(Unit: Creative Eye Limited)
Karvy House, 46, Avenue 4, Street No.1,
Banjara Hills, Hyderabad 500034
Phone No. 040-23312454
Fax: 040 23311968.

K. Share Transfer System

The Company has entrusted the administrative work of share transfers, transmissions, issuance of duplicate certificates and all tasks related to shareholdings to M/s. Karvy Computershare Pvt. Ltd., the Registrars and Share Transfer Agents.

L. Dematerialisation of equity shares

As on 31st March, 2017, 1,99,22,973 shares were dematerialized. The percentage of total Capital was 99.33%.

M. Distribution of Shareholdings as on 31st March, 2017

Shareholding of Nominal value of	Shareholders		Share Amount	
	Numbers	% to Total Nos.	In (₹)	% of Total Amount
1 – 5000	6168	85.10	9559425.00	9.53
5001 – 10000	475	6.56	3874495.00	3.86
10001 – 20000	267	3.68	3906590.00	3.90
20001 – 30000	122	1.68	3041400.00	3.03
30001 – 40000	51	0.70	1795480.00	1.79
40001 – 50000	43	0.59	2038120.00	2.03
50001 – 100000	60	0.83	4110355.00	4.10
100001 and Above	62	0.86	71965385.00	71.76
Total	**7248**	**100.00**	**100291250.00**	**100.00**

The indispensable first step to getting the things you want out of life is this: decide what you want.

Report on Corporate Governance (contd....)

N. Shareholding Pattern as on 31st March, 2017

Category of Shareholders	No. of Shares	Holding %
Promoters / Directors/Relatives – Indian	**11360694**	**56.64**
International Investors (FIIs/NRIs/OCBs)	**18789**	**0.09**
Bodies Corporate	**791837**	**3.95**
Resident Indians	**7529005**	**37.54**
Others	**357925**	**1.78**
Total	**20058250**	**100.00**

O. Address for Investors Correspondence:
(For transfer/dematerialisation of Shares and any other query)

M/s. Karvy Computershare Pvt. Ltd
(Unit: Creative Eye Ltd.)
Karvy House, 46, Avenue 4,
Street No.1, Banjara Hills,
Hyderabad 500 034

Email Id for investor's correspondence: investorscel@yahoo.com

P. Any query on Annual Report: Company Secretary
Registered Office of the Company.

Declaration by Managing Director Under Part D of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In accordance with Regulation 26(3) of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, I, **Dheeraj Kumar Kocchar** Managing Director of Creative Eye Limited hereby confirm that all the Board of Directors and the Senior Management Personnel of the Company have affirmed compliance with the Company's code of conduct for the financial year ended 31st March, 2017.

On behalf of the Board of Directors of
Creative Eye Limited

Sd/-
Dheeraj Kumar
Chairman & Managing Director
(DIN: 00018094)

Place: Mumbai
Date: 21st August, 2017

Report on Corporate Governance (contd....)

Auditors ' Certificate regarding Compliance of Conditions of Corporate governance

To

The Members of

CREATIVE EYE LIMITED

"Kailash Plaza", Plot No.12-A,
New Link Road, Andheri (West),
Mumbai 400 053

Dear Shareholders,

We have examined the compliance of conditions of Corporate Governance by **Creative Eye Limited** ('the Company'), for the year ended 31 March, 2017 as stipulated in the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 (collectively referred to as 'SEBI Listing Regulations, 2015').

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and based on representation made by the Management, We certify that the Company has complied with conditions of Corporate Governance as stipulated in the SEBI Listing Regulations, 2015.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For Uttam Abuwala & Co.
Chartered Accountants
Firm Regn. No. : 111184W

Sd/-

CA Prerak Agarwal
(Partner)
M.No.158844

Place: Mumbai
Dated: 21st August, 2017

Report on Corporate Governance (contd....)

Chief Executive Officer & Chief Financial Officer Certification

(Pursuant to Regulation 17(8) of SEBI (LODR) Regulations, 2015)

To,

Board of Directors,

Creative Eye Limited

We, Dheeraj Kumar, Chairman & Mg. Director and Sunil Gupta, Chief Financial Officer of Creative Eye Limited ('the Company'), to the best of our knowledge and belief certify that;

1. We have reviewed the financial statements and cash flow statement of the Company for the year ended 31st March, 2017 and that to the best of our knowledge and information,

   We state that :

   a) These statements do not contain any materially untrue statement or omit to state a material fact or contains statement that might be misleading.

   b) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

2. We also certify, that based on our knowledge and the information provided to us, there are no transactions entered into by the Company during the year which are fraudulent, illegal or violate the Company's code of conduct.

3. We accept the responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls.

4. We have indicated to the Auditors and Audit Committee that:

   a) There are no significant change in internal control over financial reporting during the year;

   b) there are no significant changes in accounting policies made during the year and that the same have been disclosed suitably in the notes to the financial statements; and

   c) there are no instances of significant frauds of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

   We further declare that all board members and senior management have affirmed compliance with the code of conduct.

For Creative Eye Ltd.

Sd/-
Dheeraj Kumar
Chairman & Mg. Director

For Creative Eye Ltd.

Sd/-
Sunil Gupta
Chief Financial Officer

Place: Mumbai
Dated: 21st August, 2017

Annexure –A of Director's Report

SECRETARIAL AUDIT REPORT

Form No. MR-3

For the financial year ended 31st March, 2017

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Creative Eye Limited
CIN-L99999MH1986PLC125721

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practice by **Creative Eye Limited** (hereinafter called the company) Secretarial Audit as required under Companies Act was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon:

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March 2017 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **Creative Eye Limited** ("the Company") for the financial year ended on 31st March, 2017 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct investment and External Commercial Borrowings. (Not Applicable during the audit period)

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

  (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

  (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

  (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

  (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999/ The Securities and Exchange Board of India (Share Based Employee Benefits) Regulation 2014; (Not Applicable during the audit period)

  (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not Applicable during the audit period)

  (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations 1993 regarding Companies Act dealing with the company.

  (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not Applicable during the audit period) and

  (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not Applicable during the audit period)

(vi) We have relied on the representation made by the Company and its officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company. The list of major heads/ groups of Acts, laws and Regulations as applicable to the Company are listed below:

SECRETARIAL AUDIT REPORT (contd....)

a. Income tax Act and other indirect taxes.

b. Shop and Establishment Act

c. Payment of Bonus Act and other Labour legislation governing the Company

d. Employee State Insurance Act and Professional Tax

e. All applicable Labour Laws and other incidental laws related to labour and employees appointed by the Company either on its payroll or on contractual basis as related to wages, gratuity, provident fund, ESIC, compensation etc;

f. As informed by the management, there are no laws that are specifically applicable to the Company based on their sector/industry.

We have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

(ii) The Listing Agreement/SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 entered into by the Company with BSE Limited and National Stock Exchange of India Limited.

To the best of our knowledge and belief, during the period under review, the company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that, The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors as required under Companies Act, 2013. There were no changes in composition of the Board of Directors during the period under review.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

While Majority decision is carried through, the dissenting members' views, if any, are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the company has co-operated with us and have produced before us all the required forms information, clarifications, returns and other documents as required for the purpose of our audit.

For Kaushal Doshi & Associates
Company Secretaries

Sd/-
Kaushal Doshi
(Proprietor)
ACS- 32178 / COP- 13143

Place : Mumbai
Date : 21st August, 2017

Annexure I

(Integral part of Secretarial Audit Report)

To,
The Members,
Creative Eye Limited
CIN : L99999MH1986PLC125721

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express as opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable Laws, Rules, Regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Kaushal Doshi & Associates
Company Secretaries

Sd/-
Kaushal Doshi
(Proprietor)
ACS- 32178 / COP- 13143

Place : Mumbai
Date : 21st August, 2017

Annexure- B of Director's Report.

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

as on financial year ended on 31.03.2017
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management & Administration) Rules, 2014.

I REGISTRATION & OTHER DETAILS:

i	CIN	L99999MH1986PLC125721
ii	Registration Date	28/07/1986
iii	Name of the Company	Creative Eye Limited
iv	Category/Sub-category of the Company	Public Limited Company by Shares/ Indian Non- Government Company
v	Address of the Registered office & contact details	Kailash Plaza,Plot No.12-A,Opp. Laxmi Industrial Estate, New Link Road, Andheri (West), Mumbai - 400 053 Tel No. -022-26732613 (7 Lines) Fax No.- 022-26732296
vi	Whether listed company	Yes
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	M/s. Karvy Computershare Pvt. Ltd. Karvy House, 46, Avenue 4, Street No.1, Banjara Hills, Hyderabad - 500034 Tel. No.- 040-23312454 Fax No.- 040- 23311968

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated

SL No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	T.V. Serials/Programs	92132	100

III PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES

Sl No	Name & Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
1					
2			NIL		
3					

IV SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAK UP AS PERCENTAGE OF TOTAL EQUITY)

i) Category wise Share Holding.

Category Code	Category of Shareholder	No. of shares held at the beginning of the year 01/04/2016.				No. of shares held at the end of the year 31/03/2017				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)	(X)	(XI)
(A)	**PROMOTER AND PROMOTER GROUP**									
(1)	**INDIAN**									
(a)	Individual /HUF	11135694	0	11135694	55.52	11135694	0	11135694	55.52	0.00
(b)	Central Government/State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Financial Institutions / Banks	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Others	225000	0	225000	1.12	225000	0	225000	1.12	0.00
	Sub-Total A(1) :	**11360694**	**0**	**11360694**	**56.64**	**11360694**	**0**	**11360694**	**56.64**	**0.00**

FORM NO. MGT 9 (contd....)

Category Code	Category of Shareholder	No. of shares held at the beginning of the year 01/04/2016.				No. of shares held at the end of the year 31/03/2017				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)	(X)	(XI)
(2)	**FOREIGN**									
(a)	Individuals (NRIs/Foreign Individuals)	0	0	0	0.00	0	0	0	0.00	0.00
(b)	Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Institutions	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Others	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total A(2) :	**0**	**0**	**0**	**0.00**	**0**	**0**	**0**	**0.00**	**0.00**
	Total Shareholding of Promoter A=A(1)+A(2)	**11360694**	**0**	**11360694**	**56.64**	**11360694**	**0**	**11360694**	**56.64**	**0.00**
(B)	**PUBLIC SHAREHOLDING**									
(1)	**INSTITUTIONS**									
(a)	Mutual Funds /UTI	0	0	0	0.00	0	0	0	0.00	0.00
(b)	Financial Institutions /Banks	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Central Government / State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
(f)	Foreign Institutional Investors	0	0	0	0.00	0	0	0	0.00	0.00
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0	0	0	0.00	0.00
(h)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
(i)	Others	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total B(1) :	**0**	**0**	**0**	**0.00**	**0**	**0**	**0**	**0.00**	**0.00**
(2)	**NON-INSTITUTIONS**									
(a)	Bodies Corporate	877510	0	877510	4.37	791837	0	791837	3.95	0.43
(b)	Individuals									
	(i) Individuals holding nominal share capital upto ₹1 lakh	5191068	88027	5279095	26.32	5190637	88027	5278664	26.32	0.00
	(ii) Individuals holding nominal share capital in excess of ₹1 lakh	2464662	47250	2511912	12.52	2557553	47250	2604803	12.99	-0.46
(c)	Others									
	CLEARING MEMBERS	8750	0	8750	0.04	3463	0	3463	0.02	0.02
	NON RESIDENT INDIANS	20289	0	20289	0.10	13888	0	13888	0.07	0.03
	NRI NON-REPATRIATION	0	0	0	0.00	4901	0	4901	0.02	-0.02
(d)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total B(2) :	**8562279**	**135277**	**8697556**	**43.36**	**8562279**	**135277**	**8697556**	**43.36**	**0.00**
	Total Public Shareholding B=B(1)+B(2) :	**8562279**	**135277**	**8697556**	**43.36**	**8562279**	**135277**	**8697556**	**43.36**	**0.00**
	Total (A+B) :	**19922973**	**135277**	**20058250**	**100.00**	**19922973**	**135277**	**20058250**	**100.00**	**0.00**
(C)	**Shares held by custodians, against which Depository Receipts have been issued**									
(1)	Promoter and Promoter Group									
(2)	Public	0	0	0	0.00	0	0	0	0.00	0.00
	GRAND TOTAL (A+B+C) :	**19922973**	**135277**	**20058250**	**100.00**	**19922973**	**135277**	**20058250**	**100.00**	

Never give up on what you really want to do. The person with big dreams is more powerful than one with all the facts.

FORM NO. MGT 9 (contd....)

(ii) Share Holding of Promoters

Sl No.	Shareholders Name	Shareholding at the begginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No of shares	% of total shares of the company	% of shares pledged encumbered to total shares	No of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1	ZUBY KOCHHAR	7140150	35.60	0	7140150	35.60	0	0
2	DHEERAJ KUMAR KOCHHAR	3995544	19.92	0	3995544	19.92	0	0
3	DHEERAJ KUMAR (Employee Walfare Trust)	225000	1.12	0	225000	1.12	0	0
	Total	**11360694**	**56.64**	**0**	**11360694**	**56.64**	**0**	**0**

(iii) Change in Promoters' Shareholding (Specify if there is no change)

Sl. No.		Share holding at the beginning of the Year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
	At the beginning of the year	**11360694**	**56.64**	11360694	56.64
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	NIL	NIL	NIL	NIL
	At the end of the year	**11360694**	**56.64**	**11360694**	**56.64**

Note: There is no change in the total shareholding of the Promoters between 01-04-2016 and 31-03-2017

(iv) Shareholding Pattern of ten shareholders (other than Direcors, Promoters & Holders of GDRs & ADRs)

Sl. No.	Shareholder's Name	Share holding at the beginning of the Year		Share holding at the end of the year	
		No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
1	MANI BALA KHEMKA	329316	1.64%	329316	0.00%
2	DEVENDRA DASS KOCHAR	231973	1.16%	231973	0.00%
3	PRIYA DAGA	179800	0.90%	179800	0.00%
4	MANJULA JAIN	100000	0.50%	100000	0.00%
5	NINJA SECURTIES PRAVITE LIMITED	99250	0.49%	99250	0.00%
6	KAMAL KOCHAR	97650	0.49%	97650	0.00%
7	ASHOK KUMAR MEHRA	96276	0.48%	96276	0.00%
8	SATYA NARAIN KHEMKA	83596	0.42%	83596	0.00%
9	GIRDHARILAL AGRAWAL	68000	0.34%	0	-0.34%
10	VEENA KHEMKA	64579	0.32%	64717	0.00%

(v) Shareholding of Directors & KMP

Sl. No	For Each of the Directors & KMP	Shareholding at the end of the year		Cumulative Shareholding during the year	
		No.of shares	% of total shares of the company	No of shares	% of total shares of the company
	At the beginning of the year	11360694	56.64	11360694	56.64
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc)	NIL	NIL	NIL	NIL
	At the end of the year	11360694	56.64	11360694	56.64

FORM NO. MGT 9 (contd....)

V INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits*	Unsecured Loans	Deposits	Total Indebtedness
Indebtness at the beginning of the financial year				
i) Principal Amount	27248668	0	0	27248668
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	27248668	0	0	27248668
Change in Indebtedness during the financial year				
Additions		0	0	0
Reduction	22207869	0	0	22207869
Net Change	22207869	0	0	22207869
Indebtedness at the end of the financial year				
i) Principal Amount	5040799	0	0	5040799
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	5040799	0	0	5040799

*Secured Loan represents Vehicle finance and Cash Credit facility.

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole time director and/or Manager:

Sl. No	Particulars of Remuneration	Name of the MD/WTD/Manager		Total
		Mr. Dheeraj Kumar	Mrs. Zubby Kochhar	
1	**Gross salary**			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	3409250	1703000	5112250
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	0	0	0
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0	0	0
2	Stock option	0	0	0
3	Sweat Equity	0	0	0
4	Commission	0	0	0
	as % of profit	0	0	0
	others (specify)	0	0	0
5	Others (Contribution to PF)	188820	94320	283140
	Total	3598070	1797320	5395390

FORM NO. MGT 9 (contd....)

B. Remuneration to other directors:

Sl. No	Particulars of Remuneration	Name of the Directors			Total
1	Independent Directors	Mr. M. R. Sivaraman	Mr. T. K. Choudhary	Mr. Shiv S. Sharma	
	(a) Fee for attending board committee meetings	28000	14000	21000	63000
	(b) Commission	0	0	0	0
	(c) Others, please specify	0	0	0	0
	Total (1)	28000	14000	21000	63000
2	Other Non Executive Directors	0	0	0	0
	(a) Fee for attending board committee meetings	0	0	0	0
	(b) Commission	0	0	0	0
	(c) Others, please specify.	0	0	0	0
	Total (2)	0	0	0	0
	Total	28000	14000	21000	63000

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
1	**Gross Salary**	**CFO**	**Company Secretary**	**Total**
	Name.	**Mr. Sunil Gupta.**	**Miss Khushbu G Shah**	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	1957500	446167	2403667
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	0	0	0
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0	0	0
2	Stock Option	0	0	0
3	Sweat Equity	0	0	0
4	Commission	0	0	0
	as % of profit	0	0	0
	others, specify	0	0	0
5	Others (Contribution to PF)	108000	25200	133200
	Total	2065500	471367	2536867

VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/Compounding fees imposed	Authority (RD/ NCLT/Court)	Appeal made if any (give details)
A. COMPANY					
Penalty					
Punishment			NIL		
Compounding					
B. DIRECTORS					
Penalty					
Punishment			NIL		
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment			NIL		
Compounding					

Particulars of Remuneration of Employees

{Pursuant to Section 197 read with Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014}

A. Remuneration of each Director and Key Managerial Personnel (KMP) along with particulars of percentage increase in remuneration during the financial year, ratio of remuneration of Directors to the Median remuneration of employees:

Name of Director/ Key Managerial Person	Remuneration Paid for the F.Y 2016-17 (Amount in ₹)	% Increase in Remuneration	Ratio of Directors remuneration to Median remuneration
Non executive Directors			
Mr. M.R. Sivaraman	28000	Nil	0.09:1
Mr. Shiv S Sharma	21000	Nil	0.07:1
Mr. T.K. Choudhary	14000	Nil	0.05:1
Executive Directors			
Mrs. Zuby Kochhar	1797320	Nil	6.18:1
Key Managerial Personnel			
Mr. Dheeraj Kumar Kochhar	3598070	Nil	12.36:1
Mr. Sunil Gupta	2065500	NIL	7.09:1
Ms. Khushbu Shah	471367	Nil	1.62:1

Note: 1) Non executive Directors Remuneration represents only sitting fees.

2) Remuneration of Executive Director and KMP includes Salary, Allowances, Company's Contribution to Provident Fund, Medical Benefits & Other Perquisites and benefits valued on the basis of the provisions of Income Tax Act, 1961.

Sr. No	Requirements	Disclosures
1	Number of permanent employees of the Company.	12
2.	Average percentile increase already made in the salaries other than the Managerial Personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	There was no increase in the remuneration of Managerial Personnel in last financial year.
3.	Affirmation that the remuneration is as per the remuneration policy of the Company	The Company affirms that the remuneration is as per the remuneration policy of the Company.
4.	Disclosures relating to remuneration drawn by employees Employed throughout the year and in receipt of remuneration aggregating ₹ 1.02 Crores or more per annum.	Not Applicable.
5.	Disclosures relating to remuneration drawn by employees Employed for part of the year and in receipt of remuneration aggregating ₹ 8.5 lacs or more per month.	Not Applicable.

Independent Auditor's Report

To the Members of Creative Eye Limited

1. Report on the Financial Statements

We have audited the accompanying financial statements of Creative Eye Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2017 and the Statement of Profit and Loss and Cash Flow Statement for the year ended and a summary of significant accounting policies and other explanatory information.

2. Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

3. Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

4. Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India,

a. in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2017;

b. in the case of the Profit and Loss Account, of the **Profit** for the year ended on that date; and

c. in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

5. Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013 we give in the **Annexure A,** a statement on the matters specified in paragraphs 3 and 4 of the Order.

Independent Auditor's Report (contd....)

As required by Section 143 (3) of the Act, we report that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

(b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

(c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

(d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

(e) On the basis of the written representations received from the directors as on March 31, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) With respect to the adequacy of the Internal Financial Controls over Financial Reporting of the Company and the operating effectiveness of such controls, refer to our separate report in **Annexure B;** and

(g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.

ii. The Company does not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. The Company does not have any pending amount, required to be transferred, to the Investor Education and Protection Fund.

iv. The Company has provided requisite disclosures in the financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8 November, 2016 to 30 December, 2016. Based on audit procedures and relying on the management representation we report that the disclosures are in accordance with books of account maintained by the Company and as produced to us by the Management – Refer Note 29 to the standalone financial statements;

For Uttam Abuwala & Co.
Chartered Accountants
Firm No. 111184W

Sd/-
CA. Prerak Agarwal
(Partner)
Membership No. 158844

Date : May 30, 2017
Place : Mumbai

Annexure to the Independent Auditor's Report

Annexure A referred to in Paragraph 5 of Independent Auditor's report of even date to the members of Creative Eye Limited on the accounts for the year ended March 31, 2017

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

i) (a) The company has maintained proper records showing full particulars including quantitative details and situation of Fixed assets.

(b) The Fixed Assets have been physically verified by the management at reasonable intervals, which in our opinion, is reasonable having regard to the size of the company and nature of its business. No material discrepancies between the books records and the physical fixed assets have been noticed.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the company.

ii) (a) As explained by the Management, physical verification of inventory has been conducted at reasonable intervals.

(b) No material discrepancies were noticed on physical verification of the inventory as compared to books records.

iii) Based on the audit procedures applied by us and according to the information and explanations given to us, the Company has not granted or taken any loans secured or unsecured to / from companies, firms or other parties listed in the register maintained under section 189 of the Companies Act . Therefore, the provisions of clause (iii) (a) (b) and (c) of Para 3 of the Order are not applicable to the Company.

iv) In our opinion and according to the information and explanations given to us, there are no loans, investments and guarantees made to or on behalf of the Directors or to any other persons in whom the Directors are interested during the financial year 2016-17. Accordingly, the provisions of clause (iv) of Para 3 of the order are not applicable to the Company.

v) In our opinion and according to the information and explanation given to us the Company has not accepted any deposit from public within the provision of section 73 to 76 and other relevant provisions of the Companies Act, 2013 and the rules framed there under.

vi) As explained to us, the maintenance of cost records has not been prescribed by the Central Government under section (1) of section 148 of the Companies Act, 2013, in respect of the activities carried on by the Company.

vii) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2017 for a period of more than six months from the date on when they become payable.

(b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.

viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures

ix) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and Term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company.

x) Based on the audit procedures performed and the information and explanations given to us, we report that no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.

xi) According to the information and explanations given to us and based on the examination of the records of the Company, the managerial remuneration has been provided/paid in accordance with the requisite approvals mandated by the provisions of Section 197 read with schedule V to the Companies Act.

xii) The Company is not a Nidhi Company. Accordingly, the provisions of clause (xii) of Para 3 of the Order are not applicable to the Company.

Annexure to the Independent Auditor's Report (contd....)

xiii) According to the information and explanations given to us, all transactions with the related parties are in compliance with Section 188 and 177 of Companies Act, 2013 and the details of such transactions have been disclosed in the Financial Statements.

xiv) On the basis of verification of records and according to the information and explanations given to us and based on the records made available to us, the company has not made any preferential allotment / private placement of shares or fully or partly convertible debentures during the year under review.

xv) According to the information and explanations given to us and based on our examination of the records of the Company, the company has not entered into non-cash transactions with directors or persons connected with them.

xvi) The company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934

For Uttam Abuwala & Co.
Chartered Accountants
Firm No. 111184W

Sd/-
CA. Prerak Agarwal
(Partner)
Membership No. 158844

Date : May 30, 2017
Place: Mumbai

Annexure B to the Independent Auditor's Report of even date on the Financial Statements of the Company.

Report on the Internal Financial Controls under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ("the Companies Act")

We have audited the internal financial controls over financial reporting of **Creative Eye Limited** ("the Company") as of March 31, 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by the Institute of Chartered Accountants of India and specified under sub-section 10 of Section 143 of the Companies Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

Annexure to the Independent Auditor's Report (contd....)

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Uttam Abuwala & Co.
Chartered Accountants
Firm No. 111184W

Sd/-
CA. Prerak Agarwal
(Partner)
Membership No. 158844

Date : May 30, 2017
Place : Mumbai

Balance Sheet as at 31st March, 2017

Particulars	Note No.	As At 31st March 2017 ₹		As At 31st March 2016 ₹	
EQUITY AND LIABILITIES :					
Shareholders' Funds					
Share Capital	1	**100,291,250**		100,291,250	
Reserves & Surplus	2	**271,685,883**	**371,977,133**	264,991,142	365,282,392
Non-Current Liabilities					
Long-term Provisions	3		**2,328,718**		2,152,592
Long-term Borrowings	4		**-**		695,389
Current Liabilities					
Short-term Borrowings	5	**5,040,799**		26,553,279	
Trade payables	6	**41,752,108**		10,415,582	
Other Current Liabilities	7	**5,553,946**		1,867,529	
Short-term Provisions	8	**870,959**		699,048	
			53,217,812		39,535,438
Total			**427,523,663**		407,665,811
ASSETS :					
Non-Current Assets					
Fixed Assets	9	**20,890,103**		23,660,842	
Non-Current Investments	10	**476,546**		526,546	
Long-terms Loans and Advances		**-**		-	
			21,366,649		24,187,388
Current Assets					
Inventories	11	**103,331,834**		124,219,548	
Trade Receivable	12	**133,492,250**		71,875,130	
Cash and Bank Balance	13	**121,025,342**		120,754,672	
Short-terms Loans and Advances	14	**41,658,347**		42,626,890	
Others current assets	15	**6,649,241**		24,002,183	
			406,157,014		383,478,423
Total			**427,523,663**		407,665,811
Significant Accounting Policies					
Notes on Financial Statements	1 to 31				

As per our report of even date attached

For **Uttam Abuwala & Co.**
Chartered Accountants
Firm Regn. No. 111184W

CA. Prerak Agarwal
Partner
M.No. 158844

Mumbai, Dated : **30th May, 2017**

For and on behalf of the Board

Dheeraj Kumar
Chairman & Managing Director
(DIN 00018094)

Zuby Kochar
Director
(DIN 00019868)

M.R. Sivaraman
Director
(DIN 00020075)

T.K. Choudhary
Director
(DIN 00077181)

Sunil Gupta
Chief Financial Officer
(PAN AECPG2223D)

Khushbu G. Shah
Company Secretary
(M. No. A40202)

You will never find time for anything. You must make it.

Statement of Profit & Loss for the year ended 31st March 2017

Particulars	Note No.	For the Year Ended 31st March 2017 ₹		For the Year Ended 31st March 2016 ₹	
INCOME :					
Revenue form Operations	16	173,194,000		50,972,000	
Other Income	17	35,067,489		12,453,883	
Total			208,261,489		63,425,883
EXPENDITURE :					
Cost of Production	18	163,926,263		48,397,386	
Employee Benefits Expense	19	12,988,048		12,334,089	
Financial Cost	20	4,234,527		1,817,927	
Depreciation	9	4,554,057		2,496,158	
Other Expenses	21	17,427,127		12,523,224	
			203,130,022		77,568,784
Profit Before Tax			5,131,467		(14,142,901)
Tax Expenses					
Current Tax (MAT)			-		-
MAT Credit Entilement			-		-
Deferred Tax			-		-
Taxation adjustment of earlier years			73,232		-
Profit After Tax			5,058,235		(14,142,901)
Basic earnings per share of ₹ 5/- each			0.25		(0.71)
Diluted earnings per share of ₹ 5/- each			0.25		(0.71)
Significant Accounting Policies					
Notes on Financial Statements	1 to 31				

As per our report of even date attached

For **Uttam Abuwala & Co.**
Chartered Accountants
Firm Regn. No. 111184W

CA. Prerak Agarwal
Partner
M.No. 158844

Mumbai, Dated : **30th May, 2017**

For and on behalf of the Board

Dheeraj Kumar
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Chief Financial Officer
(PAN AECPG2223D)

Khushbu G. Shah
Company Secretary
(M. No. A40202)

Never be ashamed! There's some who will hold it against you, but they are not worth bothering with.

Cash Flow Statement for the year ended 31st March, 2017

	Particulars	Current Year March 31,2017	Previous Year March 31,2016
A	**Cash Flow From Operating Activities**		
	Net Profit Before Tax	**5,131,467**	(14,142,901)
	Adjustments for:-		
	Depreciation	**4,554,057**	2,496,158
	Interest & Dividend Received	**(10,692,586)**	(11,598,448)
	Operating Profit Before W/C Changes	**(1,007,062)**	(23,245,191)
	Decrease (Increase) in Inventories	**20,887,714**	(18,236,201)
	Decrease (Increase) in Trade Receivable	**(61,617,120)**	45,123,720
	Decrease (Increase) in Short Term Loans & Advances	**968,543**	905,910
	Decrease (Increase) in Other Current Assets	**235,394**	583,680
	Increase (decrease) in Trade Payables	**31,336,526**	(24,265,909)
	Increase (decrease) in Other Current Liabilities	**3,686,417**	(2,470,917)
	Increase (decrease) in Long Term Provision	**176,126**	79,588
	Increase (decrease) in Short Term Provision	**171,911**	113,843
	Operating Profit After W/C Changes	**(5,161,551)**	(21,411,477)
	Income Tax - Received (Paid)	**17,117,548**	4,394,813
	Taxation adjustment for earlier year	**73,232**	-
	MAT Credit Entitlement	**-**	-
	Net Cash Flow From Operating Activites-(A)	**11,882,765**	(17,016,664)
B	**Cash Flow From Investing Activities**		
	Purchases of Fixed Assets	**(146,812)**	(130,998)
	Investment in share W/off	**50,000**	
	Interest & Dividend Received	**10,692,586**	11,598,448
	Net Cash Flow From Investing Activities-(B)	**10,595,774**	11,467,450
C	**Cash Flow From Financing Activities**		
	Proceeds from/(Repayment to) Loan Fund	**(22,207,869)**	(4,337,359)
	Net Cash Flow From Financing Activities-(C)	**(22,207,869)**	(4,337,359)
	Net Increase in Cash and cash Equivalents (A+B+C)	**270,670**	(9,886,573)
	Add: op. Balance of cash and cash Equivalents	**120,754,672**	130,641,245
	Closing Cash and cash Equivalents	**121,025,342**	120,754,672

As per our report of even date attached

For **Uttam Abuwala & Co.**
Chartered Accountants
Firm Regn. No. 111184W

CA. Prerak Agarwal
Partner
M.No. 158844

Mumbai, Dated : **30th May, 2017**

For and on behalf of the Board

Dheeraj Kumar
Chairman & Managing Director
(DIN 00018094)

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T.K. Choudhary
Director
(DIN 00077181)

Sunil Gupta
Chief Financial Officer
(PAN AECPG2223D)

Khushbu G. Shah
Company Secretary
(M. No. A40202)

SIGNIFICANT ACCOUNTING POLICIES

1. Basis of Presentation:

a. The Company maintains its accounts on accrual basis following the historical cost convention, in accordance with the Generally Accepted Accounting Policies (GAAP) and in compliance with the Accounting Standards referred to in Section 133 and other provisions of the Companies Act, 2013.

b. The preparation of accounts under GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent liabilities as at the date of the financial statements and the reported amounts of revenues and expenses during the year. Examples of such estimates include the useful lives of fixed assets and intangible assets, provision for doubtful debts/advances, future obligation in respect of retirement benefit plans, etc. Actual result could differ from these estimates. Any revisions to accounting estimates are recognized prospectively in the current and future periods.

2. Fixed Assets:

a. Fixed Assets are stated at the cost net of tax/duty credit availed, if any.

b. Fixed Assets are stated at cost less accumulated depreciation. The cost of assets includes direct/indirect and incidental cost incurred to bring the assets to its use.

3. Investments:

Investments are stated at cost. Dividend on Investments is accounted on cash basis.

4. Inventories:

Stock in Trade include work in progress, completed T. V. content valued at cost and usage value of rights of Hindi feature films and residual right of films, as certified by the management. However, Net Realisable value cannot be estimated.

5. Foreign Currency Transactions, Forward contracts & Derivatives:

a. The reporting currency of the Company is Indian Rupee.

b. Foreign currency transactions are recorded on initial recognition in the reporting currency, using the exchange rate at the date of transaction. Exchange differences that arise on settlement of monetary items are: -

i. Adjusted in the cost of fixed assets specifically financed by the borrowings to which the exchange differences relate.

ii. Recognized as income or expense in the period in which they arise in other cases.

The above treatment is in accordance with AS – 11 (Revised) issued by ICAI.

6. Retirement Benefits:

a. Short Term Employee Benefits:

Short Term Employee Benefits include salaries, wages, bonus, exgratia, leave salary etc., and the same are recognized as an expenses at the undiscounted amount in the profit & loss account of the year in which the relevant service is rendered.

b. Post Employment Benefits:

i. Defined Contribution Plan:-

In accordance with the provisions of Employees Provident Funds and Miscellaneous Provisions Act, 1952, eligible employees of the Company are entitled to receive benefits with respect to provident fund. The Company contribution towards Provident Fund and Family Pension Fund is charged to Profit & Loss Account.

ii. Defined Benefits Plan:-

Gratuity liability has been provided on the basis of Actuarial Valuation done by the independent actuary.

7. Depreciation:

The useful lives of fixed assets have been reassessed and depreciation has been provided as per schedule II of the Companies Act, 2013 except on office flat. Depreciation on additions to assets during the year is provided on pro-rata basis. Brands had been amortized over a period of 10 years.

SIGNIFICANT ACCOUNTING POLICIES (Contd....)

8. Revenue Recognition:

a. Sales and Services are stated at net of agency commission, if any.

b. In respect of sponsored programs, revenue is recognized as on date of telecast, if any.

c. In respect of commissioned programs, revenue is recognized as on date of delivery.

d. Interest income is accounted on accrual basis.

The above treatment is in accordance with AS – 9 issued by ICAI.

9. Taxes on Income:

a. Tax on income for the current period is determined on the basis of estimated taxable income and tax credits computed in accordance with the provisions of the Income Tax Act, 1961 and based on the expected outcome of assessments/ appeals.

b. Deferred tax is recognized, subject to the consideration of prudence in respect of deferred tax assets, on timing differences, being the difference between taxable income & accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

c. Deferred tax assets are recognized & carried forward only to the extent that there is reasonable certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax assets can be realized.

d. Deferred tax is qualified using the tax rates and laws enacted or substantively enacted as on balance sheet date.

The above treatment is in accordance with AS – 22 issued by ICAI.

10. Events occurring after the balance sheet date :

Events occurring after the date of balance sheet, where material, are considered up to the date of approval of the accounts by the Board of Directors.

11. Provisions, Contingent liabilities & Contingent assets:

Provisions are recognized for liabilities that can be measured only by using a substantial degree of estimation, if

a. the company has a present obligation as a result of past event:

(1) a probable outflow of resources is expected to settle the obligation: and

(2) the amount of the obligation can be reliably estimated:

i. Reimbursements by another party, expected in respect of expenditure required to settle a provision, is recognized when it is virtually certain that reimbursement will be received if obligation is settled.

ii. Contingent liability is disclosed in the case of :-

a. a present obligation arising from a past event, when it is not possible that an outflow of resources will be required to settle the obligation;

b. a possible obligation, unless the probability of outflow of resources is remote.

(3) Contingent assets are neither disclosed nor recognized.

(4) Provisions, contingent liabilities and contingent assets are reviewed at each balance sheet date.

12. Trade Receivables/ Advances:

The company has policy not to make provision for trade receivables/ advances which are under dispute/ legal proceedings/ arbitration and these trade receivables/ advances are considered good till the final outcome of the proceedings.

13. Borrowing Cost :

Interest and other cost in connection with borrowing of funds to the extent related/attributed to the acquisition/construction of qualifying fixed asset are capitalized up to the date when such assets are ready for its intended use and other borrowing cost are charged to profit and loss account.

NOTES FORMING PART OF THE BALANCE SHEET AND PROFIT AND LOSS ACCOUNT for the year ended 31st March, 2017

Particulars	As at 31st March 2017 ₹	As at 31st March 2016 ₹
1. SHARE CAPITAL		
Authorised Share Capital :		
2,20,00,000 Equity Shares of ₹ 5/- each	**110,000,000**	110,000,000
90,00,000 Un-classified shares of face value of ₹ 10/- each	**90,000,000**	90,000,000
	200,000,000	200,000,000
Issued Subscribed and Paid up capital :		
Issued & Subscribed Capital :		
2,00,58,250 Equity Shares of ₹ 5/- each	**100,291,250**	100,291,250
Paid up capital :		
2,00,58,250 Equity Shares of ₹ 5/- each	**100,291,250**	100,291,250
	100,291,250	100,291,250

1.1 The company has only one class of equity shares having a par value of ₹ 5/- per share. Each holder of equity shares is entitled to one vote per share.

1.2 The details of Shareholders holding more than 5% shares:

Name of the Shareholder	As at 31st March, 2017		As at 31st March, 2016	
	No. of shares	% held	No. of shares	% held
Mr. Dheeraj Kumar Kochhar	**3,995,544**	**19.92**	3,995,544	19.92
Mrs. Zuby Kochhar	**7,140,150**	**35.60**	7,140,150	35.60

Particulars	As at 31st March 2017 ₹		As at 31st March 2016 ₹	
2. RESERVES AND SURPLUS :				
Securities Premium Reserve				
As per last Balance Sheet		**340,104,490**		340,104,490
General Reserve				
As per last Balance Sheet		**11,500,000**		11,500,000
Profit & Loss Account				
As per last Balance Sheet	**(86,613,348)**		(72,470,447)	
Add: Adjustment for change in Carrying Value of Fixed Assets pertaining to earlier years	**1,636,506**		-	
Add: Profit / (Loss) for the Year	**5,058,235**		(14,142,901)	
		(79,918,607)		(86,613,348)
		271,685,883		264,991,142

NOTES FORMING PART OF THE BALANCE SHEET AND PROFIT AND LOSS ACCOUNT for the year ended 31st March, 2017 (contd....)

PARTICULARS	As at 31st March, 2017 ₹		As at 31st March, 2016 ₹	
3. LONG TERM PROVISIONS :				
Provision for Employee Benefits		**2,328,718**		2,152,592
4. LONG TERM BORROWINGS :				
Secured				
Vehicle Loan		**-**		695,389
4.1- Vehicle loans for Two vehicles availed from Kotak Mahindra Prime Ltd for a period of 5 years against hypothecation of the vehicle.				
5. SHORT TERM BORROWINGS :				
Secured				
Cash Credit Limit / Facility		**5,040,799**		26,553,279
5.1- Cash Credit Limit / facility availed from Oriental Bank of Commerce for working capital purpose against hypothecation of trade receivable and personal guarantee of Managing Director and Executive Director of the company.				
6. TRADE PAYABLES :				
Micro, Small and Medium Enterprises	**-**		-	
Others	**41,752,108**		10,415,582	
		41,752,108		10,415,582
6.1- As per information available with the Company, none of the creditors have confirmed that they are registered under the Micro, Small & Medium Enterprises Development Act, 2006. Accordingly, disclosure as required by the said Act is made on that basis.				
7. OTHERS CURRENT LIABILITIES :				
Security Deposit	**-**		20,000	
Current Maturities of Vehicle Loan	**695,389**		722,356	
Other Current Liability*	**4,858,557**		1,125,173	
		5,553,946		1,867,529
* Includes statutory dues.				
8. SHORT TERM PROVISIONS :				
Provision for Employee Benefits		**870,959**		699,048
		53,217,812		39,535,438

The only thing worse than starting something and failing... is not starting something.

NOTES FORMING PART OF THE BALANCE SHEET AND PROFIT AND LOSS ACCOUNT

for the year ended 31st March, 2017 (contd....)

9. FIXED ASSETS

SR. NO.	PARTICULARS	GROSS BLOCK					DEPRECIATION				NETBLOCK	
		USEFUL LIFE OF ASSETS YEARS	AS ON 01.04.16 ₹	ADDITION DURING THE PERIOD ₹	SALE DURING THE PERIOD ₹	TOTAL AS ON 31.03.17 ₹	UP TO 31.03.16 ₹	DEPRECIATION DURING THE PERIOD ₹	ADJUSTED DURING THE PERIOD ₹	TOTAL DEPRECIATION 31.03.17 ₹	W.D.V. AS ON 31.03.17 ₹	W.D.V. AS ON 31.03.16 ₹
	TANGIBLE ASSETS											
1	OFFICE BUILDING	60	20,050,076	-	-	20,050,076	5,383,441	862,993	-	6,246,434	13,803,641	14,666,635
2	OFFICE FLAT	-	459,701	-	-	459,701	-	-	-	-	459,701	459,701
3	PLANT & MACHINERY	13	61,761,931	146,812	-	61,908,743	55,260,021	2,056,272	95,140	57,221,153	4,687,590	6,501,910
4	MOTOR CARS	8	10,637,514	-	-	10,637,514	8,912,696	1,444,434	1,541,366	8,815,764	1,821,750	1,724,818
5	FURNITURE & FITTINGS	10	8,079,840	-	-	8,079,840	7,925,608	62,956	-	7,988,564	91,276	154,232
6	COMPUTERS	3	5,216,048	-	-	5,216,048	5,062,502	127,402	-	5,189,904	26,144	153,546
7	FIRE EXTINGUISHER	13	69,420	-	-	69,420	69,420	-	-	69,420	-	-
	Total (A)		**106,274,530**	**146,812**	**-**	**106,421,342**	**82,613,688**	**4,554,057**	**1,636,506**	**85,531,239**	**20,890,103**	**23,660,842**
	Previous Year (a)		**106,143,532**	**130,998**	**-**	**106,274,530**	**80,117,530**	**2,496,158**	**-**	**82,613,688**	**23,660,842**	**26,026,002**
	INTANGIBLE ASSETS											
8	BRANDS	10	135,000,180	-	-	135,000,180	135,000,180	-	-	135,000,180	-	-
	Total (B)		**135,000,180**	**-**	**-**	**135,000,180**	**135,000,180**	**-**	**-**	**135,000,180**	**-**	**-**
	Previous Year (b)		**135,000,180**	**-**	**-**	**135,000,180**	**135,000,180**	**-**	**-**	**135,000,180**	**-**	**-**
	Total (A+B)		**241,274,710**	**146,812**	**-**	**241,421,522**	**217,613,868**	**4,554,057**	**1,636,506**	**220,531,419**	**20,890,103**	**23,660,842**
	Previous Year (a+b)		**241,143,712**	**130,998**	**-**	**241,274,710**	**215,117,710**	**2,496,158**	**-**	**217,613,868**	**23,660,842**	**26,026,002**

NOTES FORMING PART OF THE BALANCE SHEET AND PROFIT AND LOSS ACCOUNT for the year ended 31st March, 2017 (contd....)

10. NON-CURRENT INVESTMENTS :

(Long-term Investments)

QUOTED EQUITY SHARES (OTHER THAN TRADE) FULLY PAID UNLESS OTHERWISE STATED

Name of The Company	Face Value	As at 31st March 2017		As at 31st March 2016	
		Holding	Book Value	Holding	Book Value
A) Reliance Industries Ltd.	10	**800**	**58,602**	800	58,602
B) Reliance Capital Ltd. *	10	**20**	**-**	20	-
C) Reliance Communications Ltd. *	5	**400**	**-**	400	-
D) Reliance Infrastructure Ltd. *	10	**30**	**-**	30	-
E) Reliance Power Ltd. *	10	**100**	**-**	100	-
F) Ambuja Cement Ltd.	2	**2,490**	**16,600**	2,490	16,600
G) S. Kumars Nationwide Ltd.	10	**1,000**	**35,000**	1,000	35,000
H) Brand House Retails Ltd. *	10	**200**	**-**	200	-
I) Glaxo Smithkline Pharmaceuticals Ltd.	10	**672**	**82,400**	672	82,400
J) De Nora India Ltd.	10	**300**	**3,000**	300	3,000
K) Godrej Consumer Products Ltd.	1	**1,028**	**19,744**	1,028	19,744
L) Godrej Industries Ltd.	1	**1,351**	**6,000**	1,351	6,000
M) Selan Exploration Technology Ltd.	10	**2,728**	**39,200**	2,728	39,200
N) Oriental Bank of Commerce Ltd.	10	**1,100**	**66,000**	1,100	66,000
O) GIVO Ltd.	10	**10,000**	**100,000**	10,000	100,000
			426,546		426,546

Note- * The marked shares have been alloted in lieu of merger/demerger of the related company and hence the cost of acquisition is NIL.

UN QUOTED EQUITY SHARES, (OTHER THAN TRADE) FULLY PAID UNLESS OTHERWISE STATED:

Name of the Company	Face Value	Current Year		Previous Year	
		Holding	Book Value	Holding	Book Value
A) Brahma Steyr Tractors Ltd.	10	**5,000**	**50,000**	5,000	50,000
B) Software Mart India Ltd. (refer note 28)	10	**-**	**-**	5,000	50,000
			50,000		100,000

	Book Value as on		Market Value as on	
	31.03.2017	31.03.2016	**31.03.2017**	31.03.2016
Aggregate amount of quoted Investment	**426,546**	426,546	**6,665,687**	6,600,406
Aggregate amount of unquoted Investment	**50,000**	100,000	**-**	-
	476,546	526,546	**6,665,687**	6,600,406

Negative attitude is nine times more powerful than positive attitude.

NOTES FORMING PART OF THE BALANCE SHEET AND PROFIT AND LOSS ACCOUNT for the year ended 31st March, 2017 (contd....)

Particulars	As At 31st March 2017 Amount ₹		As At 31st March 2016 Amount ₹	
11. INVENTORIES				
(As Valued and Certified by the Management)				
Stock in Trade including WIP		**103,331,834**		124,219,548
12. TRADE RECEIVABLES				
(Consider Good)				
Over Six Months	**73,964,750**		71,875,130	
Others	**59,527,500**		-	
		133,492,250		71,875,130
13. CASH AND BANK BALANCE				
Cash in hand	**606,042**		668,198	
Balance with Scheduled Banks in :				
Current account	**344,300**		11,474	
Deposit account	**120,075,000**	**121,025,342**	120,075,000	120,754,672
14. SHORT TERM LOANS AND ADVANCES				
(Unsecured and consider good)				
Loans and advances to Related Parties(Refer note No. 26)	**350,000**		350,000	
Deposits	**1,714,130**		934,130	
CENVAT Credit receivable	**1,178,771**		1,575,644	
MAT Credit Entilment	**4,540,852**		4,540,852	
Others	**33,874,594**	**41,658,347**	35,226,264	42,626,890
15. OTHERS CURRENT ASSETS				
Income Tax (net of provisions and TDS)	**3,538,133**		20,655,681	
Prepaid Expenses	**299,832**		276,239	
Interest Accrued on Fixed Deposits	**2,811,276**		3,070,263	
		6,649,241		24,002,183
		406,157,014		383,478,423
16. REVENUE FROM OPERATIONS				
Sales	**199,253,020**		58,573,585	
Less:- Service Tax /VAT	**26,059,020**	**173,194,000**	7,601,585	50,972,000

NOTES FORMING PART OF THE BALANCE SHEET AND PROFIT AND LOSS ACCOUNT for the year ended 31st March, 2017 (contd....)

Particulars	As At 31st March 2017 Amount ₹		As At 31st March 2016 Amount ₹	
17. OTHER INCOME				
Interest				
From Bank on FDRs		**9,185,459**		10,661,030
From Others		**1,445,349**		842,073
Dividend				
From Long term Investment		**61,778**		95,345
Others				
Rent	**20,000**		12,000	
Keyman Insurance Claim Received	**23,750,000**		-	
Royalty	**7,171**		-	
Sundry Amount / Balance written back	**597,732**	**24,374,903**	843,435	855,435
		35,067,489		12,453,883
18. COST OF PRODUCTION				
Cost incurred during the year		**143,038,549**		66,633,587
(Increase) / Decrease in Inventories		**20,887,714**		(18,236,201)
		163,926,263		48,397,386
19. EMPLOYEE BENEFITS EXPENSE				
Salaries and Wages		**10,865,459**		10,370,371
Contribution to Provident Fund and Other Funds		**644,984**		638,026
Gratuity		**375,729**		193,431
Staff Welfare		**1,101,876**		1,132,261
		12,988,048		12,334,089

19.1 As per Accounting Standard 15 (Revised) "Employee benefits", the disclosures as defined in the Accounting Standard are given below :

Defined benefits plan:

The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

NOTES FORMING PART OF THE BALANCE SHEET AND PROFIT AND LOSS ACCOUNT for the year ended 31st March, 2017 (contd....)

		For the Year 2016-17	For the Year 2015-16
I	**Reconciliation of opening and closing balance of Defined Benefit Obligation**		
	Defined Benefit obligation at beginning of year	**2,851,640**	2,658,209
	Current Service Cost	**43,826**	63,145
	Interest Cost	**197,311**	193,086
	Actuarial (gain) / loss	**134,592**	(62,800)
	Benefits paid	**(27,692)**	-
	Defined Benefit obligation at year end	**3,199,677**	2,851,640
II	**Reconciliation of opening and closing balances of fair value of Plan Assets**		
	Fair value of Plan assets at beginning of year	**-**	-
	Expected return on plan assets	**-**	-
	Actuarial gain / (loss)	**-**	-
	Employer contribution	**27,692**	-
	Benefits paid	**(27,692)**	-
	Fair value of Plan assets at year end	**-**	-
	Actual return on plan assets	**-**	-
III	**Reconciliation of fair value of assets and obligations**		
	Fair value of Plan assets	**-**	-
	Present value of obligation	**3,199,677**	2,851,640
	Amount recognised in Balance Sheet	**3,199,677**	2,851,640
IV	**Expense recognised in the profit and loss account**		
	Current service cost	**43,826**	63,145
	Interest cost	**197,311**	193,086
	Expected return on plan assets	**-**	-
	Actuarial gains/(losses)	**134,592**	(62,800)
	Expense charged to Profit & Loss A/c	**375,729**	193,431
V	**Return on plan assets**		
	Expected return on plan assets	**-**	-
	Acturial gains/(losses)	**-**	-
	Actual return on plan assets	**-**	-
VI	**Actuarial assumptions**		
	Mortality table (LIC)	**2006-08**	2006-08
	Discount rate (per annum)	**7.10%**	7.75%
	Expected rate of return on plan assets	**0%**	0%
	Rate of escalation in salary (per annum)	**5%**	5%

The discount rate is based on the prevailing market yields of Indian government securities as at the balance sheet date for the estimated term of the obligations.

The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation,seniority, promotion and other relevant factors.

NOTES FORMING PART OF THE BALANCE SHEET AND PROFIT AND LOSS ACCOUNT for the year ended 31st March, 2017 (contd....)

Particulars	As At 31st March 2017 Amount ₹		As At 31st March 2016 Amount ₹	
20. FINANCE COSTS				
Interest - Cash Credit		**4,122,499**		1,635,810
Interest - Vehicles		**112,028**		182,117
		4,234,527		1,817,927
21. OTHER EXPENSES :				
Rent		**614,400**		588,150
Electricity Expenses		**1,528,555**		1,410,711
Printing & Stationery		**450,209**		380,461
Conveyance		**382,634**		223,640
Travelling Expenses		**505,714**		218,219
Telephone Expenses		**345,463**		367,140
Membership Fees & Subscription		**129,304**		137,306
Meeting				
Fees	**63,000**		56,000	
Expenses	**38,800**	**101,800**	33,000	89,000
Security charges		**448,800**		388,800
Repairs & Maintenance		**4,810,326**		3,289,893
Bank Charges		**214,978**		143,834
Postage, Telegram & Stamp Expenses		**65,202**		115,811
Legal & Professional Charges		**1,795,025**		1,480,942
Books & Periodicals		**15,005**		14,647
Advertising & Publicity Expenses		**67,844**		92,844
Fees & Taxes		**782,577**		800,192
Insurance Charges		**242,168**		225,311
Depository Expenses		**129,681**		101,828
Listing Fees		**400,000**		320,000
Registrar Expenses		**90,000**		90,263
Auditors - Remuneration		**300,000**		300,000
Information & Technology		**301,897**		604,813
Sundry Amount / Balance Written Off		**2,539,969**		15,575
Other Expenses		**1,165,576**		1,123,844
		17,427,127		12,523,224
21.1 - Auditors' Remuneration :				
Audit Fees		**200,000**		200,000
Other Services (Excluding Service Tax)		**100,000**		100,000

Once you replace negative thoughts with positive ones, you'll start having positive results.

NOTES FORMING PART OF THE BALANCE SHEET AND PROFIT AND LOSS ACCOUNT for the year ended 31st March, 2017 (contd....)

Particulars	As At 31st March 2017 Amount ₹	As At 31st March 2016 Amount ₹
22. Contingent Liabilities :		
a. Bank Guarantees Outstanding	**300,000**	300,000
b. Claim against the company not acknowledged as Debt	**140,800,000**	140,800,000

The National Broadcaster claimed a sum of ₹ 1408.00 lacs which is under dispute. The arbitration proceedings into the matter is under process. The amount disclosed is the minimum liability on this count excluding interest thereon which is presently not quanitifiable.

23. Expenditure / Earnings in Foreign Currency :

There is no expenditure and earnings in foreign currency during the year.

24. The following Premises are yet to be transferred in the name of the Company:

6/7 Blue Diamond at Juhu Tara Road, Mumbai

25. Earning per share

Profit After Tax	**5,058,235**	(14,142,901)
Weighted average number of Equity Shares outstanding	**20,058,250**	20,058,250
Basic earning per share	**0.25**	(0.71)
Diluted earning per share	**0.25**	(0.71)
Nominal value of share (₹)	**5.00**	5.00

26. Related party disclosure :

Related party disclosure as required by AS - 18 issued by the Institute of Chartered Accountants of India.

a) Relationship :

Key Management Personnel	
Mr. Dheeraj Kumar	Chairman & Managing Director
Mrs. Zuby Kochhar	Executive Director
Other Directors	
Mr. Shiv S. Sharma	Non Executive Director
Mr. M.R. Sivaraman	Non Executive Director
Mr. T.K. Choudhary	Non Executive Director

b) Transactions with related parties are furnished below :

	Balance as on 01/04/2016	Remuneration payable for the year 2016-17	Paid during the Year	Outstanding Balance as on 31/03/2017
(i) Director's Remuneration				
Mr. Dheeraj Kumar	524,500	**3,409,250**	3,933,750	-
Mrs. Zuby Kochhar	262,000	**1,703,000**	1,965,000	-
(ii) Advance Outstanding				
(Creative FX and Animation Factory India (Pvt.) Ltd.)	350,000		-	350,000

Note : The Company has paid to its Non Executive Directors the sitting fees @ ₹ 7,000/- per Meeting.

NOTES FORMING PART OF THE BALANCE SHEET AND PROFIT AND LOSS ACCOUNT for the year ended 31st March, 2017 (contd....)

27. Arbitration proceeding with National Broadcaster (Doordarshan)

As per the order of Hon'ble arbitrator, the Company had paid an amount of ₹ 2,00,00,000/- to Prasar Bharti Broadcasting Corporation of India (PBBCI). And also PBBCI/The Directorate General, Doordarshan had acquired programmes from the existing library of the company for ₹ 1,34,78,831/-, representing cost of acquisition of programmes payable, which had not been paid directly to CEL but had been adjusted / credited / treated as amount received in kind by PBBCI / The Directorate General, Doordarshan on behalf of Creative Eye Limited. The said amounts are included in Others Short Term Loans & Advances. Also, Trade Receivable includes ₹ 3,00,000/-, receivable from Prasar Bharati Broadcasting Corporation of India. The final accounting / financial implication in the respective account shall be reflected / adjusted at the time of final outcome of the arbitration proceedings.

28. Amounts Written Off/ Written Back:

During the financial year 2016-17, ₹ 25,39,969/- (Previous Year ₹ 15,575/-) has been written off on account of certain Deposits,Sundry Debtors and Advances, which became irrecoverable in spite of best efforts for recovery. Also, an amount of ₹ 50,000/- towards investment in unquoted shares of Software Mart India Ltd. has also been written off.

An amount of ₹ 5,97,732/- (Previous Year ₹ 8,43,435/-) has been written back as it is no longer payable.

29. Details of Specified Bank Notes (SBN) held and transacted during the period from 8th November 2016 to 30th December 2016, as provided in the table below:

Particulars	SBN*	Other denomination notes	Total (₹)
Closing cash in hand as on 8th November 2016	-	110,372	**110,372**
(+) Permitted receipts	-	-	**-**
(+) Amount withdrwan from banks	-	334,000	**334,000**
(-) Permitted payments	-	274,830	**274,830**
(-) Amount Deposited in Bank	-	-	**-**
Closing cash in hand as on 30th December 2016	-	169,542	**169,542**

* For the purposes of this clause, the term 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E), dated the 8 November 2016.

30. Figures of previous year have been regrouped/ reclasified/ rearranged wherever necessary.

31. There is only One Reportable Segment - 'Production of Audio-Visual T. V. Content'. Accordingly no separate segmentwise disclosure has been made.

As per our report of even date attached

For **Uttam Abuwala & Co.**
Chartered Accountants
Firm Regn. No. 111184W

CA. Prerak Agarwal
Partner
M.No. 158844

Mumbai, Dated : **30th May, 2017**

For and on behalf of the Board

Dheeraj Kumar
Chairman & Managing Director
(DIN 00018094)

Zuby Kochar
Director
(DIN 00019868)

M.R. Sivaraman
Director
(DIN 00020075)

T.K. Choudhary
Director
(DIN 00077181)

Sunil Gupta
Chief Financial Officer
(PAN AECPG2223D)

Khushbu G. Shah
Company Secretary
(M. No. A40202)

Route Map For Venue of AGM



Positive thinking will let you do everything better than negative thinking will.

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; Fax: 022 26732296; E-mail: contact@creativeeye.com; Website: www.creativeeye.com

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) : _____

Registered Address : _____

_____

E-mail ID : _____ *Folio No./DP ID and Client ID :_____

* For details with respect to your Folio No./DP ID, Client ID and number of shares, please refer to the Attendance Slip enclosed along with the Annual Report.

I/We, being the member(s) holding _____Equity Shares of Creative Eye Limited, hereby appoint

1. Name: _____ E-mail ID: _____

   Address: _____

   Signature: _____, or failing him/her

2. Name: _____ E-mail ID: _____

   Address: _____

   Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31st Annual General Meeting of the Company, to be held on Wednesday, the 27th day of September, 2017 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 and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

Sr. No.	Resolutions.	For	Against
Ordinary Business			
1.	To consider and adopt the Audited Balance Sheet as at 31st March 2017, 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 Re-appoint Mrs. Zuby Kochhar, (DIN 00019868) as a director, who retires by rotation at this Annual General Meeting and being eligible has offered herself for re-appointment.		
3.	To appoint M/s NGS & Co. LLP, Chartered Accountants, Mumbai (Firm Registrtion No. 119850W) as Statutory Auditors in place of Auditors retiring on rotational basis. and to fix their Remuneration.		
Special Business			
4.	To appoint Mr. Mukesh Sharma (DIN- 07840699) as an Independent (Non executive Director) (Ordinary Resolution)		
5.	To Re-appoint Mr. Dheeraj Kumar Kochhar (DIN 00018094) as Managing Director of the Company for the period of 3 years w.e.f 01.06.2017 (Special Resolution).		
6.	To Re-appoint Mrs. Zuby Kochhar (DIN 00019868) as Executive whole time Director of the Company for the period of 3 years w.e.f 01.06.2017 (Special Resolution).		

Signed this _____ day of _____ 2017.

Affix Revenue Stamp

Signature of Member Signature of Proxy Holder(s)

Notes:

1. This form in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. The proxy need not to be a member of the Company.

Please do not share your e-voting password with anyone.







Creative Eye Limited

CIN: L99999MH1986PLC125721

Kailash Plaza, Plot No. 12-A,
Opp. Laxmi Industrial Estate,
New Link Road, Andheri (West)
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Website : www.creativeeye.com