



Creative Eye Limited



ANNUAL REPORT | 2014-15

Board of Directors

Mr. Dheeraj Kumar
Chairman & Managing Director

Mrs. Zubay Kochhar
Executive Director

Mr. M. R. Sivaraman
Non Executive Director

Mr. Shiv S. Sharma
Non Executive Director

Mr. T.K. Choudhary
Non Executive Director

Corporate Directory

Registered and Corporate Office

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

Company Secretary

Ms. Jinal Sheth

Auditors

Uttam Abuwala & Co.,
Chartered Accountants, Mumbai

Bankers

Oriental Bank of Commerce
Santacruz (west), Mumbai

Registrar and Transfer Agents

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

Annual General Meeting

Wednesday, 30th September, 2015
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 **Twenty Nine Annual General Meeting** of the Members of **CREATIVE EYE LIMITED** (CIN : L99999MH1986PLC125721) will be held on **Wednesday, 30th September, 2015 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 2015, Profit and Loss Account and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint 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. Uttam Abuwala & Co, Chartered Accountants, Mumbai, having Firm Registration No. 111184W, as Statutory Auditors of the company who shall hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration.

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

Registered Office:

CREATIVE EYE LIMITED
(CIN: L99999MH1986PLC125721)
Kailash Plaza, Plot No.12-A,
Opp. Laxmi Industrial Estate,
New Link Road, Andheri (West),
Mumbai - 400 053, India
Tel :022 26732613 (7 Lines)
Fax : 022 2673 2296
E-mail: contact@creativeeye.com
Website : www.creativeeye.com

By Order of the Board of Directors

Sd/-
Jinal Sheth
Company Secretary

Date:- 25th May, 2015

NOTICE (contd....)

NOTES:

1. A member entitled to attend and vote at the annual general meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the company. A person can act as a proxy on behalf of members not exceeding fifty members and holding in the aggregate not more than ten percent of the total equity share capital of the Company carrying voting rights. A member holding more than ten percent of the total equity share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The instrument appointing a proxy should be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the meeting.
2. Members/proxies should bring the attendance slips duly filled in and PHOTO ID proof for attending the meeting.
3. 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.
4. 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.
5. Members who wish to obtain information on the Financial Statements, Accounts and operations of the company for the year ended 31st March, 2015, 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.
6. The Register of Members and Share Transfer books of the Company will remain closed from Wednesday, 23rd September 2015 to Wednesday, 30th September 2015 (both days inclusive).
7. 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.
8. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
9. Consequent to the introduction of Section 56 (Section 109A of the Companies Act, 1956), of Companies Act 2013 shareholders are entitled to make nomination in respect of shares held by them in physical. Shareholders desirous of making nominations are requested to send their requests (which will be made available on request) to the Registrar and Transfer Agents, (M/s. Karvy Computershare Private Limited)
10. Electronic copy of the Annual Report for 2014-2015 with Notice of Twenty Nine 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 2014-2015 with Notice of Twenty Nine Annual General Meeting of the Company is being sent in the permitted mode. The Annual Report may also be accessed in the Company's Corporate Website : www.creativeeye.com.



NOTICE (contd....)

11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit 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.
12. Members are requested to bring their copies of Annual Report to the meeting.
13. **E-Voting :**
 - A. In compliance with Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 and clause 35B of the listing agreement, the Company is pleased to provide members facility to exercise their right to vote at the 29th 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 26th September, 2015 at 9.00 a.m. and will end on Tuesday, the 29th September, 2015 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 21st September, 2015, 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 21st September, 2015.
14. 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.
15. 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.
16. The voting rights of Members either by way of e-voting prior to the AGM or by way Ballot / Poll paper at the AGM shall be in proportion to their equity shareholding in the paid up equity share capital of the Company as on the Cut-off date of September 21, 2015.
17. The Board of Directors at their meeting have appointed **Mr. Kaushal Doshi, Practicing Company Secretary (ACS: 32178)** as Scrutinizer to conduct the E-voting in a fair and transparent manner. The Scrutinizer shall within a period of not exceeding 3 working days from the conclusion of voting period, shall unblock the votes in presence of two witness, who are not in employment of the Company and after scrutinizing such votes received shall make a Scrutinizers report of the votes cast in favor or against or invalid votes in connection with the resolution(s) mentioned in the Notice of the Meeting and submit the same forthwith to the Chairman of the Company.
18. 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.

NOTICE (contd....)

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 Postal Ballot Form / via email forwarded through the electronic notice
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- 3) Please contact our toll free No. 1-800-34-54-001 for any further clarifications.
- 4) Members can cast their vote online Saturday, the 26th September, 2015 at 9.00 a.m. and will end on Tuesday, the 29th September, 2015 at 5.00 p.m.
- 5) After entering these details appropriately, click on "LOGIN".
- 6) Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z).one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Computershare Private Limited e-Voting platform. System will prompt you to change your password and update any contact details like mobile #, email ID etc on 1st login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- 7) You need to login again with the new credentials.
- 8) On successful login, system will prompt to select the 'Event' i.e., 'Company Name'.
- 9) If you are holding shares in Demat form and had logged on to "https://evoting.karvy.com" and casted your vote earlier for any company, then your existing 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'



NOTICE (contd....)

- 11) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- 12) Once you ‘CONFIRM’ your vote on the resolution, you will not be allowed to modify your vote.
- 13) Corporate/Institutional Members (corporate /FIs/FILs/Trust/Mutual Funds/Banks, etc) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to cs.kaushalcel@gmail.com with copy to evoting@karvy.com. The file scanned image of the Board Resolution should be in the naming format “Corporate Name_ Event no.”.

Registered Office:

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(CIN: L99999MH1986PLC125721)
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Tel :022 26732613 (7 Lines)
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E-mail: contact@creativeeye.com
Website : www.creativeeye.com

By Order of the Board of Directors

Sd/-
Jinal Sheth
Company Secretary



Date:- 25th May, 2015

NOTICE (contd....)

EXPLANATORY STATEMENT AS PER CLAUSE 49 OF LISTING AGREEMENT:

Name of the Director	:	Zuby Kochhar
DIN	:	00019868
Date of Birth	:	15/03/1951
Type of appointment	:	Director Retiring by Rotation
Date of Appointment/ Re-appointment	:	01/06/2014
Areas of Specialization	:	Creative and Execution
Qualifications	:	Post Graduate
No. of Shares Held in the Company	:	7140150
List of Directorship held in outside Public Limited Companies	:	1(one)
Chairman/member of the Committee of the Board of Directors of this Company	:	NIL
Chairman/member of the Committee of the Board of Directors of other Companies	:	NIL
Justification for appointment	:	Deep Business Knowledge

Your directors recommend the above ordinary resolution for approval.



Directors' Report

Dear Members,

Your Directors have pleasure in presenting the 29th Annual Report on the business and operations of the Company along with the Audited Accounts of the company for the year ended March 31, 2015.

Financial Performance

(₹ in lacs)

Particulars	31.03.2015	31.03.2014
Sales	1349.90	1761.02
Less: Cost of Software	1519.69	1424.60
Gross Profit	(169.79)	336.42
Other Income	151.63	155.51
Total	(18.16)	491.93
Less: Other Expenses before interest and Depreciation	252.89	251.06
Operating Profit/(Loss)	(271.05)	240.87
Less: Interest	35.95	14.19
Less: Depreciation	29.14	60.62
Net Profit/(Loss) before Tax	(336.14)	166.06
Less: Provision for Deferred Tax	0.00	0.00
Less: Current Tax (MAT)	0.00	33.08
Add: MAT Credit Entitlement	0.00	(6.13)
Net Profit/(Loss) after tax	(336.14)	139.11
Earning per share		
Basic	(1.68)	0.69
Diluted	(1.68)	0.69
Dividend Rate		---

Review of Financial Operations

During the year under review, the turnover was ₹ 1349.90 Lacs as compared to ₹ 1761.02 Lacs of last year showing a decline by 23.35 % over last year. The net loss for the year was ₹ 336.14 lacs as compared to net profit of ₹ 139.11 Lacs of last year.

Dividend

In view of the loss suffered by the company the board is unable to recommend any dividend for the year under review.

Business Performance

During the year under review the following major serials were telecast -

1. "Teen Nadano ki Nadaaniyaan" on Reliance Big Magic Channel
2. "Singhasan Battisi" on Sony Pal Channel
3. "Betaal aur Singhasan Battisi" on Sab TV Channel

Directors' Report (contd....)

Your company had entered into Historical genre and produced Historical based serial "Singhasan Battisi" for new channel of Sony Group-Sony Pal. The serial was during well in term of performance and was maintaining No. 1 position across all the programs run on Sony Pal channel. The company was quite hope full for long run of this serial but unfortunately the Sony pal channel discontinues all new programs and your company serial was also one of them and this serial could run only for six months. However, your company is doing more research in this genre and quite hopeful to get more projects on various channels.

"Teen Nadano Ki Nadaaniyaan" On Big Magic Channel went off the air in the Month of July 2014 due to the completion of the agreement.

Future Plans / Outlooks

The future outlook of content creator is very challenging and promising due to huge core competition at present. Shifting consumer behaviors, Data base, disruptive technologies, convergence and quadruple play offerings are revolutionizing the media industry.

Digital Media and E-commerce is growing fast and setting new business models in the Media & Entertainment Industry. Your company may explore possibilities in this field in term of content creation or other avenues.

The Company is also focusing on other business opportunities such as event management and non-fiction programs. Your Company is ready to face all tough Challenges of media and entertainment to attain future targets for the ensuring year by expanding its business operations in vertical modes.

The Management of the Company is constantly looking for widening the prospects of the Company through an increased presence on various channels, the plugging of vacant slots, the creation of unique content for new coming channels and strategic diversification. In view of this, the Management is confident that the Company will continue to deliver the excellent value to the viewers and stakeholders in future.

Fund Utilization

Up to the financial year ending 31st March, 2015, the Company has utilized ₹ 1413.64 Lacs from the funds received from the Initial Public Issue. The balance unutilized funds which have been invested in fixed deposits, which will be utilized in the near future.

Public Deposit

The Company has not accepted any public deposit during the year under review.

Internal Auditor and Report

In Compliance with the provisions of the section of 138 of the Companies Act, 2013, The company has appointed independent internal auditor M/s Jayram & Co., Chartered Accountants, Mumbai as Internal Auditors for the Financial Year 2014-2015. 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.

Secretarial Audit Report

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



Directors' Report (contd....)

and Remuneration of Managerial Personnel) Rules, 2014. The report of Secretarial Auditor forming part of this Annual report does not contain any qualification, reservation or adverse remarks.

Statutory Auditors and Audit Report.

M/s Uttam Abuwala & Co., Chartered Accountants, (Firm Registration No. 111184W) Mumbai, Independent Auditors of the Company will retire at the forthcoming Annual General Meeting and are eligible for re-appointment. The Company has received a confirmation from M/s Uttam Abuwal & Co., Chartered Accountants, to the effect that their re-appointment as Statutory Auditors, if made, would be within the limits under the section 141 of Companies Act 2013 read with the Rule 4 of Companies (Audit & Auditors) Rules 2014. It is proposed to reappoint them from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting, subject to the approval of shareholders.

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, 2015 is annexed with this annual report for your kind perusal and information.

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.

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.

Extract of the Annual Return

The Extract of Annual Return as required under section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, in Form MGT-9 is annexed with this annual report for your kind perusal and information.

Meetings Of The Board Of Directors

The Company held Four Board Meetings during the Financial Year under review. Details of the same forms part of the Corporate Governance Report is annexed with this annual report.

Related Party Transactions:

Apart from the related party transactions in the ordinary course of business , details of which are given in the notes to the financial statements, there were no other related party transactions requiring disclosure in Directors Report for the compliance with the 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 of the Companies act, 2013 read with Companies Rules, 2014 are not applicable to the company. There were no foreign exchange earnings and outgo during the current period.

Directors' Report (contd....)

Directors

A) Changes in Directors and Key Managerial Personnel

The individual details of Directors seeking re-appointment at the ensuing Annual General Meeting of the Company are annexed to the notice of Annual General Meeting. There were no change in Directors and Key managerial Personnel for the year under review.

B) Declaration by an Independent Director(s)

The Company has received and taken on record the declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under Clause 49 of the Listing Agreement with the Stock Exchanges.

C) Appointment and Remuneration

Considering the requirement of skill, eminent people having an independence standing in their respective field, profession and who can effectively contribute to company's business and policy decision are considered by the Nomination and Remuneration Committee for appointment as an independent director on the board. The Committee considers ethical standards of integrity, qualifications, expertise and experience of the person as appointment as director and not disqualified under the Companies Act, 2013 and rules made there under and accordingly recommended to the board for appointment.

Remuneration to Whole Time Director/ Executive Directors is governed under the relevant provisions of the Companies Act, 2013 and the Rules made there under. Independent/ Non-Executive Directors are paid sitting fees for attending the meeting of board/committees thereof. The Company policy on directors' remuneration is given in Corporate Governance Report which forms part of this annual Report.

Corporate Governance Report

- The Company is committed to maintain the highest standards of corporate governance and adhere to the corporate governance requirements set out by SEBI. The Company has also implemented several best corporate governance practices as prevalent globally.
- The Report on corporate governance as stipulated under Clause 49 of the Listing Agreement forms part of the Annual Report.
- The requisite certificate from the Auditors of the Company confirming compliance with the conditions of corporate governance as stipulated under the aforesaid Clause 49, is attached to the Report on corporate governance.

Risk Management Policy

The Audit Committee has established a Risk Management Policy. The business risk is managed through cross functional involvement and communication across Department. Risk management and internal control processes focuses on areas that continue to meet the progressive governance standards. The Audit Committee and Management does review periodically the business risk areas covering operational and financial risks to safeguard and protect the business from any risky measures.



Directors' Report (contd....)

Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, in a separate meeting of Independent Directors, performance of non-independent directors, performance of the board as a whole and performance of the Whole Time Directors, Chairman and executive directors was evaluated. Based on such meeting of Independent Directors and taking into account the views of executive directors and non-executive directors the Board had evaluated its performance on various parameters such as Board composition and structure, effectiveness of board processes, effectiveness of flow of information, contributions from each Directors, efficient discharge of their responsibilities etc.

Personnel

There were no employees covered under the preview of section 197 of the companies Act, 2013 and the rules and amendments made under in Companies Act, 2013. Remuneration paid to Directors and Key Managerial Persons during the year reported in MGT 9 (Extract of Annual Return) annexed with this annual Report.

Directors' Responsibility Statement

Pursuant to Section 134 of the Companies Act, 2013, in relation to the Audited Financial Statements for the Financial Year 2014-2015, 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 applicable Companies Act 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.

Acknowledgements

An acknowledgement to all with whose help, cooperation and hard work the company is able to achieve the results.

For and on behalf of the Board of Directors

Creative Eye Limited

Place: Mumbai
Date: 25th May, 2015

Dheeraj Kumar
Chairman & Managing Director



Management Discussion And Analysis Report

Industry Structure & development

The Indian Media and Entertainment Industry witnessed a moderate growth in 2014. The industry grew from ₹ 918 billion in 2013 to 1,026 billion in 2014, registering a growth rate of 12%. Television sector grew from ₹417 billion in 2013 to ₹ 475 billion in 2014, registering a growth of 14%. (Source: FICCI-KPMG Indian Media and Entertainment Industry Report 2015)

Total advertising spend across media was ₹ 414 billion in 2014 contributing to 40% of Media & Entertainment industry revenues. In light of the continued economic growth, advertising revenues saw a growth of 14% in 2014. On account of improving monetization due to digitization, in 2014, subscription revenues grew at annualized growth rate 16%. (Source: FICCI-KPMG Indian Media and Entertainment Industry Report 2015)

The FICCI-KPMG report further predicts that the Media and Entertainment industry in India is poised to grow at a CAGR of 13.9 per cent. This means KPMG expects it to grow from Rs. 1,026 billion in 2014, to reach Rs. 1,964 billion by 2019.

The growth in popularity of digital media continued to surge in 2014, with a significant growth in digital advertising of 44.5 per cent over 2013. Critical tax and regulatory interventions were critical for enabling growth. Digital media continued to show stupendous growth in 2014. India became the second largest country in terms of number of internet users. The digital advertising industry grew from Rs. 30.1 billion in 2013 to Rs. 43.5 billion in 2014- a growth of 44.5 per cent, driven by steady growth in ad spends across most digital platforms.

It was another landmark year for the television industry in many ways. F.Y. 2014-15 saw the formation of the viewership measurement system by Broadcast Audience Research Council (BARC). BARC is expected to deliver superior viewership data on account of more relevant classification parameters (NCCS instead of SEC), tracking of substantially higher viewership including rural households, as well as higher quality of data monitoring through audio watermarking of channel feeds.

KEY POINTS

1. **Supply:** There are a total of 833 private satellite TV channels, permitted by the Information and Broadcasting Ministry, out of which 163 are pay channels.
2. **Demand:** In the electronic media, the highly fragmented viewership has led to an increasing preference for niche channels.
3. **Barriers to Entry:** In the electronic media, entry barriers are high for broadcasting since it is very capital-intensive. It involves the cost of leasing the transponder, setting up up-linking facilities, setting up pre and post-production facilities. The barriers to entry are far lower for content providers. Besides, broadcasters themselves commission programs and fund their production. Hence margins are lower. In spite of the high barriers to entry a slew of channels across languages and genres have been launched in the recent past.
4. **Bargaining power of customers:** Relatively high in both print and electronic media the consumer finds a surfeit of players to choose from Conditional Access System (CAS) and DTH services now enable the consumer to choose the channels that he wishes to view; thereby increasing his bargaining power.

The players in the electronic media can be classified into a three-link chain. First are the studios (Including the Animation & VFX), which comprise the hardware part of the industry, the second are the content provider and the Third link comprises the distribution trolleys, which includes the satellite and cable channels, multiplex theaters, MSOs and DTH Players.



Management Discussion And Analysis Report (contd...)

The Trends That Drive The Future

The M&E industry is undergoing a seismic shift. The pace of technological change is accelerating so quickly that finding the right balance between addressing today's daily operational challenges and planning for the next big thing can be a struggle. Many M&E executives are so focused on the critical issues they need to address today that looking forward is nearly impossible. And yet, looking forward is what M&E executives need to do if they want to innovate, prosper and survive.

The digital new media and E-Commerce are on a rapid growth and will set a new dimension for the M&E industry.

Here are six emerging trends that we see as having the biggest impact on the future of television:

1. Storytelling will evolve to make better use of an omni platform environment.
2. Ubiquitous screens will demand greater content mobility.
3. Social dynamics and synergistic experiences will drive more event-based viewing.
4. Innovation in program discovery and television controls will drive new techniques to cut through the clutter.
5. Bingeing will drive more innovation in measurement and personalization.
6. New entrants demanding unique content will drive innovation beyond the traditional studio system.

Risk and Concerns

The company has to face shorter life span of programs due to non attainment of expected TRP. The emerging of new players has fragmented the time slots in the various producers due to that the existing business have been shared with lot of content creators.

The Company operates in highly competitive environment that is subject to innovations, changes and varying levels of resources available to each player in each segment of business.

The urge to compete and provide the best content to viewers/audience, it may not be possible to consistently predict changing audience tastes. People's tastes vary quite rapidly along with the trends and environment they live in. In this makes it is virtually impossible to predict whether a particular show or serial would do well or not. Hence, the company would have to incur high expenditure to provide an impetus on its programming to deliver up to the highest satisfaction level of broadcast and people from time to time. The increase in costs might not necessarily perk up its revenues in the same proportion.

The management of the company is taking all measurable and effective steps to face various risks in its business that is common to our industry. The company is reviewing all risk factors periodically to cope up with same to avoid any negative impact on the business 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:

Segment	(Amount in lacs)
	31st March 2015
TV Contents	1349.90
Total	1349.90

Management Discussion And Analysis Report (contd...)

Profitability of the segment of the Company is given hereunder:

(Amount in lacs)			
Segment	Sales	Cost of Software	Gross Profit
TV Contents	1349.90	1519.69	(169.79)
Total	1349.90	1519.69	(169.79)

Financial performance with respect to operational performance

The highlights of the financial performance of the Company for the financial year 2014-2015 are as under:

(Amount in lacs)		
Particulars	31.03.2015	31.03.2014
Income	1501.53	1916.53
EBIDT	(271.05)	240.87
Interest	35.95	14.19
Depreciation	29.14	60.62
Profit/ (Loss) before tax	(336.14)	166.06
Profit/ (Loss) after tax	(336.14)	139.11

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's relationship with its employees continued to be very cordial and harmonious. It is the endeavour of the Company to improve and instill confidence in each of the employees and to improve their morale to move forward in their respective jobs with courage, conviction, dedication and commitment. The company provide healthy environment of working to produce best efficiency in term of result.

Internal control system and their adequacy

The Company has in place adequate internal control systems and procedures commensurate with the size and nature of its business. Our internal control system is designed in such a manner that financial and other records are completely reliable and authentic for preparing the financial statements. The management and independent internal auditor of the company also keep watch on the internal control system and consistently take necessary steps to further strengthen the internal control system and procedures of the company.

Cautionary Statement

Estimates and expectations stated in the Management Discussion Analysis Report may be "forward looking statements" within the applicable securities law and regulations. Actual results might differ substantially or materially from those expressed or implied due to the external factors, which are beyond the control of the Company. 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 express their appreciation for the contribution made by the employees to the improvement in the operations of the Company. Your Directors also thank all the Government Agencies and Regulatory Bodies, Bankers, Financial Institutions, Stakeholders, Customers, Vendors and other business associates, who through their continuous support and co-operation have helped in your Company's progress.

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

Sd/-

Dheeraj Kumar

Chairman & Managing Director

Place: Mumbai
Date: 25th May, 2015



Report on Corporate Governance

(Pursuant to Clause 49 of the Listing Agreement)

1. Corporate Philosophy on Code of Governance

The Company's Corporate Governance policies recognize the Company's commitment to good and efficient Corporate Governance. 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.

Details as on date, of the composition of the Board, category of the Directors and their attendance at the Board meetings and the last Annual General Meeting, their Directorship in other companies and Membership and Chairmanship on the committees of other companies are as under:

Name of Directors	Category	Attendance Particulars		Number of other Directorships and Committee Member / Chairpersonships		
		Board Meetings	Last AGM	Other Directorship (Excluding the alternate directorships & directorship in Pvt. Ltd. Companies)	Committee Memberships (Excluding the Company)	Committee Chairpersonships (Excluding the Company)
Mr. Dheeraj Kumar Chairman & Managing Director	CMD	4	Yes	1	Nil	Nil
Mrs. Zuby Kochhar Whole-time Director	E.D	3	No	1	Nil	Nil
Mr. M.R. Sivaraman Director	I.N.E.D	4	Yes	1	Nil	Nil
Mr. Shiv S. Sharma Director	I.N.E.D	4	Yes	1	Nil	Nil
Mr. T.K. Choudhary Director	I.N.E.D	4	Yes	0	Nil	Nil

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

Report on Corporate Governance (contd...)

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 30.05.2014, 14.08.2014, 12.11.2014 and 10.02.2015.

3. Audit Committee

The Board of the Company has constituted an Audit Committee comprising of three Independent, Non-Executive Directors viz. Mr. T. K. Choudhary, Chairman, Mr. M. R. Sivaraman and Mr. Shiv S. Sharma.

The role and terms of reference stipulated by the Board of the Audit Committee covers area mentioned under clause 49 of the Listing Agreement and Section 177 of the Companies Act, 2013, other terms as may be referred by the Board of Directors. Members of the Audit Committee possess financial / accounting expertise / exposure.

Brief description of term of reference

- i. Review of the Financial & Accounting reporting process, Audited and Un-Audited financial results and financial statement of the company.
- ii. Reviews of adequacy of disclosures and compliance with all relevant laws, maintain of accounting and statutory records. In addition to these, in compliance with requirements of Clause 49 of the Listing Agreement.
- iii. Review of the adequacy of internal control system.
- iv. Such all other powers and role as stipulated under clause 49 of the Listing agreement and Section 177 of the Companies Act, 2013.

There were four meetings of the Audit Committee during the year viz. on 30.05.2014, 14.08.2014, 12.11.2014 and 10.02.2015. All the Committee members were present in all the meetings.

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 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.

The Chairman of the Audit Committee was present at the Last 28th Annual General Meeting of the Company held on 30th September, 2014.

4. Nomination and Remuneration Committee

During the year under review, the Remuneration Committee of the Board held meetings on May 30, 2014 wherein all members were present. Pursuant to Section 178(1) of the Companies Act, 2013 and Listing Agreement the company renamed Remuneration Committee as "Nomination and Remuneration Committee" and is reconstituted with effect from May 30, 2014. 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 and One Executive Director, Mr. Dheeraj Kumar.



Report on Corporate Governance (contd...)

Further, based on the requirements of the Act and the current applicable Clause 49 of the Listing Agreement, 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;
 - (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 (including independent 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. Whilst recommending appointment of Executive Directors, a balance between functional and business unit representatives may be considered.
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 Policy

An extract of the Remuneration policy approved by the Nomination & Remuneration Committee of the Board has been Included as a part of this Annual report.

Remuneration policy and details of remuneration paid

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, 2015:

Name	Designation	Remuneration for 2014-15 (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	28000	Nil	28000	Nil
Mr. T. K. Choudhary	Director	Nil	28000	Nil	28000	Nil

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

Report on Corporate Governance (contd...)

5. Stake Holder Relationship Committee

Pursuant to Section 178 of the Companies Act, 2013 and clause of the Listing Agreement, the Company renamed the erstwhile Share Transfer & Investors' Grievances Committee as the "Stakeholder Relationship Committee" with effect from May 30, 2014. The Committee comprises of three Independent, Non-Executive Directors viz. Mr. M. R. Sivaraman, Chairman, Mr. Shiv S. Sharma and Mr. T. K. Choudhary and One Executive Director, Mr. Dheeraj Kumar.

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, 2015.

6. General Body Meetings

i. Location and time of last three Annual General Meetings:

Year	Location	Date	Time	Special Resolutions	Postal Ballot
2011-2012	"GMS Community Centre Hall", Sitladevi Complex, 1st Floor, D. N. Nagar, Opp. Indian Oil Nagar, Link Road, Andheri (West), Mumbai 400053	29.09.2012	10.30 a.m	Nil	N.A.
2012-2013	"GMS Community Centre Hall", Sitladevi Complex, 1st Floor, D. N. Nagar, Opp. Indian Oil Nagar, Link Road, Andheri (West), Mumbai 400053	30.09.2013	10.30 a.m	Nil	N.A.
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	5	N.A.

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

7. Disclosures

a) Related parties transactions

None of the transactions with any of the related parties were in conflict with the interest of the Company. Transactions with related parties are disclosed in Note No. 26 in 'Notes to the Accounts' annexed in the financial statements of the year.

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 Revised 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



Report on Corporate Governance (contd...)

case where the concern involves the Senior Management) and make protective disclosures to the Management about unethical behaviour, 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.

The status of compliance in respect of each of the nonmandatory requirements under Clause 49 of Listing Agreement is as follows:

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

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

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.

Chairman and CEO: The Company CMD also acts as CEO.

8. Means of Communication

1. The quarterly, half-yearly and yearly results are regularly submitted to the Stock Exchanges in accordance with the Listing Agreement 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. Official news/ press release are sent to the Stock Exchanges, where the equity shares of the Company are listed.
4. The Management Discussion and Analysis Report has been attached and forms part of this annual report.
5. Green Initiative: In support of the "Green Initiative" undertaken by Ministry of Corporate Affairs, the Company had during the year 2014-15 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.

9. General Shareholder Information

A. Annual General Meeting:

Date:

Time:

Venue:

29th Annual General Meeting

30th September, 2015

10.30 a.m.

"GMS Community Centre Hall",
Situladevi Complex, 1st Floor, D. N. Nagar,
Opp. Indian Oil Nagar, Link Road,
Andheri (West), Mumbai 400 053
2015-2016 (Tentative)

B. Financial Calendar:

Adoption of Quarterly Results

Ist Quarter

IInd Quarter

IIIrd Quarter

IVth Quarter

AGM for the year ending 31st March, 2016

Within 45 days of the end of June, 2015

Within 45 days of the end of September, 2015

Within 45 days of the end of December, 2015

Within 60 days of the end of March, 2016

September, 2016

Report on Corporate Governance (contd...)

- C. Book Closure Dates:** Wednesday, 23rd September 2015 to Wednesday, 30th September 2015 (both days inclusive)
- D. Listing on Stock Exchanges:** Bombay Stock Exchange Limited
The National Stock Exchange of India Ltd
- E. Trading Symbol** at Bombay Stock Exchange
National Stock Exchange
Scrip Code – 532392
Scrip Symbol - CREATIVEYE
- F. Demat ISIN Number (NSDL & CDSL)** INE230B01021

Annual listing fees for the year 2014-2015 have been paid to all the above Stock Exchanges.

G. 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, 2014	4.12	2.95	4.35	3.10
May, 2014	6.13	3.07	6.10	3.00
June, 2014	6.02	4.31	5.95	4.15
July, 2014	5.15	4.00	5.20	4.00
August, 2014	4.39	3.27	4.45	3.30
September, 2014	6.55	3.31	6.30	3.45
October, 2014	4.85	3.9	4.80	4.00
November, 2014	4.7	3.65	4.55	3.50
December, 2014	4.23	3.46	4.40	3.40
January, 2015	4.7	3.8	4.65	3.25
February, 2015	4.76	3.6	5.00	3.20
March, 2015	4.35	2.71	4.35	2.65

H. 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

I. 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.

J. Dematerialisation of equity shares

As on 31st March, 2015, 19,922,973 shares were dematerialized. The percentage of total Capital was 99.33%.



Report on Corporate Governance (contd...)

K. Distribution of Shareholdings as on 31st March, 2015

Shareholding of Nominal value of	Shareholders		Share Amount	
	Numbers	% to Total Nos.	In (₹)	% of Total Amount
1 – 5000	6477	85.32	10102435.00	10.07
5001 – 10000	501	6.60	4097210.00	4.09
10001 – 20000	276	3.64	4073665.00	4.06
20001 – 30000	124	1.63	3072825.00	3.06
30001 – 40000	51	0.67	1819675.00	1.81
40001 – 50000	37	0.49	1758930.00	1.75
50001 – 100000	62	0.82	4251060.00	4.24
100001 and Above	63	0.83	71115450.00	70.91
Total	7591	100.00	100291250.00	100.00

L. Shareholding Pattern as on 31st March, 2015

Category of Shareholders	Holding %
Promoters / Directors/Relatives – Indian	58.18
International Investors (FIIs/NRIs/OCBs)	0.11
Bodies Corporate	4.69
Resident Indians	36.83
Others	0.19
Total	100.00

M. Address for Investors Correspondence:

(For transfer/dematerialisation of Shares and any other query)

Email Id for investor's correspondence:

N. Any query on Annual Report:

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

Company Secretary
Registered Office of the Company

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

Sd/-

Dheeraj Kumar
Chairman & Managing Director

Place: Mumbai
Date: 25th May, 2015

Report on Corporate Governance (contd...)

Compliance Certificate 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 the conditions of Corporate Governance by Creative Eye Limited, for the year ended on March 31, 2015 as stipulated in Clause 49 of the Listing Agreement of the Company with Stock Exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was carried out in accordance with the Guidance Note on Certification of Corporate Governance (as stipulated in Clause 49 of the Listing Agreement), issued by the Institute of Chartered Accountants of India and 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, we certify that the Company has complied with conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement.

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)

Membership No. 158844

Place: Mumbai

Dated: 25th May, 2015



Report on Corporate Governance (contd...)

Statement of Disclosure by Audit Committee to the Shareholders

To,
The Shareholders of
Creative Eye Limited

In terms of Clause 49 of the Listing Agreement regarding Corporate Governance, we the members of the Audit Committee disclose in respect of the Financial Year 2014-2015 that;

- 1) The Audit Committee has reviewed the Audited Financial Statement of the Company and held discussions on the quality of the accounting principles as applied and significant judgments affecting Company's financial statements.
- 2) The Audit Committee has discussed the quality of those principles as applied and judgments referred on (1) above under the circumstances.
- 3) The Chairman of the Audit Committee and its members after initial discussions amongst themselves invited the Chairman & Managing Director and Executive Director of the Company along with the Internal Auditor to discuss the various issues related to Audited Financial Statements of the Company. The Members of the Audit Committee discussed with the Management on the various issues pertaining to the Audited Financial Statements.
- 4) The Audit Committee, in reliance on the review and discussion conducted with Management in (1), (2) and (3) above, believed that the Company's financial statements are fairly presented in conformity with the generally accepted accounting principles in all material respects.

For and on Behalf of Audit Committee of
Creative Eye Limited

Sd/-
T. K. Choudhary
Chairman, Audit Committee

Place: Mumbai
Dated: 25th May, 2015

Report on Corporate Governance (contd...)

Certification by Chief Executive Officer & Chief Financial Officer of the Company

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

1. We have reviewed the Balance Sheet and Profit and Loss Account of the Company for the year ended 31st March, 2015 and all its schedule and notes on accounts, as well as the Cash Flow Statement.
2. To the best of our knowledge and information;
 - 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.
3. We also certify, that based on our knowledge and the information provided to us, there are no transactions entered into by the Company, which are fraudulent, illegal or violate the Company's code of conduct.
4. The Company's other certifying officers and we are responsible for establishing and maintaining internal controls and procedures for the Company, and we have evaluated the effectiveness of the Company's internal controls and procedures.
5. The Company's other certifying officers and we have disclosed, based on our most recent evaluation, wherever applicable, to be applicable, to the Company's auditors and through them to the audit committee of the Company's Board of Directors.
 - a) All significant deficiencies in the design or operation of internal controls, which we are aware and have taken steps to rectify these deficiencies,
 - b) Significant changes in Internal control during the year;
 - c) Any fraud, which we have become aware of and that involves Management or other employees who have a significant role in the Company's internal control system.
 - d) Significant changes in accounting policies during the year.

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

For Creative Eye Ltd.

For Creative Eye Ltd.

Sd/-
Dheeraj Kumar
 Chairman & Mg. Director

Sd/-
Sunil Gupta
 Chief Financial Officer

Place: Mumbai
Dated: 25th May, 2015



Extract of Remuneration Policy

1. PREAMBLE

- A. The remuneration policy provides a framework for remuneration paid to the members of the Board of Directors (“Board”) and for Key Managerial Personnel (“KMP”) and the Management Personnel (“MP”) of the Company (collectively referred to as “Executives”). The expression KMP shall have the same meaning as defined under the Companies Act, 2013. “Management Personnel” means personnel of the company excluding Board of Directors comprising such levels of managerial personnel as may be decided from time to time. This Policy also provides a framework for identification of persons who are qualified to become directors and who may be appointed as senior management for recommendation of their appointment to the board. “Senior Management” means personnel of the company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads.
- B. This Policy has been framed by the Nomination and Remuneration Committee of the Board of Directors and based on its recommendation, approved by the board of directors. The policy may be reviewed by the Nomination and Remuneration Committee of the Board of Directors.

2. AIMS & OBJECTIVES

The aims and objectives of this remuneration policy may be summarized as follows:

- A. The remuneration policy aims to enable the company to attract, retain and motivate high quality members for the Board and executives.
- B. The remuneration policy seeks to enable the company to provide a well- balanced and performance-related compensation package, taking into account shareholder interests, industry practices and relevant Indian corporate regulations.
- C. The remuneration policy will ensure that the interests of Executives are aligned with the business strategy and risk tolerance, objectives, values and long-term interests of the company and will be consistent with the “pay-for-performance” principle.
- D. The remuneration policy will ensure that remuneration to Executives involves a balance between fixed pay and incentive (by way of increment/bonus/ promotion/any other form) reflecting short and long-term performance objectives appropriate to the working of the company and its goals.
- E. The remuneration policy will ensure that remunerations, perks to Executives are always subject to the business performance of the company.

3. PRINCIPLES OF REMUNERATION

- a. Support for Objectives: Remuneration and reward frameworks and decisions shall be developed in a manner that is consistent with, supports and reinforces the achievement of the Company’s objectives.
- b. Transparency: The process of remuneration management shall be transparent, conducted in good faith and in accordance with appropriate levels of confidentiality.
- c. Internal equity: The Company shall remunerate the Executives in terms of their roles and responsibilities within the organisation. Positions shall be formally evaluated to determine their relative weight in relation to other positions within the Company.

Extract of Remuneration Policy (contd...)

- d. **External equity:** The Company strives to pay an equitable remuneration, capable of attracting and retaining high quality personnel. Therefore the Company will remain logically mindful of the ongoing need to attract and retain high quality people, and the influence of external remuneration pressures.
- e. **Flexibility:** Remuneration and reward offerings shall be sufficiently flexible to meet both the needs of individuals and those of the Company whilst complying with relevant tax and other legislation.
- f. **Performance-Driven Remuneration:** The Company shall entrench a culture of performance driven remuneration, whether as part of increment or separately and in such form as may be considered appropriate.
- g. **Affordability and Sustainability:** The Company shall ensure that remuneration is affordable on a sustainable basis.

4. REMUNERATION TO NON EXECUTIVE DIRECTORS

Non Executive directors may be paid remuneration by way of fee and reimbursement of expenses for participation in the Board and other meetings and commission and/or such other payments, if any, as may be permitted by the law applicable to such payments. Such payments shall be subject to the provisions of Companies Act, 2013.

5. COMPENSATION STRUCTURE

Executives unless otherwise decided by the Committee shall receive a competitive remuneration package consisting of the following components:

Fixed Salary

Fixed salary rewards the executives for their day-to-day job performance and ensures a balanced overall remuneration package. The fixed salary shall comprise of basic salary and allowances as per the rules of the Company.

Personal Benefits

Executives may have access to benefits/perquisites as per the rules and regulations of the Company. Executives may also be entitled to retirement benefits such as provident fund, gratuity and/or such other benefits as per the rules of the Company.

6. CRITERIA FOR IDENTIFICATION OF THE BOARD MEMBERS AND APPOINTMENTS OF SENIOR MANAGEMENT

The members of the board shall possess appropriate skills, qualification, characteristics and experience. The objective is to have a Board with diverse background and experience in business, government, academics, technology, human resources, social responsibilities, finance, law etc. and in such other areas as may be considered relevant or desirable to conduct the Company's business in a holistic manner.

Independent directors shall be person of integrity and possess expertise and experience and/or someone who the Committee/board believes could contribute to the growth/philosophy/strategy of the Company.



Extract of Remuneration Policy (contd...)

In evaluating the suitability of individual Board members, the Committee takes into account many factors, including general understanding of the Company's business dynamics, global business, social perspective, educational and professional background and personal achievements.

Director should possess high level of personal and professional ethics, integrity and values. They should be able to balance the legitimate interest and concerns of all the Company's stakeholders in arriving at decisions, rather than advancing the interests of a particular constituency.

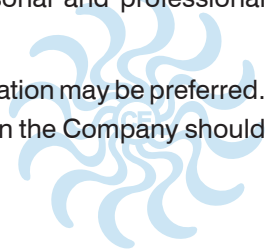
In addition, Directors must be willing to devote sufficient time and energy in carrying out their duties and responsibilities effectively. They must have the aptitude to critically evaluate management's working as part of a team in an environment of collegiality and trust.

The Committee evaluates each individual with the objective of having a group that best enables the success of the Company's business and achieves its objectives.

The candidate for the appointment of senior management should possess adequate qualification, characteristics and work experience.

The candidate for senior management should also possess high level of personal and professional ethics, integrity and values.

For any appointment of senior management, the existing employees in the organisation may be preferred. While assessing the candidature of existing employee, his/her past performance in the Company should be taken into consideration.



SECRETARIAL AUDIT REPORT

Form No. MR-3

For the financial year ended 31st March, 2015

[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 2015 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:

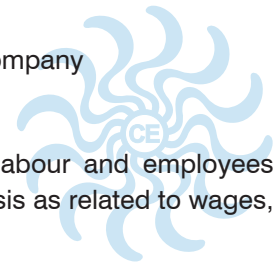
We have examined the books, papers, minute books, forms and returns filed and other records maintained by **Creative Eye Limited** ("the Company") for the financial year ended on 31st March, 2015 according to the provisions of:

- (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, 1992;
 - (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; (Not Applicable during the audit period)



SECRETARIAL AUDIT REPORT (contd...)

- (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:
 - 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;



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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India. (Not notified hence not applicable to the Company during the audit period).
- (ii) The Listing Agreement 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. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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.



SECRETARIAL AUDIT REPORT (contd...)

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.

Place : Mumbai

**For Kaushal Doshi & Associates
Company Secretaries**

Date : 25th May 2015

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





FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN as on financial year ended on 31.03.2015

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (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

SI No	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1					
2			NIL		
3					

FORM NO. MGT 9 (contd...)

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 01/04/2014				NO. OF SHARES HELD AT THE END OF THE YEAR 31/03/2015				% 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	11444719	0	11444719	57.06	11444719	0	11444719	57.06	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) :	11669719	0	11669719	58.18	11669719	0	11669719	58.18	0.00
(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 A=A(1)+A(2)	11669719	0	11669719	58.18	11669719	0	11669719	58.18	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



FORM NO. MGT 9 (contd...)

CATEGORY CODE	CATEGORY OF SHAREHOLDER	NO. OF SHARES HELD AT THE BEGINNING OF THE YEAR 01/04/2014				NO. OF SHARES HELD AT THE END OF THE YEAR 31/03/2015				% CHANGE DURING THE YEAR
		DEMAT	PHY-SICAL	TOTAL	% OF TOTAL SHARES	DEMAT	PHY-SICAL	TOTAL	% OF TOTAL SHARES	
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)	(X)	(XI)
(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	1064554	0	1064554	5.31	940281	0	940281	4.69	-0.62
(b)	Individuals									
	(i) Individuals holding nominal share capital upto Rs.1 lakh	5371842	88027	5459869	27.22	5331293	88027	5419320	27.02	-0.20
	(ii) Individuals holding nominal share capital in excess of Rs.1 lakh	1787415	47250	1834665	9.15	1921335	47250	1968585	9.81	0.67
(c)	Others									
	CLEARING MEMBERS	4601	0	4601	0.02	37707	0	37707	0.19	0.17
	NON RESIDENT INDIANS	24842	0	24842	0.12	22638	0	22638	0.11	-0.01
(d)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	
	Sub-Total B(2) :	8253254	135277	8388531	41.82	8253254	135277	8388531	41.82	
	Total	8253254	135277	8388531	41.82	8253254	135277	8388531	41.82	
	B=B(1)+B(2) :									
	Total (A+B) :	19922973	135277	20058250	100.00	19922973	135277	20058250	100.00	
(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	

FORM NO. MGT 9 (contd...)

(ii) SHARE HOLDING OF PROMOTERS

SI No.	Shareholders Name	Shareholding at the beginning 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	7139700	35.59	0	7139700	35.59	0	0
2	DHEERAJ KUMAR KOCHHAR	3925941	19.57	0	3925941	19.57	0	0
3	DHEERAJ KUMAR	225000	1.12	0	225000	1.12	0	0
4	DEVENDRA DASS KOCHAR	216375	1.08	0	216375	1.08	0	0
5	KAMAL KOCHAR	92650	0.46	0	92650	0.46	0	0
6	DHEERAJ KUMAR KOCHHAR	69603	0.35	0	69603	0.35	0	0
7	ZUBY KOCHHAR	450	0	0	450	0	0	0
	Total	11669719	58.18	0	11669719	58.18	0	0

(iii) CHANGE IN PROMOTERS' SHAREHOLDING (SPECIFY IF THERE IS NO CHANGE)

SI 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	11669719	58.18		
	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			11669719	58.18



FORM NO. MGT 9 (contd...)

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

SI 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	325513	1.62%	335257	1.67%
2	MANJULA JAIN	100000	0.50%	100000	0.50%
3	ASHOK KUMAR MEHRA	94776	0.47%	96276	0.48%
4	HEMANT KUMAR MOTIHAR	83172	0.41%	25476	0.13%
5	SATYA NARAIN KHEMKA	73904	0.37%	78524	0.39%
6	PRIYA DAGA	71785	0.36%	179800	0.90%
7	ARIHANT CAPITAL MKT. LTD	71501	0.36%	85302	0.43%
8	BANHEM STOCK BROKING PRIVATE LIMITED	69077	0.34%	60000	0.30%
9	GIRDHARILAL AGRAWAL	68000	0.34%	68000	0.34%
10	KAVITA ISHWAR MANGLANI	67812	0.34%	0	0.00%
11	SMK SHARES AND STOCK BROKING PVT LTD	58110	0.29%	36100	0.18%

(v) Shareholding of Directors & KMP

SI 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	56.63		
	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	56.63

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
Indebtedness at the beginning of the financial year				
i) Principal Amount	23144115	0	0	23144115
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	23144115	0	0	23144115
Change in Indebtedness during the financial year				
Additions	9094179	0	0	9094179
Reduction	652267	0	0	652267
Net Change	8441912	0	0	9746446
Indebtedness at the end of the financial year	31586027	0	0	13397669
i) Principal Amount	31586027	0	0	31586027
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	31586027	0	0	31586027

*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		
		Mr. Dheeraj Kumar	Mrs. Zubby Kochhar	Total
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:

SI.No	Particulars of Remuneration	Name of the Directors			Total
		Mr. M. R. Sivaraman	Mr. T. K. Choudhary	Mr. Shiv S. Sharma	
1	Independent Directors				
	(a) Fee for attending board committee meetings	28000	28000	28000	84000
	(b) Commission	0	0	0	0
	(c) Others, please specify	0	0	0	0
	Total (1)	28000	28000	28000	84000
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	28000	28000	84000

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

SI. No.	Particulars of Remuneration	Key Managerial Personnel		Total
		CFO	Company Secretary	
1	Gross Salary			
	Name.	Mr. Sunil Gupta	Miss Jinal Sheth	
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961.	1932500	373000	2305500
	(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)	106500	21600	128100
	Total	2039000	394600	2433600

FORM NO. MGT 9 (contd...)

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					





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, 2015, and the Statement of Profit and Loss and Cash Flow Statement for the year then 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 of these 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, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting

INDEPENDENT AUDITOR'S REPORT (contd...)

and the operating effectiveness of such controls. 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, 2015;
- b. in the case of the Profit and Loss Account, of the Loss 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, 2015 ("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 statement on the matters specified in paragraphs 3 and 4 of the Order.

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 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, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) 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.



INDEPENDENT AUDITOR'S REPORT (contd...)

- 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.

For **Uttam Abuwala & Co.**
Chartered Accountants

Sd/-

CA. Prerak Agarwal
(Partner)

Membership No. 158844

Firm No. 111184W

Date: May 25, 2015

Place: Mumbai





ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in Paragraph 5 of our report of even date to the members of CREATIVE EYE LIMITED on the accounts for the year ended March 31, 2015)

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) As explained by the Management, fixed assets have been physically verified by the management at regular intervals. In our opinion, the frequency of physical verification of fixed assets is reasonable having regard to the size of the company and nature of its assets. No material discrepancies were noticed on such verification.
- ii) (a) As explained by the Management, physical verification of inventory has been conducted at reasonable intervals.
(b) In our opinion, the procedures of physical verification of inventory followed by the Management are reasonable and adequate in relation to the size and nature of its business.
(c) The company is maintaining proper records of inventory and no material discrepancies were noticed on such verification.
- 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 is an adequate internal control procedure commensurate with the size of the Company and the nature of its business for purchase of fixed assets and for the sale of services. During the course of our audit, we have not observed any continuing failure to correct major weakness in the internal control system.
- 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.
- vii) (a) In our opinion and according to the records of the company, undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-tax, Sales-tax, Service Tax, cess to the extent applicable and any other statutory dues have been regularly deposited with the appropriate authorities. According to the information and explanations given to us there were no outstanding statutory dues as on March 31, 2015 for a period of more than six months from the date they became payable.
(b) According to the information and explanations given to us, there are no amounts payable in respect of income tax, wealth tax, service tax, sales tax, customs duty and excise duty which have not been deposited on account of any disputes.



ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT (contd...)

- (c) The company does not have any pending amount required to be transferred to Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, and rules made thereof.
- viii) The company has accumulated losses of ₹ 724.70 lacs, which is less than 50% of its net worth as at March 31, 2015 and the company has incurred cash losses of ₹ 307.00 Lacs during the current financial year but has not incurred any cash losses in the immediately preceding financial year.
- ix) 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 defaulted in repayment of any loans from Financial Institutions or Bank or on Debentures.
- x) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from Banks or financial institutions.
- xi) According to the information and explanations given to us, the Company has applied loans for the purpose for which they were obtained.
- xii) Based on the audit procedures performed and the information and explanations given to us, we report that no fraud on or by the Company has been noticed or reported during the year, nor have we been informed of such case by the management.

For **Uttam Abuwala & Co.**
Chartered Accountants

Sd/-
CA. Prerak Agarwal
(Partner)
Membership No. 158844
Firm No. 111184W

Date: May 25, 2015

Place: Mumbai



Balance Sheet as at 31st March 2015

Particulars	Note No.	As at 31st March, 2015		As at 31st March, 2014	
		₹		₹	
EQUITY AND LIABILITIES					
Shareholders' Funds					
Share Capital	1	100,291,250		100,291,250	
Reserves and Surplus	2	279,134,043	379,425,293	313,530,468	413,821,718
Non-Current Liabilities					
Long-term Provisions	3		2,073,004		2,714,625
Long-term Borrowings	4		1,417,745		2,070,012
Current Liabilities					
Short-term Borrowings	5	30,168,282		21,074,103	
Trade Payables	6	34,681,491		32,886,061	
Other Current Liabilities	7	4,338,446		5,905,323	
Short-term Provisions	8	585,205		171,033	
			69,773,424		60,036,520
TOTAL			452,689,466		478,642,875
ASSETS					
Non-Current Assets					
Fixed Assets	9	26,026,002		27,497,159	
Non-current Investments	10	526,546		526,546	
Long-term Loans and Advances		-		-	
			26,552,548		28,023,705
Current Assets					
Inventories	11	105,983,347		107,339,184	
Trade Receivable	12	116,998,850		106,303,325	
Cash and Bank Balance	13	130,641,245		150,753,590	
Short-terms Loans and Advances	14	43,532,800		44,530,516	
Others current assets	15	28,980,676		41,692,555	
			426,136,918		450,619,170
TOTAL			452,689,466		478,642,875
Significant Accounting Policies					
Notes on Financial Statements	1 to 30				

As per our report of even date attached

For Uttam Abuwala & Co.

Chartered Accountants

Regn. No. 111184W

CA. Prerak Agarwal

Partner

M.No. 158844

Mumbai, Dated : 25th May, 2015

For and on behalf of the Board

Dheeraj Kumar

Chairman & Managing Director

Zuby Kochar

Director

M.R. Sivaraman

Director

T.K. Choudhary

Director

Jinal Sheth

Company Secretary



Statement of Profit & Loss for the year ended 31st March 2015

Particulars	Note No.	For Year ended 31st March, 2015 ₹	For the Year ended 31st March, 2014 ₹
INCOME			
Revenue from Operations	16	134,990,384	176,102,507
Other Income	17	15,163,088	15,550,518
Total		150,153,472	191,653,025
EXPENDITURE			
Cost of Production	18	151,969,143	142,460,237
Employee Benefits Expense	19	11,896,929	11,762,230
Financial Cost	20	3,594,543	1,418,681
Depreciation	9	2,913,980	6,061,619
Other Expenses	21	13,393,125	13,343,531
		183,767,720	175,046,298
Profit Before Tax		(33,614,248)	16,606,727
Tax Expenses			
Current Tax (MAT)		-	3,308,464
MAT Credit Entilement		-	(613,060)
Deferred Tax		-	-
Profit After Tax		(33,614,248)	13,911,323
Basic and diluted earnings per share of ₹ 5/- each		(1.68)	0.69
Significant Accounting Policies			
Notes on Financial Statements	1 to 30		

As per our report of even date attached

For Uttam Abuwala & Co.

Chartered Accountants

Regn. No. 111184W

CA. Prerak Agarwal

Partner

M.No. 158844

Mumbai, Dated : 25th May, 2015

For and on behalf of the Board

Dheeraj Kumar

Chairman & Managing Director

M.R. Sivaraman

Director

Jinal Sheth

Company Secretary

Zuby Kochar

Director

T.K. Choudhary

Director

Cash Flow Statement for the year ended 31st March 2015

Particulars	CURRENT YEAR	PREVIOUS YEAR
	March 31, 2015	March 31, 2014
	₹	₹
A Cash Flow From Operating Activities		
Net Profit Before Tax	(33,614,248)	16,606,727
Adjustments for:-		
Depreciation	2,913,980	6,061,619
Interest & Dividend Received	(14,886,243)	(14,926,745)
Gratuity	-	-
Operating Profit Before W/C Changes	(45,586,511)	7,741,601
Decrease (Increase) in Inventories	1,355,837	3,615,672
Decrease (Increase) in Trade Receivable	(10,695,525)	(5,375,877)
Decrease (Increase) in Short Term Loans & Advances	997,716	(3,375,105)
Decrease (Increase) in Other Current Assets	266,797	(269,263)
Increase (decrease) in Trade Payables	1,795,430	(4,258,204)
Increase (decrease) in Short Term Loans & Advances	(1,566,877)	33,080
Increase (decrease) in Long Term Provision	(641,621)	8,566
Increase (decrease) in Short Term Provision	414,172	8,330
Operating Profit After W/C Changes	(53,660,582)	(1,871,200)
Income Tax - Received (Paid)	12,445,082	1,280,212
MAT Credit Entitlement	-	(613,060)
Net Cash Flow From Operating Activities-(A)	(41,215,500)	(1,204,048)
B Cash Flow From Investing Activities		
Purchases of Fixed Assets	(2,225,000)	(3,078,956)
Sale of Fixed Assets	-	-
Change in Investments / Sale of Mutual Funds	-	-
(Loss) / Profit on sale of Investment/ Mutual Funds	-	-
Interest & Dividend Received	14,886,243	14,926,745
Net Cash Flow From Investing Activities-(B)	12,661,243	11,847,789
C Cash Flow From Financing Activities		
Proceeds from Loan Fund	8,441,912	9,015,275
Net Cash Flow From Financing Activities-(C)	8,441,912	9,015,275
Net Increase in Cash and cash Equivalents (A+B+C)	(20,112,345)	19,659,016
Add: op. Balance of cash and cash Equivalents	150,753,590	131,094,574
Closing Cash and cash Equivalents	130,641,245	150,753,590

As per our report of even date attached

For Uttam Abuwala & Co.

Chartered Accountants

Regn. No. 111184W

CA. Prerak Agarwal

Partner

M.No. 158844

Mumbai, Dated : 25th May, 2015

For and on behalf of the Board

Dheeraj Kumar

Chairman & Managing Director

Zuby Kochar

Director

M.R. Sivaraman

Director

T.K. Choudhary

Director

Jinal Sheth

Company Secretary



Auditor's Certificate

We have verified the above Cash Flow Statement of Creative Eye Limited derived from the audited financial statements for the year ended 31st March, 2015 and found the same to be drawn in accordance therewith and also the requirements of the amended Clause 32 of the Listing Agreement with Stock Exchange.

For **Uttam Abuwala & Co.**
Chartered Accountants

Sd/-

CA. Prerak Agarwal

Partner

M.No. 158844

Place: Mumbai

Date: May 25, 2015





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.



SIGNIFICANT ACCOUNTING POLICIES (contd...)

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.

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.

SIGNIFICANT ACCOUNTING POLICIES (contd...)

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. Borrowing Cost :

Interest and other cost in connection with borrowing of funds to the extent related/attribution 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 2015

Particulars	As at 31st March, 2015		As at 31st March, 2014	
	₹		₹	
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
		<u>200,000,000</u>		<u>200,000,000</u>
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
		<u>100,291,250</u>		<u>100,291,250</u>

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, 2015		As at 31st March, 2014	
	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	35.59	7,140,150	35.59
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		(38,074,022)		(51,985,345)
Less:-Carrying value Adjustment of fixed assets whose live over		782,177		-
(As per provisions of schedule II of companies act 2013)				
Add: Profit / (Loss) for the Year		(33,614,248)		13,911,323
		<u>(72,470,447)</u>		<u>(38,074,022)</u>
		<u>279,134,043</u>		<u>313,530,468</u>



NOTES FORMING PART OF THE BALANCE SHEET AND PROFIT AND LOSS ACCOUNT for the year ended 31st March 2015 (contd...)

Particulars	As at 31st March, 2015 ₹	As at 31st March, 2014 ₹
3. LONG TERM PROVISIONS :		
Provision for Employee Benefits	2,073,004	2,714,625
4. LONG TERM BORROWINGS :		
Vehicle Loan	1,417,745	2,070,012
4.1- Vehicle loan availed from Kotak Mahindra Prime Ltd against hypothecation of the vehicle.		
5. SHORT TERM BORROWINGS :		
Secured		
Cash Credit Limit / Facility	30,168,282	21,074,103
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	34,681,491 34,681,491	32,886,061 32,886,061
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	20,000
Current Maturities of Vehicle Loan	652,267	588,975
Other Current Liability*	3,666,179 4,338,446	5,296,348 5,905,323
* Includes statutory dues.		
8. SHORT TERM PROVISIONS :		
Provision for Employee Benefits	585,205	171,033
	<u>69,773,424</u>	<u>60,036,520</u>



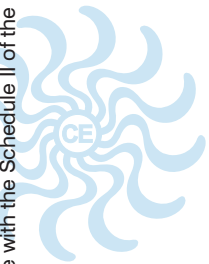
NOTES FORMING PART OF THE BALANCE SHEET AND PROFIT AND LOSS ACCOUNT for the year ended 31st March 2015 (contd...)

9. FIXED ASSETS

SR. NO.	PARTICULARS	GROSS BLOCK				DEPRECIATION			NET BLOCK				
		USEFUL LIFE OF ASSETS YEARS	RATE OF DEPRECIATION %	AS ON 01.04.14	ADDITION DURING THE PERIOD	SALE DURING THE PERIOD	TOTAL AS ON 31.03.15	UP TO 31.03.14	DEPRECIATION DURING THE PERIOD	ADJUSTED DURING THE PERIOD	TOTAL DEPRECIATION 31.03.15	W.D.V. AS ON 31.03.15	W.D.V. AS ON 31.03.14
	TANGIBLE ASSETS			₹	₹	₹	₹	₹	₹	₹	₹	₹	
1	OFFICE BUILDING	60	1.58	20,050,076	-	-	20,050,076	4,720,429	331,506	-	5,051,935	14,998,140	15,329,647
2	OFFICE FLAT	-	-	459,701	-	-	459,701	-	-	-	-	459,701	459,701
3	PLANT & MACHINERY	13	7.31	59,784,951	1,959,000	-	61,743,951	53,056,771	1,080,873	-	54,137,644	7,606,307	6,728,180
4	MOTOR CARS	8	11.88	10,637,514	-	-	10,637,514	6,854,836	1,280,296	-	8,135,132	2,502,383	3,782,679
5	FURNITURE & FITTINGS	10	9.50	8,028,191	-	-	8,028,190	7,068,053	40,575	773,823	7,882,451	145,739	960,137
6	COMPUTERS	3	31.67	4,888,680	266,000	-	5,154,680	4,651,865	180,730	8,354	4,840,949	313,731	236,815
7	FIRE EXTINGUISHER	13	7.31	69,420	-	-	69,420	69,420	-	-	69,420	-	-
	Total (A)			103,918,533	2,225,000	-	106,143,532	76,421,374	2,913,980	782,177	80,117,530	26,026,002	27,497,159
	Previous Year (a)			100,839,577	3,078,956	-	103,918,533	70,359,755	6,061,619	-	76,421,374	27,497,159	30,479,821
	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)			238,918,713	2,225,000	-	241,143,712	211,421,554	2,913,980	782,177	215,117,710	26,026,002	27,497,159
	Previous Year (a+b)			235,839,757	3,078,956	-	238,918,713	205,359,935	6,061,619	-	211,421,554	27,497,159	30,479,821

Note :-

- 1) The useful life of fixed assets have been reassessed and depreciation has been provided as per Schedule II of the Companies Act 2013.
- 2) Pursuant to the enactment of the Companies Act, 2013 (The Act), being effective from 1st April 2014, the company has re-assessed the useful lives of its fixed assets and depreciation has been charged accordingly in accordance with the provisions of Schedule II of the Act. As a result, the depreciation charges for the year ended on 31.03.2015 is lower by ₹ 33,14 Lacs. Further, an amount of ₹ 7.82 Lacs has been adjusted against the opening balance of retained earnings being the carrying value of fixed assets whose lives are over as at the said date, in accordance with the Schedule II of the Companies Act 2013.





NOTES FORMING PART OF THE BALANCE SHEET AND PROFIT AND LOSS ACCOUNT for the year ended 31st March 2015 (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, 2015		As at 31st March, 2014	
		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	1,350	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 allotted in lieu of merger/demerger of the related company and hence the cost of acquisition is NIL.

UNQUOTED 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.	10	5,000	50,000	5,000	50,000
			100,000		100,000

	BOOK VALUE AS ON		MARKET VALUE AS ON	
	31.03.2015	31.03.2014	31.03.2015	31.03.2014
Aggregate amount of quoted Investment	426,546	426,546	6,074,618	6,109,025
Aggregate amount of unquoted Investment	100,000	100,000	-	-
	526,546	526,546	6,074,618	6,109,025



NOTES FORMING PART OF THE BALANCE SHEET AND PROFIT AND LOSS ACCOUNT for the year ended 31st March 2015 (contd...)

Particulars	As at 31st March, 2015 Amount ₹		As at 31st March, 2014 Amount ₹	
11. INVENTORIES				
(As Valued and Certified by the Management)				
Stock in Trade	105,983,347		107,339,184	
12. TRADE RECEIVABLES				
Over Six Months	71,875,130		36,369,096	
Others	45,123,720		69,934,229	
	116,998,850		106,303,325	
13. CASH AND BANK BALANCE				
Cash in hand	526,317		662,846	
Balance with Scheduled Banks in :				
Current account	39,928		15,744	
Deposit account	130,075,000		150,075,000	
	130,641,245		150,753,590	
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	2,552,000		2,175,893	
CENVAT Credit receivable	1,144,608		492,515	
MAT Credit Entitlement	4,540,852		4,540,852	
Others	34,945,340		36,971,256	
	43,532,800		44,530,516	
15. OTHERS CURRENT ASSETS				
Income Tax (net of provisions and TDS)	25,050,494		37,495,576	
Prepaid Expenses	232,460		223,759	
Interest Accrued on FDRs	3,697,722		3,973,220	
	28,980,676		41,692,555	
	426,136,918		450,619,170	
16. REVENUE FROM OPERATIONS				
Sales	151,731,946		198,238,834	
Less:- Service Tax / VAT	16,741,562		22,136,327	
	134,990,384		176,102,507	



NOTES FORMING PART OF THE BALANCE SHEET AND PROFIT AND LOSS ACCOUNT for the year ended 31st March 2015 (contd...)

Particulars	As at 31st March, 2015 ₹	As at 31st March, 2014 ₹
17. OTHER INCOME		
Interest		
From Bank on FDRs	12,737,997	13,180,473
From Others	2,074,065	1,672,784
Dividend		
From Long term Investment	74,181	73,488
Others-		
Rent	40,000	-
Miscellaneous Income	1,433	-
Royalty	5,517	3,545
Sundry Amount / Balance written back	229,895	620,228
	<u>276,845</u>	<u>623,773</u>
	<u>15,163,088</u>	<u>15,550,518</u>
18. COST OF PRODUCTION		
Cost incurred during the year	150,613,306	138,844,565
(Increase) / Decrease in Inventories	1,355,837	3,615,672
	<u>151,969,143</u>	<u>142,460,237</u>
19. EMPLOYEE BENEFITS EXPENSE		
Salaries and Wages	10,483,503	10,008,690
Contribution to Provident Fund and Other Fund	649,178	609,542
Gratuity	(227,449)	24,540
Staff Welfare	991,697	1,119,458
	<u>11,896,929</u>	<u>11,762,230</u>

19.1 As per Accounting Standard 15 "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 2015 (contd...)

Particulars	FOR THE YEAR 2014-15	FOR THE YEAR 2013-14
I Reconciliation of opening and closing balance of Defined Benefit Obligation		
Defined Benefit obligation at beginning of year	2,885,658	2,868,762
Current Service Cost	57,832	73,577
Interest Cost	257,218	227,449
Actuarial (gain) / loss	(542,499)	(276,486)
Benefits paid	-	(7,644)
Defined Benefit obligation at year end	2,658,209	2,885,658
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	-	7,644
Benefits paid	-	(7,644)
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	2,658,209	2,885,658
Amount recognised in Balance Sheet	2,658,209	2,885,658
IV Expense recognised in the profit and loss account		
Current service cost	57,832	73,577
Interest cost	257,218	227,449
Expected return on plan assets	-	-
Actuarial gains/(losses)	(542,499)	(276,486)
Expense charged to profit & loss a/c	(227,449)	24,540
V Return on plan assets		
Expected return on plan assets	-	-
Actuarial gains/(losses)	-	-
Actual return on plan assets	-	-
VI Actuarial assumptions		
Mortality table (LIC)	2006-08	2006-08
Discount rate (per annum)	7.95%	9.00%
Expected rate of return on plan assets	0%	0%
Rate of escalation in salary (per annum)	5%	7%

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 including supply and demand in the employment market.



NOTES FORMING PART OF THE BALANCE SHEET AND PROFIT AND LOSS ACCOUNT for the year ended 31st March 2015 (contd...)

Particulars	As at 31st March, 2015 Amount ₹	As at 31st March, 2014 Amount ₹
20. FINANCE COSTS		
Interest - Cash Credit	3,349,134	1,126,763
Interest - Vehicles	245,409	291,918
	<u>3,594,543</u>	<u>1,418,681</u>
21. OTHER EXPENSES :		
Rent	567,000	555,750
Electricity Expenses	1,659,133	1,349,948
Printing & Stationery	641,262	631,211
Conveyance	341,343	453,734
Travelling Expenses	341,157	471,979
Telephone Expenses	435,905	317,463
Membership Fees & Subscription Meeting	121,184	150,050
Fees	84,000	70,000
Expenses	29,500	28,200
Security charges	388,800	388,800
Repairs & Maintenance	3,327,272	3,414,092
Bank Charges	444,635	22,186
Postage, Telegram & Stamp Expenses	176,428	122,011
Legal & Professional Charges	1,300,232	1,185,971
Brokerage and Commission	-	140,278
Books & Periodicals	17,149	16,861
Advertising & Publicity Expenses	80,749	173,904
Fees & Taxes	968,578	2,194,411
Insurance Charges	281,871	311,899
Depository Expenses	72,984	74,504
Listing Fees	220,000	97,500
Registrar Expenses	93,552	93,535
Auditors - Remuneration	300,000	300,000
Information & Technology	298,894	170,478
Marketing & Consultancy Charges	220,000	-
Sundry Amount / Balance Written Off	49,301	28,925
Other Expenses	932,196	579,841
	<u>13,393,125</u>	<u>13,343,531</u>
21.1 - Auditors' Remuneration :		
Audit Fees	200,000	200,000
Other Services (Excluding Service Tax)	100,000	100,000



NOTES FORMING PART OF THE BALANCE SHEET AND PROFIT AND LOSS ACCOUNT for the year ended 31st March 2015 (contd...)

Particulars	As at 31st March, 2015		As at 31st March, 2014	
	AMOUNT ₹	AMOUNT ₹	AMOUNT ₹	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 quantifiable

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 (₹ '000)	(33,614)	13,911
Weighted average number of Equity Shares outstanding	20,058,250	20,058,250
Basic earning per share	(1.68)	0.69
Diluted earning per share	(1.68)	0.69
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. Zubey 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



NOTES FORMING PART OF THE BALANCE SHEET AND PROFIT AND LOSS ACCOUNT for the year ended 31st March 2015 (contd...)

b) Transactions with related parties are furnished below :

	Balance as on 01/04/2014	Remuneration payable for the year 2014-15	Paid during the Year	Outstanding Balance as on 31/03/2015
(i) Director's Remuneration				
Mr. Dheeraj Kumar	524,500	3,409,250	3,409,250	524,500
Mrs. Zuby Kochhar	262,000	1,703,000	1,703,000	262,000
(ii) Advance Outstanding (Creative FX and Animation Factory India (Pvt.) Ltd.)	350,000	-	-	350,000
(iii) Purchases (Kochar Exim Pvt. Ltd.)	Nil	Nil	Nil	Nil
	Nil	(P.Y. 1,17,000)	(P.Y. 1,17,000)	Nil

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

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 an amount of ₹ 49,301/- (Previous Year ₹ 28,925/-) has been written off on account of Trade Receivable which became irrecoverable in spite of best efforts for recovery.

An amount of ₹ 2,29,895/- (Previous Year ₹ 6,20,228/-) has been written back as it became no longer payable.

29. Figures of previous year have been regrouped/ reclassified/ rearranged wherever necessary.

30. 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
Regn. No. 111184W

CA. Prerak Agarwal

Partner
M.No. 158844

Mumbai, Dated : 25th May, 2015

For and on behalf of the Board

Dheeraj Kumar
Chairman & Managing Director

M.R. Sivaraman
Director

Jinal Sheth
Company Secretary

Zuby Kochar
Director

T.K. Choudhary
Director



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

- Name: _____ E-mail ID: _____
Address: _____
Signature: _____, or failing him/her
- 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 **29th Annual General Meeting** of the Company, to be held on Wednesday, the 30th day of September, 2015 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 2015, Profit and Loss Account and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.		
2.	To appoint 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. Uttam Abuwala & Co, Chartered Accountants, Mumbai, having Firm Registration No. 111184W, as Statutory Auditors of the company who shall hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration.		

Signed this _____ day of _____, 2015.

Affix
Revenue
Stamp

Signature of Member

Signature of Proxy holder(s)

Notes:

- 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.

Betaal Aur Singhasan Battisi



Singhasan Battisi



Teen Nadano Ki... Nadaaniyaan





Creative Eye Limited

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.







Email : contact@creativeeye.com,

Website : www.creativeeye.com



CREATIVE EYE LIMITED

Form A

1	Name of the Company	Creative Eye Limited
2	Annual financial statements for the year ended	31 st March 2015
3	Type of Audit observation	Unqualified
4	Frequency of observation	Not Applicable
5	To be signed by-	
	<ul style="list-style-type: none">Executive Director	 
	<ul style="list-style-type: none">CFO	 
	<ul style="list-style-type: none">Auditor of the Company	 
	<ul style="list-style-type: none">Audit Committee Chairman	