



## CREATIVE EYE LIMITED

5<sup>th</sup> November, 2020

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

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

**Sub: Submission of 34<sup>th</sup> Annual General Meeting Notice and Annual Report under Regulation 30 and 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

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

Dear Sir,

Pursuant to Regulation 30 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 we wish to inform you that the Thirty fourth Annual General Meeting of the Members of the Creative Eye Limited for the F.Y. 2019-20 is scheduled to be held on Monday, the 30<sup>th</sup> November, 2020 at 11.30 a.m. through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) as per the relevant Circulars issued by Ministry of Corporate Affairs ("MCA") and Securities and Exchange Board of India ("SEBI").

Pursuant to the requirements of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the Notice and the Annual Report for the Financial Year 2019-20 for your ready reference.

As intimated earlier, to your good offices, Pursuant to provision of Section 91 of the Companies Act, 2013 and Regulation 42 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 this is to inform you that the Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, November 24, 2020 to Monday, November 30, 2020 (both days inclusive) for the purpose of 34<sup>th</sup> Annual General Meeting of the Company.

Copy of the Annual Report for the financial year 2019-2020 along with the Notice of 34<sup>th</sup> AGM of the Company is attached herewith for your record.

You are requested to kindly take note of the above.

Thanking you

Yours Faithfully  
For Creative Eye Limited

  
Khushbu G Shah  
Company Secretary & Compliance Officer

Encl: As above.

Regd Office: "Kailash Plaza" Plot No. 12-A, New Link Road, Opp. Laxmi Industrial Estate Andheri (West), Mumbai- 400 053.

Tel.: (91-22) 2673 26 13 (7 Lines) Fax: 2673 22 96 • Email: [contact@creativeeye.com](mailto:contact@creativeeye.com) • Visit Our Website : [www.creativeeye.com](http://www.creativeeye.com) • CIN : L99999MH1986PLC125721



# Annual Report 2019-20



**CREATIVE EYE LIMITED**

## BOARD OF DIRECTORS

**Mr. Dheeraj Kumar**  
*Chairman and Managing Director*

**Mrs. Zubey Kochhar**  
*Executive Director*

**Mr. M.R. Sivaraman**  
*Non Executive Director*

**Mr. Omprakash Kataria**  
*Non Executive Director*

**Mrs. Matty Vishal Dutt**  
*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](mailto:contact@creativeeye.com)  
Website: [www.creativeeye.com](http://www.creativeeye.com)

## ANNUAL GENERAL MEETING

Monday, 30<sup>th</sup> November, 2020  
at 11.30 a.m.  
through Video Conferencing

## COMPANY SECRETARY

Ms. Khushbu G Shah

## STATUTORY AUDITORS

NGS & Co.LLP  
Chartered Accountants, Mumbai

## INTERNAL AUDITORS

M/s. Poddar A. & Associates  
Chartered Accountants, Mumbai

## BANKERS

Punjab National Bank  
(Oriental Bank of Commerce)  
Santacruz (west), Mumbai

## REGISTRAR AND TRANSFER AGENTS

M/s. Kfin Technologies Private Limited  
Karvy Selenium Tower B  
Plot No 31 & 32, Gachibowli,  
Financial District, Nanakramguda,  
Hyderabad 500 032  
Tel: +91 40 67162222/33211000  
Email- [kishore.bv@kfintech.com](mailto:kishore.bv@kfintech.com)  
Website- [www.kfintech.com](http://www.kfintech.com)

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## NOTICE

**NOTICE** is hereby given that the **Thirty fourth (34<sup>th</sup>) Annual General Meeting** of the Members of **CREATIVE EYE LIMITED** (CIN : L99999MH1986PLC125721) will be held on Monday, 30<sup>th</sup> November, 2020 at 11.30 a.m. through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) (under COVID 19 circumstances) to transact the following businesses:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company prepared as per Indian Accounting Standards (Ind-AS) for the financial year ended March 31, 2020 including the Balance Sheet as at March 31, 2020, the Statement of Profit & Loss, Cash flow statement for the financial year ended on that date, and the Reports of the Auditors and Directors thereon.
2. To appoint a Director in place of Mrs. Zuby Kochhar, (DIN 00019868), who retires by rotation and being eligible, offers herself for re-appointment.

### SPECIAL BUSINESS:

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

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

**“RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the re appointment of Mr. Dheeraj Kumar (holding DIN 00018094), as Managing Director of the Company for a period of three years with effect from 1.06.2020 on the terms and conditions including remuneration as are set out in the Statement annexed to the Notice convening the meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Remuneration Committee constituted by the Board to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may be deemed fit and as may be accepted to Mr. Dheeraj Kumar, subject to the same not exceeding the limits specified under Schedule V to the Companies Act 2013 or any statutory modification(s) or re- enactment thereof;

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial year during the currency of tenure of service of Mr. Dheeraj Kumar as Managing Director of the Company, the payment of salary, perquisites and other allowances as approved by this resolution shall be payable as minimum remuneration.

**RESOLVED FURTHER THAT** as per the Schedule V Part I (c) of the Companies Act, 2013 the consent of the Shareholders be and is hereby accorded for continuation of Mr. Dheeraj Kumar (holding DIN 00018094), Managing Director of the Company as per terms and conditions specified in the resolution to be passed by the shareholders at this 34<sup>th</sup> Annual General Meeting of the Company even though he has attained the age of seventy four years and shall be entitled to the remuneration as passed in the above stated resolution.”

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

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

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the re appointment of Mrs. Zuby Kochhar (holding DIN 00019868), as Executive Director of the Company for a period of three years with effect from 1.06.2020 on the terms and conditions including remuneration as are set out in the Statement annexed to the Notice convening the meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Remuneration Committee constituted by the Board to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may be deemed fit and as may be accepted to Mrs. Zuby Kochhar, subject to the same not exceeding the limits specified under Schedule V to the Companies Act 2013 or any statutory modification(s) or re- enactment thereof;





**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial year during the currency of tenure of service of Mrs. Zubu Kochhar as Whole time Executive Director of the Company, the payment of salary, perquisites and other allowances as approved by this resolution shall be payable as minimum remuneration.

**RESOLVED FURTHER THAT** as per the Schedule V Part I (c) of the Companies Act, 2013 the consent of the Shareholders be and is hereby accorded for continuation of Mrs. Zubu Kochhar (holding DIN 00019868) as a Executive Director of the Company who shall attain the age of seventy year 70 years on 15th March, 2021, during his term as a Executive Whole time Director. and shall be entitled to the remuneration as passed in the above stated resolution.”

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

5. To Consider the Appointment of Mr. Sunil Gupta (CFO & COO) (DIN-00278837) as the Whole-Time Director of the Company for the period of 3 years and in this regard, pass the following resolution as Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as ‘the Act’) and the relevant Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the applicable Regulations under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions of the Articles of Association of the Company, Mr. Sunil Gupta (DIN-00278837), who was appointed as an additional director by the Board of Directors of the Company at their meeting held on August 31, 2020, based on the recommendation of the Nomination and Remuneration Committee of the Board and who holds office as such up to the date of ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.

**RESOLVED FURTHER THAT** in accordance with the recommendations of the Nomination and Remuneration Committee of the Board of Directors and pursuant to the provisions of Sections 196, 197, 198 and 203 of the Act, read with Schedule V to the Act, and other applicable provisions, if any, of the Act and the rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Articles of Association of the Company, consent of the Members be and is hereby accorded to the appointment of Mr. Sunil Gupta (CFO & COO) (DIN-00278837) as a Whole-Time Director of the Company for a period of 3 years effective from September 1, 2020 on the terms and conditions including remuneration as set out in the statement annexed to the Notice of this Meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the appointment and/ or remuneration based on the recommendation of the Nomination & Remuneration Committee, subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force).

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial year during the currency of tenure of service of Mr. Sunil Gupta as Whole time Executive Director of the Company, the payment of salary, perquisites and other allowances as approved by this resolution shall be payable as minimum remuneration.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

Registered Office:

**CREATIVE EYE LIMITED**  
**(CIN: L99999MH1986PLC125721)**

Kailash Plaza, Plot No.12-A,  
Opp. Laxmi Industrial Estate,  
New Link Road, Andheri (West),  
Mumbai - 400 053, India

Tel :022 26732613 (7 Lines)

Fax : 022 2673 2296

E-mail: contact@creativeeye.com

Website : www.creativeeye.com

Place: Mumbai

Date:- 29<sup>th</sup> October,2020

**By Order of the Board of Directors**

**Sd/-**  
**Khushbu G. Shah**  
**Company Secretary**

**NOTES:**

1. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 relating to the special business to be transacted at the AGM and the profile of the Directors seeking appointment/re-appointment, as required in terms of Regulation 36(3) of the SEBI (Listing and Obligation and Disclosure Requirement) Regulations, 2015 (“SEBI Listing Regulations”) are annexed.
2. In view of the continuing restrictions on the movement of people at several places in the Country, due to outbreak of COVID-19, the the Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated 05 May 2020 read with General Circular No. 14/2020 dated 08 April 2020 and General Circular No. 17/2020 dated 13 April 2020 and other applicable circulars issued by the Securities and Exchange Board of India (SEBI), has allowed the Companies to conduct the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) during the calendar year 2020. In accordance with, the said circulars of MCA, SEBI and applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the 34th AGM of the Company shall be conducted through VC / OAVM. National Securities Depositories Limited (‘NSDL’) will be providing facility for voting through remote e-voting, for participation in the AGM through VC / OAVM facility and e-voting during the AGM. Hence, Members have to attend and participate in the ensuing AGM though VC/OAVM. The procedure for participating in the meeting through VC / OAVM is explained at Note No. 14 below and is also available on the website of the Company at [www.creativeeye.com](http://www.creativeeye.com)
3. As the AGM shall be conducted through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
4. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company’s website [www.creativeeye.com](http://www.creativeeye.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of NSDL [www.evoting.nsd.com](http://www.evoting.nsd.com)
5. Members who have not registered their e-mail addresses are requested to register the same with Depository Participant(s) / KFIN Technologies Private Limited or update their email addresses by writing to the Company at [investorscel@yahoo.com](mailto:investorscel@yahoo.com) along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (eg: Driving License, Election Identity Card, Passport, Aadhar) in support of the address of the Member.
6. Corporate / Institutional Members intending to attend the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of relevant Board Resolution authorizing its representatives to attend and vote on their behalf at the meeting, at [investorscel@yahoo.com](mailto:investorscel@yahoo.com).with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
7. Pursuant to Section 91 of the Act, The Register of Members and Share Transfer Books of the Company will be closed from Tuesday, November 24, 2020 to Monday, November 30, 2020 (both days inclusive) for the purpose of annual general meeting.
8. As per Regulation 40 of Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to notify immediately changes, if any, in their address or bank mandates to the Company/Registrar & Share Transfer Agents (“RTA”) quoting their Folio Number and Bank Account Details along with self-attested documentary proofs. Members holding shares in the Dematerialized (electronic) Form may update such details with their respective Depository Participants.
9. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote at the meeting.



10. The Register of Directors and Key Managerial Personnel and their Shareholdings and all other documents referred to in the Notice will be available for inspection in electronic mode. Members can inspect the same by sending an email to [investorscel@yahoo.com](mailto:investorscel@yahoo.com). All the relevant documents referred to in the accompanying Notice calling the AGM are available on the website of the Company for inspection by the Members.
11. Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
12. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to Kfin Technologies Private limited (RTA of the Company).
13. Non Resident Indian members are requested to inform the Company's RTA, immediately of any change in their residential status on return to India for permanent settlement, their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code, IFSC and MICR Code, as applicable if such details were not furnished earlier.

**14 INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM ARE AS FOLLOWS:**

**A. Voting through electronic means:**

- I. In compliance with provisions of Section 108 of the Act, read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), the members are provided with the facility to cast their votes electronically, through the e-voting services provided by the NSDL, on all the resolutions set forth in this Notice.
- II. The remote e-voting period commences on Thursday, November 26, 2020 (9:00 a.m.) and ends on Sunday, 29th November, 2020 (5:00 p.m.). During this period, Members holding shares either in physical form or in dematerialized form, as on Monday, November 23, 2020 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
- III. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.
- IV. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- V. The Board of Directors at their meeting have appointed Mr. Kaushal Doshi, Proprietor of M/s Kaushal Doshi & Associates, Practicing Company Secretary (FCS: 10609) as Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
- VI. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
- VII. The details of the process and manner for remote e-voting are explained herein below:

**Step 1: Log-in to NSDL e-voting system at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)**

**Step 2: Cast your vote electronically on NSDL e-voting system.**

Details of Step 1 are mentioned below:

**How to Login to NSDL e-voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: [www.evoting.nsdl.com](http://www.evoting.nsdl.com) either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account	8 Character DP ID followed by 8 Digit Client ID with NSDL. For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account	16 Digit Beneficiary ID with CDSL. For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?
    - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
    - (ii) Please follow the steps mentioned below for those shareholders whose Email id are not registered.





- 6 If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open

**Details of Step 2 are given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After clicking on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

**General Guidelines for shareholders:**

- a. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- b. In case any queries relating to e-voting, you may refer Frequently Asked Question (FAQs) for shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free number 1800- 222-990 or a send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Or contact Ms.Pallavi Mhatre,Manager- Nsdl at [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in)/022-24994545.
- c. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.

Physical Holding	<p>Send a request to the Registrar and Transfer Agents of the Company, Kfin Technologies Private Limited at kishore.bv@kfinotech.com providing Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) for registering email address. Following additional details need to be provided in case of updating Bank Account Details:</p> <ol style="list-style-type: none"> <li>Name and Branch of the Bank in which you wish to receive the dividend,</li> <li>the Bank Account type,</li> <li>Bank Account Number allotted by their banks after implementation of Core Banking Solutions</li> <li>9 digit MICR Code Number, and</li> <li>11 digit IFSC Code</li> <li>a scanned copy of the cancelled cheque bearing the name of the first shareholder.</li> </ol>
Demat Holding	<p>Please contact your Depository Participant (DP) and register your email address and bank account details in your demat account, as per the process advised by your DP</p>

- d. The result declared along with the Scrutinizer’s Report shall be placed on the Company’s website [www.creativeeye.com](http://www.creativeeye.com) and on the website of NSDL <https://www.evoting.nsdl.com> immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and Bombay Stock Exchange of India Limited, where the shares of the Company are listed.

**THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

- The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**B. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:**

- Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM provided by National Securities Depository Limited (NSDL) at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials and selecting the EVEN for Company’s AGM. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further, Members can also use the OTP based login for logging into the e-voting system of NSDL.
- Members can participate in AGM through smart phone/laptop, however, for better experience and smooth participation it is advisable to join the Meeting through Laptops connected through broadband. Further,



Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

3. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
4. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. Members who need assistance before or during the AGM, can contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) 1800-222-990 or contact Mr. Amit Vishal, Senior Manger -NSDL at [amit@nsdl.co.in](mailto:amit@nsdl.co.in) / 022-24994360.
7. Shareholders who would like to express their views/have questions related to annual report may send their questions in advance (48 hours before AGM) mentioning their name demat account number/folio number, email id, mobile number at [investorscel@yahoo.com](mailto:investorscel@yahoo.com) The same will be replied by the company suitably.
8. Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to be passed on the date of the Meeting, i.e., Monday, November 30, 2020.

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](mailto:contact@creativeeye.com)  
Website : [www.creativeeye.com](http://www.creativeeye.com)

Place: Mumbai

Date:- 29<sup>th</sup> October,2020

**By Order of the Board of Directors**

**Sd/-**  
**Khushbu G. Shah**  
**Company Secretary**

**Additional information on Directors recommended for appointment / re-appointment (pursuant to Regulation 36(3) and 26(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings)**

Name of the Director	Dheeraj Kumar	Zuby Kochhar	Sunil Gupta
DIN	00018094	00019868	00278837
Date of Birth	27/09/1946	15/03/1951	09/06/1975
Date of first Appointment on the Board	28/07/1986	28/07/1986	01/09/2020
Qualifications	Graduates from Film and Television Institute of India, Pune	Post Graduate.	B.Com, C.A.
Brief resume of the director	Mr. Dheeraj Kumar is Chairman and Managing director of the Company. He is a graduate from Films and Television Institute of India, Pune and has over 45 years of experience in the media and entertainment industry in various roles as an Artist, Director and Producer.	Mrs. Zuby Kochhar is the promoter and Whole time Director of the Company. She has worked with Air India as a Sr. Check Hostess for 17 years. She has got deep experience of media industry and had produced many T.V. Serials and Video Films.	Mr. Sunil Gupta is presently designated and serving as chief financial officer and chief operating officer of the company. He is associated with company since June 2001. He is B.Com and Chartered Accountant. He has vast and rich experience of media and entertainment industry. He has a deep understanding, experience and knowledge of Business, Finance, Operations and other business affairs.
Nature of Expertise in specific functional Areas	Creative and Business Development	Creative and Execution	Finance, Operations and Business Development
Disclosure of relationship between directors inter-se	Husband of Mrs. Zuby Kochhar, Whole time Director	Wife of Mr. Dheeraj Kumar Kochhar, chairman and Managing Director.	NIL
Names of other listed entities in which the person also holds the directorship and the membership/ Chairmanships of Committees of the Board	NIL	NIL	NIL
No. of Shares Held in the Company	3995544	7140150	NIL



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

**ITEM No. 3.**

Mr. Dheeraj Kumar Kochhar chairman and Managing Director of the Company has been associated with the Company since long term. He is a graduate from Films and Television Institute of India, Pune and has over 45 years of experience in the media and entertainment industry in various roles as an Artist, Director and Producer. The current tenure of Mr. Dheeraj Kumar Kochhar, Managing Director expired on 31<sup>st</sup> May 2020. Considering his experience, knowledge and contributions made in the growth of the Company and as recommended by Nomination & Remuneration Committee and approved by Audit Committee, the Board of Directors of the Company in its meeting, has reappointed him as Managing Director for a further period of 3 years w.e.f. 1st June, 2020 on revised remuneration as specified in the resolution set out at item no.3 of the notice.

As per the requirement of the Schedule V Part I (c) of the Companies Act, 2013 if a managing or Whole Time Director has attained the age of 70 years then his appointment/continuation needs to be approved by a special resolution passed by the Company in General Meeting otherwise Central Government approval is required. Mr. Dheeraj Kumar Kochhar , (DIN: 00018094) has attained the age of 74 years. Your directors in their meeting have approved his Re-appointment as Chairman and Managing Director and recommended the above resolution for approval of the Shareholders as a Special Resolution.

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

**The detailed terms and conditions regarding remuneration to be paid to them are given below which is as per Section 196 and Section 197 read with Schedule V of the Companies Act, 2013.**

- a) General: The Managing Director shall conduct the day-to-day management of the Company subject to the supervision, direction and control of the Board.
- b) Term: He shall hold office as the Chairman & Managing Director of the Company for a period of 3 years from 01st June, 2020.
- c) Salary: In the Scale of Rs. 1,50,000/- to Rs. 3,50,000/- per month. The Nomination and Remuneration Committee/ Board of Directors will determine the amount of Salary payable from time to time depending on the performance of the Managing Director, profitability of the Company and other relevant factors.

The Salary approved by the Nomination and Remuneration Committee is Rs. 3,25,000/- per month which includes basic salary and allowances except the following perquisites-

- 1) Leave Salary: Annual leave on full pay and allowances in accordance with the Company's rules, but not exceeding one month's salary for every year of service.
  - 2) The Cost/Expense being incurred for the telephone, mobile, car maintenance for the business purpose will be reimburse at actual in the normal course of business.
  - 3) Contribution to Provident Fund and Superannuation Fund: Contribution to the Provident Fund, Superannuation Fund and Annuity Fund will not be considered or included in computation of ceiling on perquisites to the extent these either singly or put together, are not taxable under the Income-Tax Act, 1961
  - 4) Gratuity: Gratuity payable shall not exceed 15 days salary for each completed year of service, will not be considered or included in computation of ceiling on perquisites.
- d) Minimum Remuneration: The aforesaid remuneration in any one financial year shall not exceed the limits prescribed under Section 196, 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said act as may, for the time being, be in force. Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Salary, Perquisites and allowances as provided above or the maximum remuneration payable as per the ceiling set out in Schedule V of the Companies Act, 2013, or amendments thereof.



e) Other Terms and Conditions:

- 1) Leave: He shall be entitled to casual leave, sick leave and other leave as per the rules of the Company applicable to the managerial personnel of the Company.
- 2) Shri Dheeraj Kumar shall be liable to retire by rotation as a Managing Director, subject to section 152 of the Companies Act, 2013.
- 3) The Managing Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or committees thereof from the date of appointment.

**ITEM No. 4.**

The tenure of Mrs. Zuby Kochhar as Whole Time Director of the Company expired on 31st May, 2020. Taking in view her long association with the Company and vast experience and as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee, the Board of Directors of the Company in its meeting re-appointed her as Whole Time Director (designated as Executive Director) of the Company for a further period of 3 year w.e.f. 1st June, 2020 on the terms and conditions as explained in resolution as set out in item no. 4 of this notice subject to the approval of the members of the Company and on the remuneration determined by the Nomination and Remuneration Committee of the Board of Directors.

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

- a) General: The Executive Director shall conduct the day-to-day management of the Company subject to the supervision, direction and control of the Board.
- b) Term: She shall hold office as the Executive Director of the Company for a period of 3 years from 01st June, 2020.
- c) Salary: In the Scale of Rs. 1,00,000/- to Rs. 2,00,000/- per month. The Nomination and Remuneration Committee/ Board of Directors will determine the amount of Salary payable from time to time depending on the performance of the Executive Director, profitability of the Company and other relevant factors.

The Salary approved by the Nomination and Remuneration Committee is Rs. 1,51,000/- per month which includes basic salary and allowances except the following perquisites-

- 1) Leave Salary: Annual leave on full pay and allowances in accordance with the Company's rules, but not exceeding one month's salary for every year of service.
  - 2) The Cost/Expense being incurred for the telephone, mobile, car maintenance for the business purpose will be reimburse at actual in the normal course of business.
  - 3) Contribution to Provident Fund and Superannuation Fund: Contribution to the Provident Fund, Superannuation Fund and Annuity Fund will not be considered or included in computation of ceiling on perquisites to the extent these either singly or put together, are not taxable under the Income-Tax Act, 1961
  - 4) Gratuity: Gratuity payable shall not exceed 15 days salary for each completed year of service, will not be considered or included in computation of ceiling on perquisites.
- d) Minimum Remuneration: The aforesaid remuneration in any one financial year shall not exceed the limits prescribed under Section 196, 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said act as may, for the time being, be in force. Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of tenure of the Whole Time Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Salary, Perquisites and allowances as provided above or the maximum remuneration payable as per the ceiling set out in Schedule V of the Companies Act, 2013, or any amendment thereof.



e) Other Terms and Conditions:

- 1) Leave: She shall be entitled to casual leave, sick leave and other leave as per the rules of the Company applicable to the managerial personnel of the Company.
- 2) Smt. Zubey Kochhar shall be liable to retire by rotation as an Executive Director, subject to section 152 of the Companies Act, 2013.
- 3) The Executive Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or committees thereof from the date of appointment.

**ITEM No. 5.**

Mr. Sunil Gupta CFO and COO of the Company is associated with the Company since June 2001. Mr. Sunil Gupta is presently designated and serving as chief financial officer and chief operating officer of the company. He is B.Com and Chartered Accountant. He has vast and rich experience of media and entertainment industry. He has a deep understanding, experience and knowledge of Business, Finance, Operations and other business affairs.

The detailed terms and conditions regarding appointment and remuneration to be paid to Mr. Sunil Gupta are given below which is as per Section 196 and Section 197 read with Schedule V of the Companies Act, 2013.

- a) General: The Executive Director shall conduct the day-to-day management of the Company subject to the supervision, direction and control of the Board.
- b) Term: he shall hold office as the Executive Director of the Company for a period of 3 years from 01st September, 2020.
- c) Salary: In the Scale of Rs. 1,00,000/- to Rs. 3,00,000/- per month. The Nomination and Remuneration Committee/ Board of Directors will determine the amount of Salary payable from time to time depending on the performance of the Executive Director, profitability of the Company and other relevant factors.

The Salary approved by the Nomination and Remuneration Committee is Rs. 2,90,000/- per month which includes basic salary and allowances except the following perquisites-

- 1) Leave Salary: Annual leave on full pay and allowances in accordance with the Company's rules, but not exceeding one month's salary for every year of service.
  - 2) The Cost/Expense being incurred for the telephone, mobile, car maintenance for the business purpose will be reimburse at actual in the normal course of business.
  - 3) Contribution to Provident Fund and Superannuation Fund: Contribution to the Provident Fund, Superannuation Fund and Annuity Fund will not be considered or included in computation of ceiling on perquisites to the extent these either singly or put together, are not taxable under the Income-Tax Act, 1961
  - 4) Gratuity: Gratuity payable shall not exceed 15 days salary for each completed year of service, will not be considered or included in computation of ceiling on perquisites.
- d) Minimum Remuneration: The aforesaid remuneration in any one financial year shall not exceed the limits prescribed under Section 196, 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said act as may, for the time being, be in force. Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of tenure of the Whole Time Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Salary, Perquisites and allowances as provided above or the maximum remuneration payable as per the ceiling set out in Schedule V of the Companies Act, 2013, or any amendment thereof.

e) Other Terms and Conditions:

- 1 Leave: he shall be entitled to casual leave, sick leave and other leave as per the rules of the Company applicable to the managerial personnel of the Company.
- 2 Mr Sunil Gupta shall be liable to retire by rotation as an Executive Director, subject to section 152 of the Companies Act, 2013.
- 3 The Executive Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or committees thereof from the date of appointment.

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

I		General Information	
	1.	Nature of industry	The Company is engaged in the business of media and entertainment industry with the main object of making video films and programs, other films for the television Media and Screen.
	2.	Date or expected date of commencement of commercial production	The Company is in existence and operation since 1986
	3.	Foreign investments or collaborators, if any	NIL
II		Disclosures	
	1.	All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors;	(a) The shareholders are being informed of the remuneration package by way of explanatory statement as given above. (b) The details of remuneration etc. of other Directors are included in the Corporate Governance Report forming part of the Annual Report of the Company.

Registered Office:

**CREATIVE EYE LIMITED**  
**(CIN: L99999MH1986PLC125721)**  
 Kailash Plaza, Plot No.12-A,  
 Opp. Laxmi Industrial Estate,  
 New Link Road, Andheri (West),  
 Mumbai - 400 053, India  
 Tel: 022 26732613 (7 Lines)  
 Fax : 022 2673 2296  
 E-mail: contact@creativeeye.com  
 Website : www.creativeeye.com  
 Place: Mumbai  
 Date:- 29<sup>th</sup> October,2020

**By Order of the Board of Directors**

**Sd/-**  
**Khushbu G Shah**  
**Company Secretary**



# DIRECTORS' REPORT

Dear Members,

Your Company's Directors have pleasure in presenting their 34<sup>th</sup> Annual Report on the business and operations of the company along with the Audited Financial Statements for the Financial Year ended March 31, 2020.

## FINANCIAL HIGHLIGHTS.

Your Company's performance during the Financial Year as compared with that during the previous Financial Year is summarized below:

PARTICULARS	(Rs. In Lacs)	
	31.03.2020	31.03.2019
Revenue From Operation	1810.60	2892.66
Less: Cost of Production	1759.44	2951.20
Gross Profit/loss	51.16	(58.54)
Other Income	87.33	89.60
Total	138.49	31.06
Less: Other Expenses before interest and Depreciation	530.07	439.42
Operating Profit/(Loss)	(391.58)	(408.36)
Less: Interest	43.12	66.32
Less: Depreciation	15.57	22.26
Net Profit/(Loss) before Tax	(450.27)	(496.94)
Less: Provision for Deferred Tax	0	0
Less: Current Tax ( MAT)	0.00	0.00
Less: Taxation Adjustments for earlier year (including MAT Credit Entitlement )	00	0.00
Net Profit/(Loss) after tax	(450.27)	(496.94)
Other Comprehensive income /(Loss) for the year	23.21	10.30
Total Comprehensive income /(Loss) for the year	(473.48)	(486.64)
<b>Earning per share</b>		
Basic	(2.24)	(2.48)
Diluted	(2.24)	(2.48)

## FINANCIAL PERFORMANCE:

During the year under review, The Company recorded turnover of Rs. 1810.60 Lacs against previous year of Rs. 2892.66 Lacs. Net loss after tax stood at Rs. 450.27 Lacs for the year under review as compared to previous year of Rs. 496.94 Lacs.

## EMERGENCE OF COVID-19:

Covid -19 (Coronavirus) unprecedented pandemic has caused serious disruption on the economy, business and personal life around the globe and in India since March 2020. It is a natural calamity (Act of God) which has forced to stop all activities / operations to save the life of human. The Government of India and local authorities has imposed lock down and other emergency measures from time to time since 4th week of March 2020 which has interrupted the normal business, professional and personal life of the every citizen of India. During this lock down period every small and big business/offices were completely shut down except essential needs. While being a necessary measure to contain its spread, have also posed an unprecedented challenges to all businesses and the business operations. The Company have also been impacted. Your company has also closed /shut down entire business operations during the lock down period for the wellbeing and safety of life of employees and the business associates. The company has started its business operations with limited resources as per the guidelines and advisories issued by the state government and local concern authorities from time to time.

### TRANSFER TO RESERVES:

During the year under review, your company has not transferred any amount to Reserves.

### DIVIDEND

In view of the losses for the year, your board of directors has not recommended any dividend for the year under review.

### MATERIAL CHANGES AND COMMITMENTS

There are no material changes and commitments affecting the financial position of the Company, which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the Directors' Report, save and except severe contraction in business activities due to extended lockdown imposed by the Central and State Government authorities in India from time to time considering human wellbeing, health and safety due to outbreak of COVID-19 pandemic.

### PUBLIC DEPOSIT

During the year under review, your Company has not accepted any fixed deposits from the public falling under Section 73 of the Act read with the Companies (Acceptance of Deposits) Rules, 2014.

### CHANGE IN CAPITAL STRUCTURE

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

### SUBSIDIARIES/JOINT VENTURE/ASSOCIATE COMPANY:

The Company has no subsidiary/joint venture/associate company and hence consolidation and applicable provision under the Companies Act, 2013 and Rules made there under are not applicable to the Company.

### DIRECTORS AND KEY MANAGERIAL PERSONNEL:

The Board of Directors of the Company in its meeting held on 30<sup>th</sup> June 2020, re-appointed Mrs. Zubby Kochhar as Whole Time Director of the Company (designated as Executive Director) of the Company for a further period of three year w.e.f. 1st June, 2020 subject to the approval of shareholders. also Mrs. Zubby Kochhar, Executive Director is liable to retire by rotation at this AGM and being eligible has offered herself for re-appointment. your Board recommend her re-appointment.

Further, the Board of Directors of the Company re-appointed Mr. Dheeraj Kumar Kochhar as chairman and Managing Director of the Company for a further period of three year w.e.f. 1st June, 2020, subject to the approval of shareholders. Your Board recommends for his re-appointment. As stipulated under the Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, brief resume of the Directors proposed to be appointed/re-appointed are given in the Notice convening Annual General Meeting.

During the year there has been no change in the constitution of your Board of Directors which continues to comprise of 5 (Five) Directors including 3 (Three) Independent Directors (Non-Executive Directors), 1 (one) whole time Executive Director and 1 (one) Managing Directors. Independent Directors provide their declarations both at the time of appointment and annually, confirming that they meet the criteria of independence as prescribed under Companies Act, 2013 and Listing Regulations.

### DECLARATION BY AN INDEPENDENT DIRECTOR(S)

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

### AUDITORS

#### A) Statutory Auditors

As per the provisions of section 139 of the Companies Act 2013, **M/s. NGS & Co. LLP, Chartered Accountants (Firm Regn. No. 119850W)** were appointed as the Statutory Auditors of the Company for the period of five years at the 31st Annual General Meeting held on 27<sup>th</sup> September, 2017 to hold office from the conclusion of the said Meeting till the conclusion of the 36<sup>th</sup> Annual General Meeting on a remuneration to be determined by the Board of Directors and approved by the shareholders. Their appointment was subject to ratification for their appointment by the Members of the Company at every Annual General Meeting. Pursuant to the amendments made to section 139 of the Companies Act, 2013 by the Companies (Amendment) Act, 2017 effective from 7<sup>th</sup> May 2018 the requirement of





seeking ratification of the Members for the appointment of the statutory Auditors has been withdrawn from the statute. In view of above, ratification of the members at Annual General Meeting is not being sought.

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, 31<sup>st</sup> March, 2020 is annexed with this annual report for your kind perusal and information.

**B) Internal Auditor**

In Compliance with the provisions of the section of 138 of the Companies Act, 2013, **M/s Poddar A. & Associates, Chartered Accountants, Mumbai** as the Internal Auditors for the Financial Year 2019-2020 has conducted the internal audit of the company for the year under review. During the year under review Internal audit found satisfactory by Internal Auditor M/s Poddar A. & Associates.

The Board of Directors on the recommendation of Audit Committee have re-appointed **M/s Poddar A. & Associates, Chartered Accountants, Mumbai** as the Internal Auditors for the Financial Year 2020-2021 to conduct the internal audit of the company.

**C) Secretarial Auditor**

Pursuant to the provisions of section 204 of the Act, and the Rules made there under, the Company has appointed **Mr. Kaushal Doshi, Practicing Company Secretary (FCS: 10609)** to undertake secretarial audit of the Company. The Report of the Secretarial Auditor is annexed to the Board Report as (Annexure A) which forms a part of this Report. The Secretarial Audit Report does not contain any qualification, observations or adverse remark therefore no explanations are provided in this report.

**EXTRACT OF THE ANNUAL RETURN**

The Extract of Annual Return as required under section 92(3) and 134(3)(a) of the Companies Act, 2013 read with rule 12(1) of the Companies (Management and Administration) Rules, 2014, in the prescribed Form MGT-9 is given under Annexure –B for your kind perusal and information. The Extract of the Annual Return will also be available on the website of the Company at [www.creativeeye.com](http://www.creativeeye.com).

**PARTICULARS OF PERSONNEL**

In terms of provisions of section 197 (12) read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, none of the employees are in receipt of remuneration in excess of the limit set out in said rules. The statement of Disclosure of Remuneration pursuant to the Section 197 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as 'Annexure C' to this report.

**MEETINGS OF THE BOARD OF DIRECTORS**

The Board of Directors met 4 (four) times during FY 2019-20 i.e. on May 30, 2019, August 13, 2019, November 14, 2019 and February 4, 2020. The maximum interval between any two meetings does not exceed maximum permissible limit prescribed under the applicable laws. Details of the meetings of the Board along with attendance of the Directors therein have been disclosed in the Corporate Governance Report forming part of this Annual Report.

**DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the requirements of Section 134 (3) (C) read with section 134 (5) of the Companies Act 2013, your Directors confirm that:

- a) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b) Accounting policies selected have been applied consistently and reasonable and prudent judgments and estimates were made so as to give a true and fair view of the state of affairs of the company at the end of the year under review and the profit and loss of the Company for the year under review;
- c) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

- d) The annual accounts of your Company have been prepared on a going concern basis;
- e) Internal financial controls were laid down & followed by your company and it was ensured that such internal financial controls are adequate and were operating effectively; and
- f) Proper systems were devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### **LOANS, GUARANTEES AND INVESTMENTS.**

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

#### **PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**

Related party transactions entered during the year were in ordinary course of the business and on arm's length basis in compliance with the applicable provisions and rules of the Companies Act, 2013 and SEBI( LODR) Regulations 2015. During the FY 2019-20, there are no materially significant Related Party Transactions by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large. The details of the same are given in the notes to accounts forming part of the financial statements.

#### **CORPORATE GOVERNANCE REPORT**

The Company has complied with the corporate governance requirements under the Companies Act, 2013, and as stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A Report on corporate governance under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, along with the certificate from the Chartered Accountant confirming the compliance with the conditions of Corporate Governance, is annexed and forms part of this Annual Report. The Company has complied with the Secretarial Standards issued by Institute of Company Secretaries of India on Meeting of the Board of Directors and General Meetings.

#### **MANAGEMENT DISCUSSION & ANALYSIS**

The Management Discussion and Analysis as required under Schedule V of the Listing Regulations forms an integral part of this report

#### **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 the Section 134(3) (m) of the Companies act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 are not applicable to the company. There were no foreign exchange earnings and outgo during the current period.

#### **RISK MANAGEMENT POLICY**

The Company has adequate and proper Risk Management Policy and Mechanism. The board of directors periodically review, assess and monitor any kind of risks assumed by the company. The processes are in place for identifying, evaluating and managing the risks. At present the company has not identified any elements of risk which may threaten the existence of the company.

#### **MD/CFO CERTIFICATION:**

Mr. Dheeraj Kumar Kochhar , Managing Director and Mr. Sunil Gupta, CFO, of the company have certified that all requirements of the listing obligations, inter alia, on review of financial statements and cash flow and establishing and maintain internal controls for the financial reporting for the year ended 31st March, 2020. The said certificate forms an integral part of this annual report.

#### **REMUNERATION POLICY:**

Pursuant to provisions of Section 178 of the Companies Act, 2013 read with Rules made there under, Regulation 19 of the Listing Regulations and on the recommendation of the Nomination and Remuneration Committee, the Board has adopted a Policy on criteria for appointment of Directors, Key Managerial Personnel, Senior Management and their remuneration. The Remuneration Policy is posted on the website of the Company at [www.creativeeye.com](http://www.creativeeye.com)



**WHISTLEBLOWER POLICY/ VIGIL MECHANISM:**

In terms of the provisions of Section 177(9) of the Companies Act, 2013, the Company has implemented a Vigil Mechanism/ Whistle Blower Policy to deal with instances of fraud and mis-management, if any, and conducting business with integrity, including in accordance with all applicable laws and regulations. No employee has been denied access to the Vigilance Officer as well as Chairman of the Audit Committee. The Vigil Mechanism and Whistle Blower Policy are also posted on the website of the Company.

**CORPORATE SOCIAL RESPONSIBILITY**

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

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

The Company has zero tolerance towards sexual harassment at workplace. The Company is committed to uphold and maintain the dignity of woman employees and it has in place a policy as per Applicable Act, which provides for protection against sexual harassment of women at work place and for prevention of such complaints. . During the year under review, there were no cases filed or reported pursuant to the provisions of the said Act.

**BOARD EVALUATION**

The Board of Directors has carried out an annual evaluation of its own performance, board committees, and individual directors pursuant to the provisions of the Act and SEBI Listing Regulations. The performance of the board was evaluated by the board after seeking inputs from all the directors on the basis of criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc. The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of criteria such as the composition of committees, effectiveness of committee meetings, etc

In a separate meeting of independent directors, performance of non-independent directors, the board as a whole and the Chairman of the Company was evaluated, taking into account the views of executive directors and non executive directors.

**CHANGE IN NATURE OF BUSINESS**

There was no change in the nature of business during the year under review.

**ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS**

The Company has satisfactory internal control system. The Company has an adequate system of internal controls to ensure accuracy of financial & accounting records, compliance with all laws & regulations and compliance with all rules, procedures & guidelines prescribed by the various regulatory bodies and management. An extensive internal audit is carried out by independent firm of Chartered Accountants. The Audit Committee preview the internal control system in place with effectiveness on periodical basis. The Management of the company takes all measure steps to follow the internal control system to safe guard the company from internal and external risk.

**ACKNOWLEDGEMENT**

The Board desires to place on record its grateful appreciation for the excellent assistance and co-operation received from the State Government and continued support extended to the Company by the shareholders, vendors bankers, investors, suppliers, esteemed customers and other business constituents including viewers, producers, customers, vendors, advertising agencies. Your Directors also wish to place on record their deep sense of appreciation to all the employees of the Company for their unstinted commitment and continued contribution in the performance of the Company.

**For and on behalf of the Board of Directors  
Creative Eye Limited  
Sd/-**

**Dheeraj Kumar Kochhar  
Chairman & Managing Director**

**DIN-0018094**

**Place: Mumbai  
Date: 29<sup>th</sup> October, 2020**

**Annexure –A of Director’s Report**  
**SECRETARIAL AUDIT REPORT**

**Form No. MR-3**  
**For the financial year ended 31<sup>st</sup> March, 2020**

[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 31<sup>st</sup> March, 2020 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 31<sup>st</sup> March, 2020 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct investment and External Commercial Borrowings. (Not Applicable during the audit period)
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not Applicable during the audit period)
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999/ The Securities and Exchange Board of India (Share Based Employee Benefits) Regulation 2014; (Not Applicable during the audit period)
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not Applicable during the audit period)
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations 1993 regarding Companies Act dealing with the company.
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not Applicable during the audit period) and



- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not Applicable during the audit period)
- (vi) We have relied on the representation made by the Company and its officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company. The list of major heads/groups of Acts, laws and Regulations as applicable to the Company are listed below:
- Income tax Act and other indirect taxes.
  - Shop and Establishment Act
  - Payment of Bonus Act and other Labour legislation governing the Company
  - Employee State Insurance Act and Professional Tax
  - 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;
  - As informed by the management, there are no laws that are specifically applicable to the Company based on their sector/industry.

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

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

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

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

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

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

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

We further report that during the Review Period, in view of the situation emerging out of the outbreak of COVID-19 Pandemic, physical documents, records & other papers of the Company for the year ended 31<sup>st</sup> March, 2020 required by us for our examination were provided through electronic mode.

Place : Mumbai  
Date : 29<sup>th</sup> October, 2020

For Kaushal Doshi & Associates  
Company Secretaries

Sd/-  
Kaushal Doshi  
(Proprietor)  
FCS- 10609 / COP- 13143  
UDIN- F010609B001062979



**Annexure I (Integral part of Secretarial Audit Report)**

To,

The Members,

**Creative Eye Limited**

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

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

**Place : Mumbai**

**Date : 29<sup>th</sup> October, 2020**

**For Kaushal Doshi & Associates  
Company Secretaries**

**Sd/-  
Kaushal Doshi  
(Proprietor)  
FCS- 10609 / COP- 13143  
UDIN- F010609B001062979**

**Annexure - B of Director's Report****FORM NO. MGT 9****EXTRACT OF ANNUAL RETURN****as on financial year ended on 31.03.2020**

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management &amp; 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. KFin Technologies Private Limited Karvy Selenium Tower B Plot No 31 & 32, Gachibowli, Financial District, Nanakramguda Hyderabad 500 032 Tel: +91 40 67162222/33211000 Email- kishore.bv@karvy.com Website- www.kfintech.com

**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	Media & Entertainment	591	100

**III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES**

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

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

**i) Category wise Share Holding.**

CATEGORY CODE	CATEGORY OF SHAREHOLDER	NO. OF SHARES HELD AT THE BEGINNING OF THE YEAR 01/04/2019				NO. OF SHARES HELD AT THE END OF THE YEAR 31/03/2020				% 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)
<b>(A)</b>	<b>PROMOTER AND PROMOTER GROUP</b>									
<b>(1)</b>	<b>INDIAN</b>									
(a)	Individual /HUF	11135694	0	11135694	55.52	11135694	0	11135694	55.52	0.00
(b)	Central Government/State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Financial Institutions / Banks	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Others	225000	0	225000	1.12	225000	0	225000	1.12	0.00
	<b>Sub-Total A(1) :</b>	<b>11360694</b>	<b>0</b>	<b>11360694</b>	<b>56.64</b>	<b>11360694</b>	<b>0</b>	<b>11360694</b>	<b>56.64</b>	<b>0.00</b>
<b>(2)</b>	<b>FOREIGN</b>									
(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
	<b>Sub-Total A(2) :</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
	<b>Total Shareholding of Promoter A=A(1)+A(2)</b>	<b>11360694</b>	<b>0</b>	<b>11360694</b>	<b>56.64</b>	<b>11360694</b>	<b>0</b>	<b>11360694</b>	<b>56.64</b>	<b>0.00</b>
<b>(B)</b>	<b>PUBLIC SHAREHOLDING</b>									
<b>(1)</b>	<b>INSTITUTIONS</b>									
(a)	Mutual Funds /UTI	0	0	0	0.00	0	0	0	0.00	0.00
(b)	Financial Institutions /Banks	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Central Government / State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
(f)	Foreign Institutional Investors	0	0	0	0.00	0	0	0	0.00	0.00
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0	0	0	0.00	0.00
(h)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
(i)	Others	0	0	0	0.00	0	0	0	0.00	0.00
	<b>Sub-Total B(1) :</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>



CATEGORY CODE	CATEGORY OF SHAREHOLDER	NO. OF SHARES HELD AT THE BEGINNING OF THE YEAR 01/04/2019				NO. OF SHARES HELD AT THE END OF THE YEAR 31/03/2020				% 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)
<b>(2)</b>	<b>NON-INSTITUTIONS</b>									
(a)	Bodies Corporate	626174	0	626174	3.12	530995	0	530995	2.65	-0.47
(b)	Individuals									
	(i) Individuals holding nominal share capital upto Rs.1 lakh	5385237	85727	5470964	27.28	5270240	85627	5355867	26.70	-0.57
	(ii) Individuals holding nominal share capital in excess of Rs.1 lakh	2538235	47250	2585485	12.89	2740561	47250	2787811	13.90	1.01
(c)	Others									
	Clearing Members	1000	0	1000	0.00	100	0	100	0.00	0.00
	Non Resident Indians	10882	0	10882	0.05	12382	0	12382	0.06	0.01
	Nri Non-Repatriation	3051	0	3051	0.02	10401	0	10401	0.05	0.04
(d)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
	<b>Sub-Total B(2) :</b>	<b>8564579</b>	<b>132977</b>	<b>8697556</b>	<b>43.36</b>	<b>8564679</b>	<b>132877</b>	<b>8697556</b>	<b>43.36</b>	<b>0.00</b>
	<b>Total Public Shareholding B=B(1)+B(2) :</b>	<b>8564579</b>	<b>132977</b>	<b>8697556</b>	<b>43.36</b>	<b>8564679</b>	<b>132877</b>	<b>8697556</b>	<b>43.36</b>	<b>0.00</b>
	<b>Total (A+B) :</b>	<b>19925273</b>	<b>132977</b>	<b>20058250</b>	<b>100.00</b>	<b>19925373</b>	<b>132877</b>	<b>20058250</b>	<b>100.00</b>	<b>0.00</b>
<b>(C)</b>	<b>Shares held by custodians, against which Depository Receipts have been issued</b>									
(1)	Promoter and Promoter Group	0	0	0	0.00	0	0	0	0.00	0.00
(2)	Public	0	0	0	0.00	0	0	0	0.00	0.00
	<b>GRAND TOTAL (A+B+C) :</b>	<b>19925273</b>	<b>132977</b>	<b>20058250</b>	<b>100.00</b>	<b>19925373</b>	<b>132877</b>	<b>20058250</b>	<b>100.00</b>	<b>0.00</b>

(ii) Share holding of promoters

SI No.	Shareholders Name	Shareholding at the beginning of the year 01/04/2019			Shareholding at the end of the year 31/03/2020			% change in share holding during the year
		NO of shares	% of total shares of the company	% of shares pledged encumbered to total shares	NO of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1	ZUBY KOCHHAR	7140150	35.60	0	7140150	35.60	0	0
2	DHEERAJ KUMAR KOCHHAR	3995544	19.92	0	3995544	19.92	0	0
3	DHEERAJ KUMAR (Employee Welfare Trust)	225000	1.12	0	225000	1.12	0	0
	<b>Total</b>	<b>11360694</b>	<b>56.64</b>	<b>0</b>	<b>11360694</b>	<b>56.64</b>	<b>0</b>	<b>0</b>

(iii) Change In Promoters' Shareholding (Specify If There Is No Change)

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

Note: There is no change in the total shareholding of the Promoters between 01-04-2019 and 31-03-2020

(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	296870	1.48%	295968	1.48%
2	Devendra Dass Kochar	237154	1.18%	237154	1.18%
3	Luxmi Kant Gupta	200407	1.00%	223683	1.12%
4	Priya Daga	179800	0.90%	179800	0.90%
5	Manjula Jain	100000	0.50%	100000	0.50%
6	Kamal Kochar	98700	0.49%	99550	0.50
7	Ninja Securites Pravite Limited	99250	0.49%	99250	0.49%
8	Kishor Pravinchandra Parikh	39531	0.20	83043	0.41
9	Ashok Kumar Mehra	69920	0.35%	69920	0.35%
10	Neeta Umesh Dharnidharka	68000	0.34%	68000	0.34%





**(v) Shareholding of Directors & KMP**

SI No.	Each of Directors & KMP	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	11361444	56.64	11361444	56.64
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	NIL	NIL	NIL	NIL
	At the end of the year	<b>11361444</b>	<b>56.64</b>	<b>11361444</b>	<b>56.64</b>

Note: There is no change in the total shareholding of the Directors and KMP between 01-04-2019 and 31-03-2020

**V INDEBTEDNESS**

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

Particulars	Secured Loans excluding deposits*	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtness at the beginning of the financial year</b>				
i) Principal Amount	53105785	0	0	53105785
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	<b>53105785</b>	<b>0</b>	<b>0</b>	<b>53105785</b>
<b>Change in Indebtedness during the financial year</b>				
Additions	0	0	0	0
Reduction	5884128	0	0	5884128
<b>Net Change</b>	<b>5884128</b>	<b>0</b>	<b>0</b>	<b>5884128</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	47221657	0	0	47221657
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	<b>47221657</b>	<b>0</b>	<b>0</b>	<b>47221657</b>

\*Secured Loan represents 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.	4225000	1963000	6188000
	(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)	234000	108720	342720
	<b>Total</b>	<b>4459000</b>	<b>2071720</b>	<b>6530720</b>

**B. Remuneration to other directors:**

Sl. No	Particulars of Remuneration	Name of the Directors			Total
		Mr. M. R. Sivaraman	Mr. Om prakash Kataria	Mrs. Matty Vishal Dutt	
1	<b>Independent Directors</b>				
	(a) Fee for attending board committee meetings	30000	40000	40000	110000
	(b) Commission	0	0	0	0
	(c) Others, please specify	0	0	0	0
	<b>Total (1)</b>	<b>30000</b>	<b>40000</b>	<b>40000</b>	<b>110000</b>
2	<b>Other Non Executive Directors</b>				
	(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
	<b>Total (2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	<b>Total</b>	<b>30000</b>	<b>40000</b>	<b>40000</b>	<b>110000</b>



**C. Remuneration To Key Managerial Personnel Other Than MD/MANAGER/WTD**

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		CFO	Company Secretary	Total
1	<b>Gross Salary</b>			
	<b>Name.</b>	<b>Mr. Sunil Gupta.</b>	<b>Miss Khushbu G Shah</b>	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	3780000	574000	4354000
	(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 as % of profit	0	0	0
	others, specify	0	0	0
5	Others (Contribution to PF)	208800	33840	242640
	<b>Total</b>	<b>3988800</b>	<b>607840</b>	<b>4596640</b>

**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)
<b>A. COMPANY</b>					
Penalty					
Punishment			NIL		
Compounding					
<b>B. DIRECTORS</b>					
Penalty					
Punishment			NIL		
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty					
Punishment			NIL		
Compounding					

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

**Place: Mumbai  
Date: 29<sup>th</sup> October, 2020**

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

Annexure - C of Director's Report

**STATEMENT OF DISCLOSURE OF REMUNERATION UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 AND RULE 5(1) OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

1. **The Ratio of the remuneration of each Director to the median remuneration of all the employees of the Company for the financial year 2019-20.**

Name of Director/ Key Managerial Person	Remuneration Paid for the F.Y 2019-20 (Amount in Rs.)	Ratio of Directors remuneration to Median remuneration of Employee
<b>Non Executive Directors</b>		
Mr. M.R. Sivaraman	30000	0.048
Mr. Om prakash Kataria	40000	0.064
Mrs. Matty Vishal Dutt	40000	0.064
<b>Key Managerial Personnel</b>		
Mr. Dheeraj Kumar Kochhar (CMD)	4459000	7.126
Mrs. Zubey Kochhar(ED)	2071720	3.311
Mr. Sunil Gupta(CFO & COO)	3988800	6.374
Ms. Khushbu Shah(CS)	607840	0.971

Note:

- Mr. M.R. Sivaraman, Mr. Om prakash Kataria &, Mrs. Matty Vishal Dutt (Non Executive Independent Directors) received only sitting fees which are not considered as remuneration for the purpose of calculation of median.
  - Remuneration of Executive Director and KMP includes Salary, Allowances, Company's Contribution to Provident Fund, Medical Benefits & Other Perquisites and benefits valued on the basis of the provisions of Income Tax Act, 1961.
- Number of permanent employees of the Company.** 12
  - Affirmation that the remuneration is as per the remuneration policy of the Company** - The Company affirms that the remuneration is as per the remuneration policy of the Company.
  - Disclosures relating to remuneration drawn by employees Employed throughout the year and in receipt of remuneration aggregating Rs.1.02 Crores or more per annum.** - Not Applicable.
  - Disclosures relating to remuneration drawn by employees Employed for part of the year and in receipt of remuneration aggregating Rs. 8.5 lacs or more per month.** - Not Applicable.

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

Place: Mumbai  
Date: 29<sup>th</sup> October,2020

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



# MANAGEMENT DISCUSSION AND ANALYSIS REPORT

## INDIAN MEDIA & ENTERTAINMENT INDUSTRY

(Source: FICCI-EY "The era of consumer A.R.T Report 2020)

The Indian Media and Entertainment (M&E) industry continued to grow during the year at a slower rate as compared to the previous year due to the weak macroeconomic environment. According to the FICCI-EY report (the Report), M&E industry revenue reached Rs. 1,822 billion in 2019 with a 9% YoY growth. During the year, television continued to maintain its leadership in the M&E spaces the primary choice of entertainment for Indian consumers despite a major regulatory change. Online video consumption sustained the momentum of widening its audience base driven by increasing content options, growing internet penetration and affordable data tariffs. Print revenue declined during the year but retained its position as the second biggest revenue segment. Movie industry growth was driven by domestic revenue while the revenue from international markets declined during the year. Radio segment shrank due to decline in ad revenues in second half of the year. Live events' growth was led by premium properties, activations and sports events.

M&E industry was expected to grow at a CAGR of 10% to reach Rs. 2,416 billion by 2022, driven by the growing content consumption across mediums. As the Report was published before the complete impact of COVID-19 on the economy was known, the growth estimates are likely to see a downward revision. While all mediums saw a massive growth in time spent and reach during the lockdown, the viewership could not be monetized as consumer spending was limited only to essential goods. The current slowdown should not have a meaningful impact on the long-term growth trajectory of the M&E industry.

## INDIAN MACROECONOMICS SCENARIO

The World Bank expects India's economy to contract 3.2% in the current fiscal year, a sharp downgrade from its April projection of 1.5%-2.8% growth, citing stringent lockdown and spill over from weaker global growth. The latest report expects the economy to make a modest recovery to 3.1% growth in the next fiscal year, in comparison to the 6.1% expansion projected in the January report. A number of firms including Goldman Sachs and Nomura have projected a contraction of as much as 5% for India in FY21. The report said the pandemic's impact would be particularly hard on emerging markets and developing economies (EMDEs) with large informal sectors, like India.

The impact of the shutdown and gradual opening will be felt sharply on the economy in the first half of FY21. While there is still uncertainty on how fast the economic growth would bounce back, most of the estimates suggest that India's economy will shrink in the first half but as the impact of the pandemic subsides in the second half, the economic growth would return to its normal trajectory. The government has unveiled a Rs 20 trillion relief package to support economy. This package includes liquidity measures taken by the Reserve Bank of India (RBI), easing of lending to MSMEs, and specific measure for key sectors like manufacturing, agriculture, and infrastructure. The RBI, besides providing liquidity support and regulatory relief, also cut the lending rates twice to record lows. Apart from the relief package announced in May, the government has taken several steps to revive economic growth. Few steps like overhaul of the corporate tax rate structure, announcement of NIP (National Infrastructure Pipeline), far reaching reforms in agriculture sector, initiatives to boost 'Make in India', and recapitalization of public sector banks would help strengthen the economy in the long run.

## CONTENT CREATION

The addition of another 100 million smart phones and continued conversion of 2G and 3G connections to 4G will drive a 3x growth in this segment by 2022. Phy-gital and Digi-cal models will emerge as a digital layer will be added over physical activity tracked by the IoT / wearables ecosystem on one hand, while game-led events (like e Sports) will bring the physical touch to the online gaming world. User generated gaming (UGG) could also emerge as a significant opportunity to combine content creation and gaming.

To grow the around 100 million theatre audience in India and bring forward the next 50 million theatregoers, the industry will need to create more Hindi mass content that will appeal to a wider audience. This content will need to be released at low cost non metro venues with affordable pricing below INR100 per person including F&B.

The corona virus' impact on various segments of M&E could include postponement / cancellation of events, impact on the article revenues due to loss of weekends, stoppage of print production / circulation in impacted areas, newsprint import blockage, topage / delay of content production and post production, etc. Positives could include increased time spent with media in the home.

The media and entertainment industry in India continues to undergo significant transformation. The rapid proliferation of mobile access is enabling on-demand, anytime-anywhere content consumption nationwide.

## TELEVISION

The year gone by was an interesting one for the Indian television industry. It began with the challenges faced in migrating the 160mnpay TV subscribers to the NTO (New Tariff Order) regime and the teething issues that accompanied the structural changes brought by its introduction. And it ended with the production of original content being halted across the country due to COVID-19, for the first time in the history of the industry. The fact that the Indian economy was on a slowing trajectory through the year did not help the cause. Implementation of NTO has brought about a paradigm change by redefining the relationship between broadcasters, consumers and distributors. On the other hand, COVID-19 has negatively impacted the business operations. This disruption is transient and might be a catalyst for innovations and strong operating processes in the broadcasting industry.

The TV industry grew from INR 740 billion to INR 788 billion in 2019, a growth of 6.4%. TV advertising grew 5% to INR 320 billion while subscription grew 7% to INR 468 billion. Regional channels benefited from the New Tariff Order as their consumption increased by over 20% in certain cases. General entertainment and movie channels led with 74% of viewership.

## DIGITAL INDUSTRY

In 2019, digital media grew 31% to reach INR 221 billion and is expected to grow at 23% CAGR to reach INR 414 billion by 2022. India had 395 million smart phone users and around 4 million connected TVs. Online video, audio, news and social media consumers all increased in 2019. Digital advertising grew 24% to INR 192 billion driven by increased consumption of content on digital platforms and marketers' preference to measure performance. SME and long tail advertisers increased their spends on digital media as well. Pay digital subscribers crossed 10 million for the first time as sports and other premium content were put behind a pay wall. Consequently, subscription revenue grew 106% to INR 29 billion. Digital consumption grew across platforms where video viewers increased by 16%, audio streamers by 33% and news consumers by 22%.

## PRINT

As observed during the last few years, the print segment did not see any marquee activity in 2019 While the segment witnessed de growth in advertising revenues, circulation revenues grew and print companies continued to post positive operating cash flows and healthy margins However, the industry continues to feel the pressure from digital consumption and all the listed players witnessed a significant drop in share price and valuations over the last year.

## OPPORTUNITIES AND THREAT

### Opportunities

**Digitization of content:** The ongoing digitization of content, shift to online and mobile distribution of content and the rapid pace of innovation will create opportunities to serve new customers in new market. The M & E Industry influenced by digitization , the convergence of TV, Mobile telephony and the internet is poised for a growth trend.

**Largest Industry –** The Indian film industry is one of the largest globally with a history of steady growth. With films being the most popular form of mass entertainment in India, the film industry has witnessed robust double-digit growth over the past decade.

**Learning Curve:** The immense experience of the promoters in the media industry has proved to be an added advantage in understanding the taste of audience and producing differentiated contents.





**Increase In Audience:** In current scenario there is increase in audience of all age group who are watching all medium and format of entertainment which is strengthening the demand of content and which shall create more business opportunities.

#### **Risks Factors**

##### **Industry Risks**

**Differentiated Products:** Due to increase in the number of production house, the project produced needs to be unique to attract viewers. Also, with a view to produce differentiated content, the production cost also increases.

##### **Changes in Technology and consumer consumption pattern**

The media and entertainment businesses in which we operate is increasingly dependent on our ability to successfully adapt to shifting patterns of content consumption through the adoption and exploitation of new technologies. New technologies affect the demand for our products, the manner in which our products are distributed to consumers, ways we charge for and receive revenue for our entertainment products and the stability of those revenue streams, the sources, and nature of competing content offerings, the time and manner in which consumers acquire and view our entertainment offerings and the options available to advertisers for reaching their desired audiences. The Company has adopted some of the latest technologies to provide its customer with remarkable user experience. Further, we have implemented a cloud-based video management system with a focus on advanced big data and analytical solutions to help gauge the needs of our subscribers and develop content accordingly.

##### **Retention of viewers.**

If our effort to retain and attract our viewers are not successful, our business will be adversely impacted. We have experienced significant viewer and subscriber growth over the last couple of years. Our ability to continue to attract new viewers will depend, in part, on our ability to consistently provide our viewers with compelling content choices, effectively market our service, as well as provide a quality experience for selecting and viewing different TV series and movies. our key focus remains on entertaining our viewers with original and fresh content.

##### **Disruption or Delay in the production.**

Any disruption or delay in production of new content may affect our content pipeline there by impacting the Business. The outbreak of covid-19 has affected all businesses across economies. Our ability to successfully create content depends upon the availability, diversity and appeal of filmed content as well as then environment in which the content is being produced. The outbreak poses a risk to our ability to produce content. However, to minimize the impact, we have resumed our operations in adherence to all the standard operating procedures and social distancing norms prescribed by the local authorities. Although ,the operations still remain un hedged.

##### **Global/Local Pandemic**

Fallout of COVID-19 not only created an extremely volatile macro-economic environment, it also impacted the normal business operations. It led to disruption in content production and had a significant impact on the ways of working. Any pandemic breakout in the future could have an impact on the Company's ability to produce content and monetise it.

##### **Uncertainties in rules and regulations**

The M&E industry is governed by the rules and regulations framed by the authorities and regulatory bodies of the different countries the Company operates in. Further, COVID-19 has forced governments to bring new regulations which companies need to adopt swiftly and effectively. Any changes in laws and regulations could have a material impact on the revenues and cost of doing business for the Company.

### Ever-changing trends in media sector

Entertainment needs of the audience are constantly evolving, and it is difficult to predict the consumer behaviour with accuracy. It is also influenced by new trends and the environment around consumers. As the Company makes substantial investments in content, non performance of the shows would have an adverse impact on the revenue and profitability of the Company.

### Failure to hire and retain best talent

The Company's ability to attract, develop and retain a diverse range of skilled and talented people is critical if to compete and grow effectively. The loss of management or other key personnel or the inability to identify, attract and retain qualified personnel could make it difficult to manage the business and could adversely affect operations and financial results.

### 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:  
(Amount in lacs)

Segment	31st March 2020
TV Contents	1810.60
<b>Total</b>	<b>1810.60</b>

Profitability of the segment of the Company is given hereunder:

(Amount in lacs)

Segment	Sales	Cost of Software	Gross Profit/(Loss)
TV Contents	1810.59	1759.44	51.16
<b>Total</b>	<b>1810.59</b>	<b>1759.44</b>	<b>51.16</b>

### PRESENT AND FUTURE PLAN/PERFORMANCE/ OUTLOOK:

1. During the year under review, the Company had Telecast most popular TV Serial "Ishq Subhan Allah" on ZEE TV and your company produced 395 episodes.
2. Considering the current trend and demand, your company had entered into a digital space by creating a new web series "Ishq Aaj Kal" for OTT Platform ZEE5. The company produced 32 episodes and all episodes streamed on ZEE5.
3. The company is seriously focusing on creating unusual and unique content for OTT platforms which has huge demand in the market. The success of "Ishq Aaj Kal" web series on ZEE 5 has generated more opportunities for the company and we are certain and sure that the company would get more business contracts.
4. The Company is developing lots of new ideas in mythological, historical, comedy and social genre with team of experienced creative and writer talent which have been pitched to several channels. We are quite hopeful to get through soon.
5. Beside content creation, the company is exploring opportunities in other media allied business too which can contribute in future growth of the company.



**FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE**

The highlights of the financial performance of the Company for the financial year 2019-2020 are as under:

(Rs. in lacs)

<b>Particulars</b>	<b>31.03.2020</b>	<b>31.03.2019</b>
Total Income	<b>1897.93</b>	2892.66
EBIDT	<b>(391.58)</b>	(408.36)
Interest	<b>43.12</b>	66.32
Depreciation	<b>15.57</b>	22.26
Profit/ (Loss) before tax	<b>(450.27)</b>	(496.94)
Taxation Adjustments for earlier year (including MAT Credit Entitlement)	<b>0.00</b>	0.00
Deferred Tax	<b>0.00</b>	0.00
Profit/ (Loss) after tax	<b>(450.27)</b>	(496.94)

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**

In Your Company , the creative and other talented minds are considered true assets for the business and losing them could have a material adverse effect on the Company’s performance. The Company encourages skill development and fosters its human capital as its greatest resource and the primary force for shaping the future of the Company. Therefore, it strives to discover and retain talented people to enhance operational abilities.

**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. These systems and procedures provide reasonable assurance of maintenance of proper accounting records, reliability of financial information, protection of resources and safeguarding of assets against unauthorized use. The internal auditors conduct audits of various departments based on an annual audit plan. The planning and conduct of internal audits are oriented towards the review of controls in management of the company’s activities. The committee meets at regular intervals during the year and discusses with the company’s statutory Auditors to ascertain their views of adequacy of internal control systems in the Company.

**CAUTIONARY STATEMENT**

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

**ACKNOWLEDGEMENT**

Your Directors express their sincere appreciation to the lenders, Business associates,Viewers, members, Financial institutions,dealers, employees, bankers, State and Central Government, Stock Exchanges,society and all stakeholders for their cooperation and confidence reposed in the Company.

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

**Place: Mumbai  
Date: 29<sup>th</sup> October, 2020**

**Sd/-  
Dheeraj Kumar  
Chairman & Managing Director**

# REPORT ON CORPORATE GOVERNANCE

## 1. Company's Philosophy on Code of Governance

The Company is committed to adopt the best Corporate Governance practices and Endeavour continuously to implement the code of Corporate Governance in its true spirit. The philosophy of the Company in relation to Corporate Governance is to ensure transparency in all its operations, make disclosures and enhance shareholders' value without compromising in any way in complying with the laws and regulations. The Board of Directors, the Company's highest policy making 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 believes in maintaining high standards of quality and ethical conduct with transparency and accountability in business functioning and operations. 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 present strength of the Board of Directors ("the Board") is Five (5) Directors out of which one (1) Managing Director and one (1) Whole Time Executive Director. Three (3) are Independent Non Executive Directors in terms of Regulation 17(1) of SEBI(Listing Obligation and Disclosure Requirements) Regulations, 2015.

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

The following table gives the composition and category of the Directors on the Board, their attendance at the Board Meetings during the year and at the last Annual General Meeting, as also the number of Directorships and Committee Memberships/

### Chairmanships held by them in other companies:

Name of Directors	Category	Number of shares held	Attendance Particulars		Number of other Directorships and Committee Member / Chairpersonships			Disclosure of Relationship between Directors inter-se	Name of other listed entities where the person is a Director and Category of Directorship
			Board Meetings (Total 4 Meetings)	Last AGM	No of Directorship in other Public Companies	No of Committee Member positions held in other Public Companies	No of Committee Chairpersonship held in other Public Companies		
Mr. Dheeraj Kumar <b>Chairman &amp; Managing Director</b>	CMD	3995544	4	Yes	1	Nil	Nil	Husband of Mrs. Zubu Kochhar (ED)	-
Mrs. Zubu Kochhar <b>Whole-time Director</b>	E.D	7140150	4	No	1	Nil	Nil	Wife of Mr. Dheeraj Kochhar (CMD)	-
Mr. M.R. Sivaraman <b>Independent Director</b>	I.N.E.D	-	3	Yes	1	1	1	NA	Tanfac Industries Limited (Independent Non-Executive)
Mr. Omprakash Kataria <b>Independent Director</b>	I.N.E.D	750	4	Yes	0	Nil	Nil	NA	-
Mrs Matty Vishal Dutt <b>Independent Director</b>	I.N.E.D	-	4	Yes	0	Nil	Nil	NA	-



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

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

During the year Four (4) Board Meetings were held on 30.05.2019, 13.08.2019, 14.11.2019 and 04.02.2020.

### **3. Familiarisation programmes for the Independent Directors:**

In Compliance with the requirements of SEBI Regulations, your Company has put in place a familiarisation programme for the Independent Directors to familiarise them with their role, rights and responsibilities as Directors, the working of the Company, nature of the industry in which the Company operates, business model, etc. The details of the familiarization programme for Directors are available on the Company's website [www.creativeeye.com](http://www.creativeeye.com) under investor Relation section.

### **4. Skills / Expertise / Competencies of The Board Of Directors**

The following is the list of core skills / expertise /competencies identified by the Board of Directors that are required in the context of the Company's business and that the said skills are available with the Board Members:

- i) Knowledge on Company's businesses policies and culture (including the Mission, Vision and Values) major risks / threats and potential opportunities and knowledge of the industry in which the Company operates.
- ii) Behavioural skills - attributes and competencies to use their knowledge and skills to contribute effectively to the growth of the Company
- iii) Business Strategy, Sales & Marketing, Corporate Governance, Forex management, Administration, Decision Making
- iv) Financial and Management skills
- v) Technical / Professional skills and specialized knowledge in relation to Company's business

### **5. Meetings of Independent Directors**

In compliance with the requirements of Regulation 25 of SEBI Listing Regulations and Section 149 read with Schedule IV of the Companies Act, 2013, the Independent Directors of the Company met on February 04, 2020.

This Meeting was conducted to enable Independent Directors to discuss :

- i) The matters relating to Company's affairs and put forth their views without the presence of Non-Independent Directors and members of the Management.
- ii) Evaluation of the performance of Non-Independent Directors and the Board of Directors as a whole;
- iii) Evaluation of the quality, content and timeliness of flow of information between the Company management and the Board of Directors that is necessary for the Board of Directors to effectively and reasonably perform its duties.

In the opinion of the board, the independent directors fulfill the conditions specified in these regulations and are independent of the management.

### **6. Audit Committee**

#### **Composition and Attendance at meeting.**

The Board of the Company has constituted an Audit Committee comprising of three Independent Non-Executive Directors viz. Mr. M.R. Sivaraman (Chairman), Mr. Om Prakash Kataria and Mrs. Matty Vishal Dutt. The Managing Director, Mr. Dheeraj Kumar is a permanent invitee to the meetings of the Audit Committee. The Company Secretary acts as Secretary of the Audit Committee.

The Audit Committee generally meets once in a quarter, inter-alia, to review the quarterly performance and the financial results. The Audit Committee met four times during the year on 30.05.2019, 13.08.2019, 14.11.2019 and 04.02.2020.

The details of the composition, position and attendance at the Audit Committee meetings held during F.Y. 2019-20 are as under:

Name of Members	Position	No. of meetings held	No. of meetings Attended
Mr. M.R. Sivaraman	Chairman	4	3
Mr. Om prakash Kataria	Member	4	4
Mrs. Matty Vishal Dutt	Member	4	4

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

**Terms of reference:**

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

**7. Nomination and Remuneration Committee**

**Composition**

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

The Nomination and Remuneration Committee consists of three Independent Non-Executive Directors viz. Mr. M. R. Sivaraman (Chairman), Mr. Om prakash Kataria and Mrs. Matty Vishal Dutt .

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

1. Formulate the criteria for determining qualifications, positive attributes and independence of a director.
2. Recommend to the Board a policy relating to the remuneration for the directors (including specific remuneration packages for Executive Directors including pension rights and any compensation payment), key managerial personnel and other employees. While formulating the policy, it shall ensure that –
  - (a) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
  - (b) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
  - (c) Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals
3. Identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal.





4. Carry out evaluation of every director’s performance and key managerial performance.
5. Take steps to refresh the composition of the Board from time to time

During the year under review one meetings of the Nomination & Remuneration committee was held on May 30,2019 and all the Members of Nomination and Remuneration Committee were present in the Meeting.

**Remuneration Policy:**

The Company’s Remuneration Policy, inter-alia, provides a framework for remuneration to the members of the Board of Directors, Key Managerial Personnel (KMPs) and Senior Management Personnel (SMPs). The said Policy earmarks the principles of remuneration to enable the Company to provide a well-balanced and performance related compensation package to KMPs, taking into account shareholders’ interests, industry practices and relevant corporate regulations in India.

The remuneration for the Senior Management including Managing Director & whole time Director and other KMPs mainly consists of salary, allowances, benefits, perquisites and retirement/post-retirement benefits which are fixed components. Independent Directors/Non-Executive Directors are paid remuneration by way of Sitting Fees and reimbursement of expenses for participation in the Meeting(s) of the Board of Directors of the Company.

**Remuneration of Executive and Non-Executive Directors**

- i) There were no pecuniary relationships or transactions of the Non-Executive Independent Directors vis-à-vis the Company excepting for the payment of sitting fees.
- ii) Company does not make any payments to Non-Executive Directors excepting for the payment of sitting fees.
- iii) The Company does not have any scheme for grant of stock options.

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.

Disclosures with respect to remuneration: in addition to disclosures required under the Companies Act, 2013. for the year ended 31st March, 2020:

Name	Designation	Remuneration for 2019-20 (in Rs.)			Total	No. of shares held
		Salary	Sitting fees	Employer contribution to provident fund		
Mr. Dheeraj Kumar	Chairman & Managing Director	4225000	Nil	234000	4459000	3995544
Mrs. Zuby Kochhar	Whole-time Director	1963000	Nil	108720	2071720	7140150
Mr. M.R. Sivaraman	Director	Nil	30000	Nil	30000	Nil
Mr. Om prakash Kataria	Director	Nil	40000	Nil	40000	750
Mrs. Matty Vishal Dutt.	Director	Nil	40000	Nil	40000	Nil

**8. Stake Holder Relationship Committee**

**Composition:**

During the year, one Meeting of the Stakeholders Relationship Committee was held on 4th February, 2020. The composition of the Stakeholders Relationship Committee and the details of Meeting attended by the Members thereof are given below:

Name of the Member	Designation	Category	No. of Meeting attended
Mr. M. R. Sivaraman	Chairman	Independent Non-Executive Director	0
Mr. Om prakash Kataria	Member	Independent Non-Executive Director	1
Matty Vishal Dutt.	Member	Independent Non-Executive Director	1

Committee members have approved all matters in the meeting related to shares viz..transfers, transmissions, dematerialization and re-materialization of shares etc.

**Terms of Reference:**

The Stakeholder Relationship Committee of the Board is empowered to oversee the redressal of investors' complaints pertaining to share/debenture transfers, non-receipt of annual reports, interest/dividend payments, issue of duplicate certificates, transmission (with and without legal representation) of shares and debentures, matters pertaining to Company's fixed deposit program and other miscellaneous complaints. Ms. Khushbu G Shah ,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 ,dematerialization and any other Complaints were pending for approval as on 31st March, 2020.

**9. General Body Meetings**

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

Year	Location	Date	Time	Special Resolutions	Postal Ballot
2016-2017	"GMS Community Centre Hall", Sitladevi Complex, 1st Floor, D. N. Nagar, Opp. Indian Oil Nagar, Link Road, Andheri (West), Mumbai 400053	27.09.2017	10.30 a.m.	2	N.A.
2017-2018	"GMS Community Centre Hall", Sitladevi Complex, 1st Floor, D. N. Nagar, Opp. Indian Oil Nagar, Link Road, Andheri (West), Mumbai 400053	29.09.2018	10.30 a.m.	1	N.A.
2018-2019	"GMS Banquet Hall", Sitladevi Complex, 1st Floor, D. N. Nagar, Opp. Indian Oil Nagar, Link Road, Andheri (West), Mumbai 400053	30.09.2019	10.30 a.m.	1.	N.A

No Business was transacted vide Postal Ballot during the previous year and No Special Resolution at present is proposed to be passed through Postal Ballot.

**10. Disclosures**

**a) Related parties transactions**

All transactions entered into with Related Parties as defined under the Companies Act, 2013 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the financial year were in the ordinary course of business and on an arms length basis. There were no materially significant transactions with Related Parties during the financial year which were in conflict with the interest of the Company. Suitable disclosure as required by the Indian Accounting Standards (IND AS 24) has been made in the notes No. 36 of the Notes to Accounts to the Balance Sheet as at 31st March,2020.



The Board has approved a Policy for Related Party Transactions which has been uploaded on the Company's website i.e. [www.creativeeye.com](http://www.creativeeye.com).

**b) Compliances by the Company**

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

**c) Whistle Blower policy.**

No personnel have been denied access to the Chairman or Member of the Audit Committee. The mechanism of Whistle Blower Policy is in place.

**d) Total fees paid to statutory Auditors**

A Total fees for all services paid by the Company (the Company does not have any subsidiary) to the Statutory Auditors of the Company was Rs. 3.00 Lakhs. The firm of Statutory Auditors of the Company does not have any network firm/network entity of which the Statutory Auditors are a part as per confirmation obtained from it.

**e) Compliance With Mandatory and Non-Mandatory Requirements**

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

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

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

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

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

**f) Certificate of Non-Disqualification of Directors**

Certificate from Company Secretary in Practice stipulated under clause C of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with regulation 34(3) of the said Listing Regulations is annexed herewith.

**g) Compliance Certificate from Auditors**

Certificate from Auditors of the Company M/s. NGS & Co LLP confirming compliance with the conditions of Corporate Governance as stipulated under Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to this Report.

**h) CEO/CFO Certification**

Mr. Dheeraj Kumar Kochhar, Managing Director and Mr. Sunil Gupta, CFO has issued certificate under Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which is annexed and forms part of this report.

**11. Means of Communication**

1. The quarterly, half-yearly and yearly Financial results are regularly submitted to the Stock Exchanges in accordance with the Listing Regulations. and the same are published in The Free Press Journal, National Newspaper (English) and Navshakti, Regional Newspaper (Marathi).
2. The financial results and official news/releases are available on the Company's website [www.creativeeye.com](http://www.creativeeye.com).

3. The Company also files various compliances, Financials Result and other disclosures required to be filed electronically on the BSE Listing Centre of BSE Limited and NSE Electronic Application Processing System (NEAPS) of NSE.
4. Official news/ press release are sent to the Stock Exchanges, where the equity shares of the Company are listed.
5. The Company has designated the email-id investorscel@yahoo.com exclusively for investor servicing.
6. The Company had during the year 2019-20 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.

## 12. General Shareholder Information

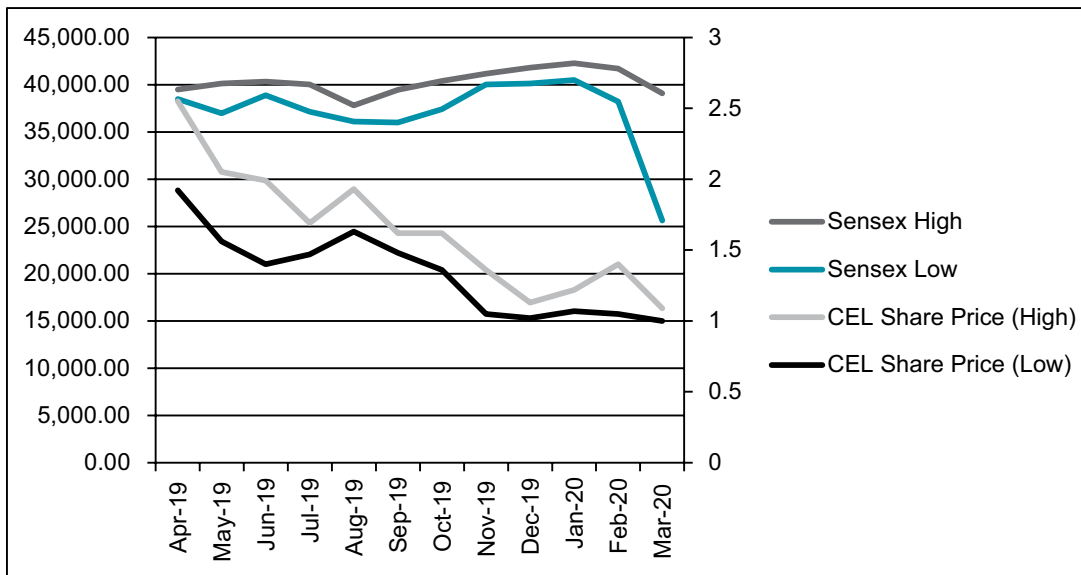
<p><b>A. Annual General Meeting:</b> Date: Time:</p> <p><b>B. Financial Calendar:</b> Adoption of Quarterly Results Ist Quarter IInd Quarter IIIrd Quarter IVth Quarter AGM for the year ending 31st March, 2021</p> <p><b>C. Book Closure Dates:</b></p> <p><b>D. Cut-off Date.</b></p> <p><b>E. Listing on Stock Exchanges:</b></p>	<p>34<sup>th</sup> Annual General Meeting 30<sup>th</sup> November, 2020 (Monday) 11.30 a.m. through Video Conferencing. 2020-2021 (Tentative)</p> <p>Within 45 days of the end of June, 2020 Within 45 days of the end of September, 2020 Within 45 days of the end of December, 2020 Within 60 days of the end of March, 2021 September, 2021</p> <p>24<sup>th</sup> November 2020 to 30<sup>th</sup> November, 2020 (both days inclusive)</p> <p>23<sup>rd</sup> November, 2020</p> <p><b>Bombay Stock Exchange Limited (BSE)</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001</p> <p><b>The National Stock Exchange of India Ltd (NSE)</b> Exchange Plaza, 5th Floor, Bandra Kurla Complex, Bandra East, Mumbai 400 051</p>
<p><b>F. Listing Fees.</b></p> <p><b>g. Trading Symbol at</b> Bombay Stock Exchange National Stock Exchange</p> <p><b>H. Demat ISIN Number (NSDL &amp; CDSL)</b></p>	<p>Listing fees of both the Stock Exchanges for the Financial year 2019-2020 and 2020-21 have been paid.</p> <p>Scrip Code – 532392 Scrip Symbol - CREATIVEYE INE230B01021</p>



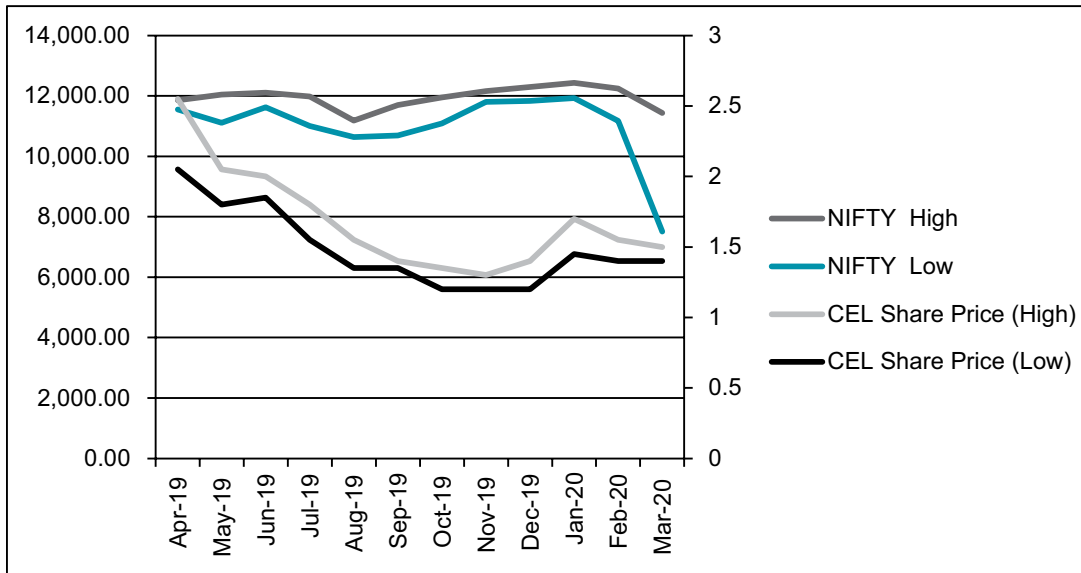
**I. Stock Market Data and performance in comparison to BSE SENSEX and NSE CNX Nifty**

Month	Bombay Stock Exchange (BSE) In (Rs.)		National Stock Exchange (NSE) In (Rs.)	
	Month's High Price	Month's Low Price	Month's High Price	Month's Low Price
April, 2019	2.55	1.92	2.55	2.05
May, 2019	2.05	1.56	2.05	1.80
June, 2019	1.99	1.40	2.00	1.85
July, 2019	1.69	1.47	1.80	1.55
August, 2019	1.93	1.63	1.55	1.35
September, 2019	1.62	1.48	1.40	1.35
October, 2019	1.62	1.36	1.35	1.20
November, 2019	1.36	1.05	1.30	1.20
December, 2019	1.13	1.02	1.40	1.20
January, 2020	1.22	1.07	1.70	1.45
February, 2020	1.40	1.05	1.55	1.40
March, 2020	1.09	1.00	1.50	1.40

**Share performance of the Company in comparison to BSE Sensex**



**Share performance of the Company in comparison to NSE CNX Nifty**



**J. Registrar and Transfer Agents: M/s. Kfin Technologies Private Limited**

(Unit: Creative Eye Limited)

Karvy Selenium Tower B

Plot No 31 & 32, Gachibowli, Financial District, Nanakramguda

Hyderabad 500 032

Tel: +91 40 67162222/33211000

Email- kishore.bv@kfintech.com

Website- www.kfintech.com

**K. Share Transfer System**

As per SEBI circulars securities of listed companies can be transferred only in Dematerialised form and hence members are advised to Dematerialised the shares held by them for any transfer of shares.

The Company has entrusted the administrative work of share transfers, transmissions, issuance of duplicate certificates and all tasks related to shareholdings to M/s. Kfin Technologies Private Limited., the Registrars and Share Transfer Agents.

**L. Dematerialization of equity shares**

No	Mode of Holding	No of Shares	% To Equity
1	NSDL	6414075	31.98
2	CDSL	13511298	67.36
<b>Total:</b>		<b>19925273</b>	<b>99.34</b>

As on 31<sup>st</sup> March, 2020, 19925373 shares were dematerialized. The percentage of total Capital was 99.34%.





**M. Distribution of Shareholdings as on 31<sup>st</sup> March, 2020**

Shareholding of Nominal value of	Shareholders		Share Amount	
	Numbers	% to Total Nos.	In (Rs.)	% of Total Amount
1 – 5000	5921	84.87	9034290	9.01
5001 – 10000	458	6.56	3774835	3.76
10001 – 20000	260	3.73	3806655	3.80
20001 – 30000	124	1.78	3082780	3.07
30001 – 40000	37	0.53	1297635	1.29
40001 – 50000	43	0.62	2020790	2.02
50001 – 100000	67	0.96	4817455	4.80
100001 and Above	66	0.95	72456810	72.25
<b>Total</b>	<b>6976</b>	<b>100.00</b>	<b>100291250.00</b>	<b>100.00</b>

**N. Shareholding Pattern as on 31<sup>st</sup> March, 2020**

Category of Shareholders	No. of Shares	Holding %
Promoters / Directors/Relatives – Indian	11360694	56.64
International Investors (FIIs/NRIs/OCBs)	22783	0.11
Bodies Corporate	530995	2.65
Resident Indians	8143678	40.60
Others	100	0.00
<b>Total</b>	<b>20058250</b>	<b>100.00</b>

**O. Address for Investors Correspondence:**

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

M/s. Kfin Technologies Private Limited  
(Unit: Creative Eye Ltd.)  
Karvy Selenium Tower B  
Plot No 31 & 32, Gachibowli, Financial District,  
Nanakramguda, Hyderabad 500 032  
Tel: +91 40 67162222/33211000  
Email- kishore.bv@kfintech.com  
Website- www.kfintech.com

Email Id for investor’s correspondence:

investorscel@yahoo.com

**P. Any other Assistance :**

Khushbu G Shah  
Company Secretary  
Registered Office of the Company.

The Company has complied with all the requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46.

## DECLARATION OF COMPLIANCE WITH THE CODE OF CONDUCT

In accordance with Regulation 34(3) read with Para D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I, Dheeraj Kumar Kochhar Managing Director of Creative Eye Limited hereby confirm that all the Board of Directors and the Senior Management Personnel of the Company have affirmed compliance with the Company's code of conduct for the financial year ended 31<sup>st</sup> March, 2020.

On behalf of the Board of Directors of  
Creative Eye Limited

Place: Mumbai  
Date: 29<sup>th</sup> October, 2020

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



**Auditors 'Certificate regarding Compliance Conditions of Corporate governance**

To  
The Members of  
**CREATIVE EYE LIMITED**  
"Kailash Plaza", Plot No.12-A,  
New Link Road, Andheri (West),  
Mumbai 400 053

Dear Shareholders,

We have examined the compliance of conditions of Corporate Governance by **Creative Eye Limited** ('the Company'), for the year ended on 31<sup>st</sup> March, 2020 as stipulated in regulation 17 to 27 and clause (b) to (i) of regulation 46(2) and para C and D of Schedule V of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended ("SEBI Listing Regulations").

The compliance of conditions of Corporate Governance is the responsibility of the Management. The Responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the Compliance with the condition of the Corporate Governance stipulated in the SEBI Listing Regulations.

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

In our opinion and to the best of our information and according to the explanations given to us, We certify that the Company has complied with conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations, as applicable..

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 NGS & Co. LLP,  
Chartered Accountants  
FRN: 119850W**

**Place: Mumbai  
Date: 29<sup>th</sup> October, 2020**

**Sd/-  
Ganesh Toshniwal  
Partner  
Membership Number: 046669**

## Chief Executive Officer & Chief Financial Officer Certification

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

To,  
Board of Directors,  
**Creative Eye Limited**

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

1. We have reviewed the financial statements and cash flow statement of the Company for the year ended 31<sup>st</sup> March, 2020 and that to the best of our knowledge and information, We state that:
  - a) These statements do not contain any materially untrue statement or omit to state a material fact or contains statement that might be misleading.
  - b) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. We also certify, that based on our knowledge and the information provided to us, there are no transactions entered into by the Company during the year which are fraudulent, illegal or violate the Company's code of conduct.
3. We accept the responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls.
4. We have indicated to the Auditors and Audit Committee that:
  - a) There are no significant change internal control over financial reporting during the year;
  - b) there are no significant changes in accounting policies made during the year and that the same have been disclosed suitably in the notes to the financial statements; and
  - c) there are no instances of significant frauds of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

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

**For Creative Eye Ltd.**

Sd/-  
Dheeraj Kumar  
Chairman & Mg. Director

Place: Mumbai  
Dated: 29<sup>th</sup> October, 2020

**For Creative Eye Ltd.**

Sd/-  
Sunil Gupta  
Chief Financial Officer



**Certificate Of Non-Disqualification Of Directors**

**(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015)**

To,  
**The Members,  
CREATIVE EYE LIMITED  
CIN:L99999MH1986PLC125721**

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Creative Eye Limited having CIN:L99999MH1986PLC125721 and having its registered office situated at Kailash Plaza, Plot NO.12-A, New Link Road Opp. Laxmi Ind. Estate, Andheri (west), Mumbai -400053, (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company for the Financial Year ending on 31<sup>st</sup> March, 2020 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, Reserve Bank of India or any such other Statutory Authority.

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**Place : Mumbai  
Date : 29<sup>th</sup> October, 2020**

**For Kaushal Doshi & Associates  
Company Secretaries**

**Sd/-  
Kaushal Doshi  
(Proprietor)  
FCS- 10609 / COP- 13143  
UDIN- F010609B001063133**

# INDEPENDENT AUDITORS' REPORT

## To the Members of Creative Eye Limited

Report on the Audit of the Financial Statements

### Opinion

We have audited the accompanying financial statements of **Creative Eye Limited**, ("the Company") which comprise the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

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 Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, the loss and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

### Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. 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.

### Key Audit Matters

Key audit matters ('KAM') are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements of the current year. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no key audit matters to communicate in our report.

### Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### 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 Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. 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.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

#### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current year and are therefore the key audit matters. We describe

these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

**Report on Other Legal and Regulatory Requirements.**

1. As required by the Companies (Auditor's Report ) Order, 2016 ("the Order") issued by the Central Government in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. 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 purpose 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 including Other Comprehensive Income, the Statement of Changes in Equity 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 Ind AS specified under Section 133 of the Act, read with relevant rule issued there under.
  - e. On the basis of written representations received from the Directors as on March 31, 2020, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020, from being appointed as a director in terms of Section 164 (2) of the Act.
  - f. With respect to the adequacy of Internal financial controls over financial reporting of the company and the operating effectiveness of such control, refer to our separate report in "Annexure B" our report express an unmodified opinion on the adequacy and operating effectiveness of the company's internal financial control over financial reporting.
  - g. With respect to the other matters to be included in the Auditor's in the Auditor's Report in accordance with requirement of section 197(16) of the Act, as amended:
    - i. In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
    - h. 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, as amended, in our opinion and to the best of our information and according to the explanation given to us:
      - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
      - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
      - iii. There were no amounts, which were required to be transferred, to the Investor Education and Protection Fund by the Company.

**For NGS & CO. LLP.**  
**Chartered Accountants**  
**Firm Registration No. : 119850W**  
**Sd/-**  
**Ganesh Toshniwal**  
**Partner**  
**Membership Number: 046669**

**Place: Mumbai**  
**Date: June 30, 2020**



## ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT

**(Referred to in Paragraph 1 under the “Report on Other Legal and Regulatory Requirements” section of our report to the Members of Creative Eye Limited of even date)**

- i.
  - a. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - b. According to the information and explanations given to us, the Fixed Assets have been physically verified by the management during the year, no material discrepancies were noticed on such verification with book records. In our opinion, the periodicity of physical verification is reasonable having regard to the size of the Company and nature of its assets.
  - c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deed of immovable properties are held in the name of the company.
- ii. In our opinion and according to the information and explanations given to us, the management has conducted physical verification of inventory at regular intervals during the year and no material discrepancies were noticed on physical verification of the inventory as compared to books records.
- iii. Based on the audit procedure and according to information and explanations given to us, the Company has not granted any loan secured or unsecured to the companies, firm, or other parties covered in the register maintained under section 189 of the Act. Therefore, paragraph 3 (iii) of the order is not applicable.
- iv. In our opinion and according to the information and explanations given to us, there are no loans, investments and guarantees made to or on behalf of the Directors or to any other persons in whom the Directors are interested during the year. Therefore, paragraph 3 (iv) of the order is not applicable.
- v. The Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2020. Therefore, paragraph 3 (v) of the order is not applicable.
- vi. In our opinion and according to the information and explanations given to us, maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Therefore, paragraph 3(vi) of the order is not applicable.
- vii.
  - a. According to the information and explanations given to us, in our opinion, the Company is generally regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.
  - b. According to the information and explanations given to us, there were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues in arrears as at March 31, 2020 for a period of more than six months from the date they became payable.
  - c. According to the information and explanations given to us, there are no dues of Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Cess which have not been deposited on account of any disputes.
- viii. In our opinion and according to the information and explanations given to us, the Company has not taken any loans either from banks, financial institutions or from the government and has not issued any debentures. Therefore, paragraph 3(viii) of the order is not applicable.
- ix. The Company did not raise any money by way of initial public offer or further public offer (including debt instrument) and term loans during the year. Therefore, paragraph 3(ix) of the order is not applicable.
- x. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.
- xi. In our opinion and according to the information and explanations given to us, the Company has paid/provided managerial remuneration in accordance with the provisions of section 197 of the Act.

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT (CONTD...)

- xii. In our opinion and according to the information given to us, the Company is not a Nidhi Company. Therefore, paragraph 3(xii) of the order is not applicable.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details have been disclosed in the financial statements as required by the applicable accounting standard.
- xiv. According to the information and explanations given to us and based on our examination of the records, Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Therefore, paragraph 3(xiv) of the order is not applicable.
- xv. According to the information and explanations given to us and based on our examination of the records, Company has not entered into any non-cash transactions with the directors or persons connected with him. Therefore, paragraph 3(xv) of the order is not applicable.
- xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**For NGS & Co. LLP,  
Chartered Accountants  
Firm Registration Number: 119850W  
Sd/-  
Ganesh Toshniwal  
Partner  
Membership Number: 046669**

**Place: Mumbai  
Date: June 30, 2020**



## ANNEXURE - B TO THE AUDITORS' REPORT

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

We have audited the internal financial controls over financial reporting of **Creative Eye Limited** ("the Company") as of March 31, 2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

#### **Meaning of Internal Financial Controls over Financial Reporting**

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

#### **Limitations of Internal Financial Controls over Financial Reporting**

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

### Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For NGS & CO. LLP.**  
**Chartered Accountants**  
**Firm Registration No. : 119850W**  
**Sd/-**  
**Ganesh Toshniwal**  
**Partner**  
**Membership Number: 046669**

**Place: Mumbai**  
**Date: June 30, 2020**



# Balance Sheet as at 31<sup>st</sup> March 2020

PARTICULARS	Note No.	As at March 31, 2020 ₹	As at March 31, 2019 ₹
<b>ASSETS</b>			
<b>1. Non-Current Assets</b>			
Property, Plant and Equipment	3	13,759,567	15,316,316
Investment property	4	459,701	459,701
<b>Financial Assets</b>			
Investment	5	6,168,191	8,131,942
Other non current assets	6	18,007,397	14,981,806
<b>Total Non-Current Assets</b>		<b>38,394,856</b>	<b>38,889,765</b>
<b>2. Current Assets</b>			
Inventories	7	118,211,881	133,065,572
<b>Financial Assets</b>			
Trade Receivables	8	39,257,046	121,664,618
Cash and Bank Balances	9	122,208,946	121,688,033
Loans	10	1,074,130	2,424,130
Others	11	2,640,775	2,667,444
Other Current Assets	12	35,926,575	34,658,239
<b>Total Current Assets</b>		<b>319,319,353</b>	<b>416,168,036</b>
<b>Total Assets</b>		<b>357,714,209</b>	<b>455,057,801</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity Share Capital	13	100,291,250	100,291,250
Other Equity	14	137,074,827	184,423,448
<b>Total Equity</b>		<b>237,366,077</b>	<b>284,714,698</b>
<b>Liabilities</b>			
<b>1. Non-Current Liabilities</b>			
Provisions	15	3,859,096	3,211,934
<b>Total Non-Current Liabilities</b>		<b>3,859,096</b>	<b>3,211,934</b>
<b>2. Current Liabilities</b>			
<b>Financial Liabilities</b>			
Borrowings	16	47,221,657	53,105,785
Trade Payables	17	-	-
(a) Micro and Small Medium Enterprises		-	-
(b) Others		61,682,013	101,432,952
Other Current Liabilities	18	6,536,058	11,575,510
Provisions	19	1,049,308	1,016,922
<b>Total Current Liabilities</b>		<b>116,489,036</b>	<b>167,131,169</b>
<b>Total Equity and Liabilities</b>		<b>357,714,209</b>	<b>455,057,801</b>
<b>Significant Accounting Policies and Notes Forming Part of the Financial Statements</b>	1 to 39		

As per our report of even date attached For and on behalf of the Board

**For NGS & Co. LLP**  
Chartered Accountants  
Firm Regn. No. 119850W

**Dheeraj Kumar**  
Chairman & Managing Director  
(DIN 00018094)

**M.R. Sivaraman**  
Director  
(DIN 00020075)

**Omprakash Kataria**  
Director  
(DIN 00795715)

**Ganesh Toshniwal**  
Partner  
M.No. 046669

**Matty V. Dutt**  
Director  
(DIN 08004073)

**Sunil Gupta**  
Chief Financial Officer  
(PAN AEC PG2223D)

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

**Mumbai,**  
**30<sup>th</sup> June, 2020**



# STATEMENT OF PROFIT AND LOSS for the year ended 31<sup>st</sup> March 2020

PARTICULARS	Note No.	For the year ended March 31, 2020 ₹	For the year ended March 31, 2019 ₹
<b>INCOME</b>			
Revenue From Operations	20	181,059,596	289,266,161
Other Income	21	8,733,333	8,959,794
<b>Total Income</b>		<b>189,792,929</b>	<b>298,225,955</b>
<b>EXPENSES</b>			
Cost of Production	22	161,090,075	281,707,803
Changes in Inventories	23	14,853,691	13,412,811
Employee Benefits Expense	24	18,169,697	16,712,214
Finance Costs	25	4,312,507	6,631,598
Depreciation Expense	3	1,556,749	2,225,891
Other Expenses	26	34,837,604	27,229,338
<b>Total Expenses</b>		<b>234,820,323</b>	<b>347,919,655</b>
<b>Profit Before Tax</b>		<b>(45,027,394)</b>	<b>(49,693,700)</b>
<b>Tax Expense</b>			
(1) Current Tax		0	0
(2) Deferred Tax		0	0
(3) Taxation adjustment of earlier years (including MAT credit entitlement)		0	0
<b>Profit For The Year</b>		<b>(45,027,394)</b>	<b>(49,693,700)</b>
<b>Other Comprehensive Income For The Year</b>			
<b>(i) Items that will not be reclassified subsequently to profit or loss</b>			
a) Net changes in Fair value of investments in equity shares carried at fair value through OCI		(1,963,751)	918,449
b) Remeasurement of defined employee benefit plans		(357,476)	111,183
<b>Total Other Comprehensive (Loss) / Income</b>		<b>(2,321,227)</b>	<b>1,029,632</b>
<b>Total Comprehensive Income For The Year</b>		<b>(47,348,621)</b>	<b>(48,664,068)</b>
<b>Earnings Per Equity Share of Face Value of ₹ 5/- each</b>			
Basic And Diluted		(2.24)	(2.48)
<b>Significant Accounting Policies and Notes Forming Part of the Financial Statements</b>	<b>1 to 39</b>		

As per our report of even date attached For and on behalf of the Board

**For NGS & Co. LLP**  
Chartered Accountants  
Firm Regn. No. 119850W

**Dheeraj Kumar**  
Chairman & Managing Director  
(DIN 00018094)

**M.R. Sivaraman**  
Director  
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**Omprakash Kataria**  
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(DIN 08004073)

**Sunil Gupta**  
Chief Financial Officer  
(PAN AECPG2223D)

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

**Mumbai,**  
**30<sup>th</sup> June, 2020**

**CASH FLOW STATEMENT** for the year ended 31<sup>st</sup> March 2020

PARTICULARS	Current Year March 31, 2020 ₹	Previous Year March 31, 2019 ₹
<b>A Cash Flow From Operating Activities</b>		
<b>Net Profit/(Loss) Before Tax</b>	<b>(45,027,394)</b>	(49,693,700)
Adjustments for:-		
Depreciation	1,556,749	2,225,891
Interest & Dividend Received	(8,640,033)	(8,680,830)
Interest Expense	3,498,059	6,197,445
Defined benefit plan expense-Gratuity	(357,476)	111,183
Expected credit loss	17,516,372	10,509,824
Sundry balances write off/ back	(81,300)	(272,964)
<b>Change in operating assets and liabilities:</b>		
Decrease (Increase) in Inventories	14,853,691	13,412,811
Decrease (Increase) in Trade Receivable	64,891,200	(50,442,193)
Decrease (Increase) in Current Financial Assets - Loans	1,350,000	645,000
Decrease (Increase) in Other Current Assets	(1,268,336)	11,246,238
Decrease (Increase) in Current Financial Assets- Others	26,669	16,405
Increase ( decrease) in Trade Payables	(39,669,639)	51,943,797
Increase ( decrease) in Current Other Financial Liabilities	-	-
Increase ( decrease) in Other Current Liabilities	(5,039,452)	6,738,500
Increase ( decrease) in Long Term Provision	647,162	262,899
Increase ( decrease) in Short Term Provision	32,386	54,653
<b>Cash generated from operations</b>	<b>4,288,658</b>	(5,725,041)
Income Tax - Received (Paid)	(3,025,591)	(4,053,275)
Taxation adjustment for earlier year	-	-
<b>Net Cash generated by/ (used in) operating activities - (A)</b>	<b>1,263,067</b>	(9,778,316)
<b>B Cash Flow From Investing Activities</b>		
Purchases of Fixed Assets	-	-
Interest & Dividend Received	8,640,033	8,680,830
<b>Net Cash generated by investing activities - (B)</b>	<b>8,640,033</b>	8,680,830
<b>C Cash Flow From Financing Activities</b>		
Proceeds from/(Repayment to) Loan Fund	(5,884,128)	8,112,259
Interest Expense	(3,498,059)	(6,197,445)
<b>Net Cash provided by financing activities - (C)</b>	<b>(9,382,187)</b>	1,914,814
<b>Net Increase in Cash and cash Equivalents (A+B+C)</b>	<b>520,913</b>	817,328
Add: op. Balance of cash and cash Equivalents	121,688,033	120,870,705
<b>Closing Cash and cash Equivalents</b>	<b>122,208,946</b>	121,688,033

**Significant Accounting Policies and Notes Forming Part of the Financial Statements 1 to 39**

As per our report of even date attached For and on behalf of the Board

**For NGS & Co. LLP**  
Chartered Accountants  
Firm Regn. No. 119850W

**Dheeraj Kumar**  
Chairman & Managing Director  
(DIN 00018094)

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

**Mumbai,**  
**30<sup>th</sup> June, 2020**

## STATEMENT OF CHANGES IN EQUITY

### A) Equity Share Capital

Particulars	Number	Amount
<b>As at March 31, 2019</b>	<b>20,058,250</b>	<b>100,291,250</b>
Changes in equity share capital	-	-
<b>As at March 31, 2020</b>	<b>20,058,250</b>	<b>100,291,250</b>

Particulars	Reserve and Surplus			Other Comprehensive Income		Total
	General Reserve	Securities Premium Reserve	Retained earning	Equity Instruments through OCI	Remeasurements of net defined benefit plans	
<b>As at April 01, 2019</b>	<b>11,500,000</b>	<b>340,104,490</b>	<b>(175,454,004)</b>	<b>7,655,396</b>	<b>617,566</b>	<b>184,423,448</b>
Profit for the year	-	-	(45,027,394)	-	-	(45,027,394)
Adjustment for change in Carrying Value of Fixed Assets	-	-	-	-	-	-
Other comprehensive income for the year	-	-	-	(1,963,751)	(357,476)	(2,321,227)
Depreciation on account of fair valuation of Property, Plant & Equipment	-	-	-	-	-	-
<b>As at March 31, 2020</b>	<b>11,500,000</b>	<b>340,104,490</b>	<b>(220,481,398)</b>	<b>5,691,645</b>	<b>260,090</b>	<b>137,074,827</b>

### B) Nature and Purpose of Reserves:

#### a) Securities Premium Reserve

Securities Premium Reserve is created when shares were/are issued at premium. The Company may issue fully paid-up bonus shares to its members out of the security premium reserve account, and company can use this reserve for buy-back of shares.

#### b) General Reserve

General reserve is created out of transfer from retained earnings and is a free reserve.

Significant Accounting Policies and Notes Forming Part of the Financial Statements

1 to 39

As per our report of even date attached For and on behalf of the Board

**For NGS & Co. LLP**  
Chartered Accountants  
Firm Regn. No. 119850W

**Dheeraj Kumar**  
Chairman & Managing Director  
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**Khushbu G. Shah**  
Company Secretary  
(M. No. A40202)

**Mumbai,**  
**30<sup>th</sup> June, 2020**



# SIGNIFICANT ACCOUNTING POLICIES

## 1. General Information :

Creative eye Limited is a public company domiciled in India and incorporated under the provisions of the Companies Act, 2013. Its shares are listed on BSE and NSE in India. The company is engaged in the 'Production of Audio-Visual T. V. Content'.

## 2. Statement of Compliance and basis of preparation

- a) These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) Rules, 2016.

The financial statements are presented in Indian Rupees (INR) which is also the Company's functional currency

The financial statements have been prepared on a historical cost convention and accrual basis except for certain financial assets measured at fair value.

### b) Use of estimates and judgment

The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions, that affect the application of accounting policies and the reported amounts of assets, liabilities, income, expenses etc. at the date of these financial statements and the reported amounts of revenues and expenses for the years presented. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed at each balance sheet date. Revisions to accounting estimates are recognised in the period in which the estimate is revised and future periods affected.

### c) Property, Plant and Equipment:

Property, plant and equipment are stated at cost of acquisition or construction less accumulated depreciation less accumulated impairment, if any. The estimated useful lives, residual values, are reviewed at the end of each reporting period, with effect of any changes in estimate accounted for on prospective basis.

### d) Depreciation and amortization

Depreciation on Property, Plant and Equipment has been provided on the written-down method as per the useful life prescribed in Schedule II to the Companies Act, 2013.

Further,

- Depreciation in respect of addition to fixed assets is provided on pro-rata basis from the date on which such assets are capitalized.
- Depreciation on fixed assets sold, discarded or demolished during the year is being provided at their respective rates up to the date on which such assets are disposed off.
- Fixed Assets costing less than ₹ 5,000/- are fully depreciated in the year of purchase.

### e) Impairment of tangible assets

At the end of each reporting period, the Company reviews the carrying amounts of its tangible to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised immediately in the statement of profit or loss.

When an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised immediately in the Statement of profit or loss.

**f) Inventories**

Stock in trade includes 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.

**g) Financial Instruments**

Financial assets and financial liabilities are recognised when Company entity becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

**Financial Assets**

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets. All recognised financial assets are subsequently measured at either amortised cost or fair value depending on their respective classification.

**Classification of financial assets**

Debt instruments that meet the following conditions are subsequently measured at amortised cost (except for debt instruments that are designated as at fair value through profit or loss on initial recognition):

- the asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
- the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

For the impairment policy on financial assets measured at amortised cost.

Debt instruments that meet the following conditions are subsequently measured at fair value through other comprehensive income (except for debt instruments that are designated as at fair value through profit or loss on initial recognition):

- the asset is held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets; and
- the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

**Investments in equity instruments at FVTOCI:**

On initial recognition, the Company has made an irrevocable election (on an instrument- by-instrument basis) to present the subsequent changes in fair value in other comprehensive income pertaining to investments in equity instruments. These elected investments are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the Reserves. The cumulative gain or loss is not reclassified to the statement of profit and loss on disposal of the investments.



**Financial assets at fair value through profit or loss (FVTPL):**

Investments in equity instruments are classified as at FVTPL, unless the Company has irrevocably elected on initial recognition to present subsequent changes in fair value in other comprehensive income for investments in equity instruments.

**Derecognition of financial assets:**

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in the statement of profit and loss if such gain or loss would have otherwise been recognised in the statement of profit and loss on disposal of that financial asset.

**Financial liabilities and equity instruments:**

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

**Equity instruments:**

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company is recognised at the proceeds received, net of direct issue costs.

**Financial Liabilities:**

All financial liabilities are measured at amortised cost using the effective interest method or at FVTPL.

**h) Revenue Recognition:**

Revenue recognition prescribed in five-step model

Step 1: Identify the contract(s) with a customer – Contracts may be written, oral or implied by customary business practices, but revenue can be recognised only on those contracts that are enforceable and have commercial substance.

Step 2: Identify the separate performance obligations in the contract – Performance obligations are explicitly or implicitly promised goods or services in a contract as well those arising from customary business practices. An entity needs to identify performance obligations which are distinct.

Step 3: Determine the transaction price – The transaction price is the amount of consideration to which an entity expects to be entitled. It includes variable consideration, impact of significant financing components, fair value of non-cash consideration and impact of consideration payable to the customer.

Step 4: Allocate the transaction price to the separate performance obligations- The standard requires allocation of the total contract price to the various performance obligations based on their relative stand-alone selling prices, with limited exceptions.

Step 5: Recognize revenue when (or as) the entity satisfies a performance obligation – Revenue recognition can occur either over time or at a point in time. Revenue recognition for a performance obligation occurs over time only if it meets one of the three prescribed criteria

**Interest Income:**

Interest income is accounted on accrual basis.

**Dividend Income**

Dividend income is recognised when the company's right to receive the payment is established, which is generally when the shareholders approve the dividend.

**i) Trade Receivable:**

The company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and adjusted for forward looking information. The expected credit loss allowance is based on the ageing of the days, the receivables are due and the rated as given in the provision matrix.

**j) Foreign currency**

**a. Functional Currency**

Financial statements of the Company are presented in Indian Rupees (₹), which is also the functional currency.

**b. Transactions and Translations**

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.

**k) Borrowing costs**

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

**l) Employee Benefits**

Short term employee benefits are recognised as an expense at the undiscounted amount in the Statement of Profit and Loss for the period in which the related service is rendered.

Post-employment and other long term employee benefits are recognised as an expense in the Statement of Profit and Loss for the period in which the employee has rendered services. The expense is recognised at the present value of the amounts payable determined using actuarial valuation techniques. Gains and losses through remeasurements of the net defined benefit liability/(asset) are recognized in other comprehensive income. The actual return of the portfolio of plan assets, in excess of the yields computed by applying the discount rate used to measure the defined benefit obligation is recognized in other comprehensive income. The effect of any plan amendments is recognized in the statement of profit and loss.

Company does not have policy for carry forward of unutilised a policy for carry forward of unutilised leaves.

**m) Taxes on Income**

- 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.
- 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.





## SIGNIFICANT ACCOUNTING POLICIES (CONTD...)

- 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.
- Deferred tax is qualified using the tax rates and laws enacted or substantively enacted as on balance sheet date.
- MAT payable for the year is changed to the statement of profit and loss as current tax. The company recognises MAT credit available in the statement of profit and loss only to the extent that there is probable certainty that the company will pay normal income tax during the specified period i.e. the period for which MAT credit is allowed to be carried forward. The said asset is shown as 'MAT Credit Entitlement'. The company reviews the same at each reporting date and writes down the asset to the extent company does not have the probable certainty that it will pay normal tax during the specified period.

### n) Leases

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the company as lessee are classified as operating leases. Payments made under operating leases are charged to profit or loss on a straight line basis over the period of lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

### o) Earnings Per share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity Shareholders of the Company by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity Shareholders of the Company and the weighted average number of shares outstanding during the period, are adjusted for the effects of all dilutive potential equity shares.

### p) Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event and it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

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.

Contingent Liabilities are not recognised, but are disclosed in the notes to the Financial Statements.

Contingent assets are neither disclosed nor recognized.

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

## NOTES FORMING PART OF THE BALANCE SHEET AND PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2020 (CONTD...)

### 3. Property, Plant and Equipment

PARTICULARS	Office Building	Computer	Plant and Equipment	Furniture and Fixture	Vehicle	Total
<b>Cost</b>						
As At April 1, 2019	20,050,076	5,252,488	61,908,743	8,218,840	10,637,514	106,067,661
Additions						-
Disposals/Transfer						
<b>As At March 31, 2020</b>	<b>20,050,076</b>	<b>5,252,488</b>	<b>61,908,743</b>	<b>8,218,840</b>	<b>10,637,514</b>	<b>106,067,661</b>
<b>Accumulated Depreciation</b>						
As At April 1, 2019	7,823,064	5,228,843	59,543,978	8,094,181	10,061,279	90,751,345
Depreciation	719,438	5,455	574,637	32,064	225,155	1,556,749
Adjustments						-
<b>As At March 31, 2020</b>	<b>8,542,502</b>	<b>5,234,298</b>	<b>60,118,615</b>	<b>8,126,245</b>	<b>10,286,434</b>	<b>92,308,094</b>
<b>Net Book Value</b>						
As At March 31, 2019	12,227,011	23,645	2,364,765	124,660	576,235	15,316,316
<b>As At March 31, 2020</b>	<b>11,507,574</b>	<b>18,190</b>	<b>1,790,128</b>	<b>92,595</b>	<b>351,080</b>	<b>13,759,567</b>

PARTICULARS	As at March 31, 2020 ₹	As at March 31, 2019 ₹
<b>4 Investment property</b>		
Flat	459,701	459,701
	<b>459,701</b>	<b>459,701</b>
<b>5 Non-Current Financial Assets - Investment</b>		
<b>Quoted</b>		
<b>Investment in equity shares with FV of ₹ 10 each fully paid up unless otherwise specified</b>		
<b>Quoted</b>		
1600 shares of Reliance Industries Ltd.	1,782,000	2,180,880
20 shares of Reliance Capital Ltd.	90	4,084
20 shares of Reliance Home Finance Ltd.	15	574
400 shares of Reliance Communications Ltd. of ₹ 5 each	260	1,656
30 shares of Reliance Infrastructure Ltd.	306	4,101
100 shares of Reliance Power Ltd.	125	1,136
2490 shares of Ambuja Cement Ltd. of ₹ 2 each	387,693	585,275
1000 shares of S. Kumars Nationwide Ltd.	2,350	-
1344 shares of Glaxo Smithkline Pharmaceuticals Ltd.	1,689,946	1,746,998
300 shares of De Nora India Ltd.	40,140	89,220
3084 shares of Godrej Consumer Products Ltd. of Re. 1 each	1,606,301	2,119,170
1351 shares of Godrej Industries Ltd. of Re. 1 each	382,536	724,204



**NOTES FORMING PART OF THE BALANCE SHEET AND PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2020 (CONTD...)**

PARTICULARS	As at March 31, 2020 ₹	As at March 31, 2019 ₹
2728 shares of Selan Exploration Technology Ltd.	182,912	496,769
1100 shares of Oriental Bank of Commerce Ltd.	35,585	127,875
10000 shares of Meyer Apparel Ltd (GIVO Ltd.) of ₹ 3 each	7,800	-
200 shares of Brand House Retails Ltd.	132	-
<b>Unquoted</b>		
5000 shares of Brahma Stayer Tractors Ltd.	50,000	50,000
	<b>6,168,191</b>	8,131,942
Aggregate cost of unquoted investments	<b>50,000</b>	50,000
<b>6 Other non current assets</b>		
Deduction of Income Tax (Net of provisions)	13,690,941	10,665,350
MAT Credit Entitlement	4,316,456	4,316,456
	<b>18,007,397</b>	14,981,806
<b>7 Inventories</b>		
Stock in Trade	118,211,881	133,065,572
	<b>118,211,881</b>	133,065,572
<b>8 Trade Receivables</b>		
<b>Unsecured, considered good</b>		
More than six months	53,515,878	64,025,702
Others	3,257,540	68,148,740
Less: Provision for Expected Credit Loss	(17,516,372)	(10,509,824)
	<b>39,257,046</b>	121,664,618
<b>9 Cash and Bank Balances</b>		
<b>Cash and cash equivalents</b>		
Cash on Hand	695,111	532,799
<b>Balances with banks</b>		
On Current Accounts	49,224	559,488
<b>Other Balances</b>		
Deposit With Banks with maturity less than 12 months	121,464,611	120,595,746
	<b>122,208,946</b>	121,688,033
<b>10 Current Financial Assets-Loans</b>		
(Unsecured, Considered Good)		
Security Deposits	1,074,130	2,424,130
	<b>1,074,130</b>	2,424,130
<b>11 Current Financial Assets-Others</b>		
Interest Accrued on Fixed Deposits	2,640,775	2,667,444
	<b>2,640,775</b>	2,667,444

## NOTES FORMING PART OF THE BALANCE SHEET AND PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2020 (CONTD...)

PARTICULARS	As at March 31, 2020 ₹	As at March 31, 2019 ₹
<b>12 Other Current Assets</b>		
Prepaid Expenses	182,905	258,462
CENVAT Credit receivable	-	-
Duties and Taxes	1,015,858	133,207
Advances to Related Parties	350,000	350,000
Others	34,377,812	33,916,570
	<b>35,926,575</b>	<b>34,658,239</b>

PARTICULARS	AS AT 31 <sup>ST</sup> MARCH 2020		AS AT 31 <sup>ST</sup> MARCH 2019	
	Number	Amount	Number	Amount
<b>13 Equity Share Capital</b>				
<b>Authorised</b>				
2,20,00,000 Equity Shares of ₹ 5/- each	22,000,000	110,000,000	22,000,000	110,000,000
90,00,000 Un-classified shares of face value of ₹ 10/- each	9,000,000	90,000,000	9,000,000	90,000,000
	<b>31,000,000</b>	<b>200,000,000</b>	<b>31,000,000</b>	<b>200,000,000</b>
<b>Issued, Subscribed and Paid up</b>				
2,00,58,250 Equity Shares of ₹ 5/- each	20,058,250	100,291,250	20,058,250	100,291,250
	<b>20,058,250</b>	<b>100,291,250</b>	<b>20,058,250</b>	<b>100,291,250</b>

### (i) Reconciliation of Number of Equity Shares

PARTICULARS	As at March 31, 2020 Number of Shares	As at March 31, 2019 Number of Shares
Opening Balance (Equity Shares of ₹ 5/ each	20,058,250	20,058,250
Add : Shares Issued during the year	-	-
<b>Closing Balance (Equity Shares of ₹ 5/- each)</b>	<b>20,058,250</b>	<b>20,058,250</b>

### (ii) Terms/Rights Attached to Equity Shares

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.

### (iii) The company does not have a holding company

### (iv) Shares in the Company held by each shareholder holding more than 5 percent shares and number of Shares held are as under:

Name of Shareholder	AS AT 31 <sup>ST</sup> MARCH 2020		AS AT 31 <sup>ST</sup> MARCH 2019	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
<b>Equity Shares</b>				
Mr. Dheeraj Kumar Kochhar	3,995,544	19.92	3,995,544	19.92
Mrs. Zubby Kochhar	7,140,150	35.60	7,140,150	35.60



**NOTES FORMING PART OF THE BALANCE SHEET AND PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2020 (CONTD...)**

PARTICULARS	As at March 31, 2020 ₹	As at March 31, 2019 ₹
<b>14 Other Equity</b>		
<b>Reserves and Surplus</b>		
General Reserve	11,500,000	11,500,000
Securities Premium Reserve	340,104,490	340,104,490
Retained Earnings	(220,481,398)	(175,454,004)
<b>Sub - Total - A</b>	<b>131,123,092</b>	<b>176,150,486</b>
<b>Other Comprehensive Income (OCI)</b>		
Equity Instruments through OCI	5,691,645	7,655,396
Remeasurements of net defined benefit plans	260,090	617,566
<b>Sub - Total - B</b>	<b>5,951,735</b>	<b>8,272,962</b>
<b>Total - A + B</b>	<b>137,074,827</b>	<b>184,423,448</b>
<b>15 Non-Current Liabilities - Provisions</b>		
Provision for Employee Benefits	3,859,096	3,211,934
	<b>3,859,096</b>	<b>3,211,934</b>
<b>16 Borrowings</b>		
Secured		
Cash Credit Limit / Facility *	47,221,657	53,105,785
	<b>47,221,657</b>	<b>53,105,785</b>
*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.		
<b>17 Trade Payables</b>		
Due to Micro, Small and Medium Enterprises	-	-
Due to others	61,682,013	101,432,952
	<b>61,682,013</b>	<b>101,432,952</b>
<b>18 Other Current Liabilities</b>		
Other Payables*	6,536,058	11,575,510
	<b>6,536,058</b>	<b>11,575,510</b>
* Includes statutory dues		
<b>19 Current Provisions</b>		
Provision for Employee Benefits	1,049,308	1,016,922
	<b>1,049,308</b>	<b>1,016,922</b>

## NOTES FORMING PART OF THE BALANCE SHEET AND PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2020 (CONTD...)

PARTICULARS	As at March 31, 2020 ₹	As at March 31, 2019 ₹
<b>20 Revenue From Operations</b>		
Sales	<b>181,059,596</b>	289,266,161
	<b>181,059,596</b>	289,266,161
<b>21 Other Income</b>		
<b>Interest Income on -</b>		
Bank Deposits	<b>8,380,731</b>	8,194,530
Others	<b>178,421</b>	395,490
Dividend Income	<b>80,881</b>	90,810
Excess Provisions/Liabilities / Sundry balance Written Back (Net)	<b>81,300</b>	272,964
Others -		
Rent	<b>12,000</b>	6,000
	<b>8,733,333</b>	8,959,794
<b>22 Cost of Production</b>		
Cost incurred during the year	<b>161,090,075</b>	281,707,803
	<b>161,090,075</b>	281,707,803
<b>23 Changes in Inventories</b>		
Opening balance	<b>133,065,572</b>	146,478,383
Closing balance	<b>118,211,881</b>	133,065,572
	<b>14,853,691</b>	13,412,811
<b>24 Employee Benefits Expense</b>		
Salaries, Wages and Bonus	<b>15,666,136</b>	14,285,575
Contribution to Provident and Other Funds	<b>913,955</b>	834,595
Defined benefit plan expense	<b>449,543</b>	428,735
Staff Welfare Expenses	<b>1,140,063</b>	1,163,309
	<b>18,169,697</b>	16,712,214
<b>25 Finance Costs</b>		
Interest Expense	<b>3,498,059</b>	6,197,445
Other Borrowing costs	<b>814,448</b>	434,153
	<b>4,312,507</b>	6,631,598



**NOTES FORMING PART OF THE BALANCE SHEET AND PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2020 (CONTD...)**

PARTICULARS	As at March 31, 2020 ₹	As at March 31, 2019 ₹
<b>26 Other Expenses</b>		
Audit Fees	300,000	300,000
Electricity Expenses	1,108,854	1,375,969
Repairs and Maintenance	3,338,516	4,543,099
Legal & Professional Charges	4,286,703	2,602,336
Expected Credit Loss on Financial Assets	17,516,372	10,509,824
Rent	684,000	624,000
Fees & Taxes	451,412	1,344,056
Insurance Charges	314,278	366,442
Miscellaneous Expenses	6,837,469	5,563,612
	<b>34,837,604</b>	<b>27,229,338</b>

**27. Contingent Liabilities**

Particulars	As At March 31, 2020 Amount ₹	As At March 31, 2019 Amount ₹
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.

**28. Estimated amount of contracts remaining to be executed on capital account and not provided for ₹ Nil (2019: Nil)**

**29. Defined Benefit 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.

**Annexure 1: Funded status of the plan**

Particulars	Amount 31-Mar-2020 ₹	Amount 31-Mar-2019 ₹
Present value of unfunded obligations	49,08,404	42,28,856
Present value of funded obligations	-	-
Fair value of plan assets	-	-
Net Liability (Assets)	49,08,404	42,28,856



## NOTES FORMING PART OF THE BALANCE SHEET AND PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2020 (CONTD...)

### Annexure 2: Profit and loss account for current period

Particulars	Amount 31-Mar-2020 ₹	Amount 31-Mar-2019 ₹
Service cost:		
Current service cost	1,76,094	1,69,757
Past service cost and loss/(gain) on curtailments and settlement	-	-
Net interest cost	2,73,449	2,58,978
<b>Total included in 'Employee Benefit Expense'</b>	<b>4,49,543</b>	<b>4,28,735</b>

### Other Comprehensive Income for the current period

Particulars	Amount 31-Mar-2020 ₹	Amount 31-Mar-2019 ₹
Components of actuarial gain/losses on obligations:		
Due to Change in financial assumptions	2,08,973	48,774
Due to change in demographic assumption	(7,598)	-
Due to experience adjustments	1,56,101	(1,59,957)
Return on plan assets excluding amounts included in interest income	-	-
<b>Amounts recognised in Other Comprehensive Income</b>	<b>3,57,476</b>	<b>(1,11,183)</b>

### Annexure 3: Reconciliation of defined benefit obligation

Particulars	Amount 31-Mar-2020 ₹	Amount 31-Mar-2019 ₹
Opening Defined Benefit Obligation	42,28,856	39,11,304
Transfer in/(out) obligation	-	-
<b>Current service cost</b>	<b>1,76,094</b>	<b>1,69,757</b>
Interest cost	2,73,449	2,58,978
<b>Components of actuarial gain/losses on obligations:</b>		
Due to Change in financial assumptions	2,08,973	48,774
Due to change in demographic assumption	(7,598)	-
Due to experience adjustments	1,56,101	(1,59,957)
<b>Past service cost</b>	-	-
Loss/(gain) on curtailments	-	-
Liabilities extinguished on settlements	-	-
Liabilities assumed in an amalgamation in nature of purchase	-	-
Exchange difference on foreign plans	-	-
Benefit paid	(1,27,471)	-
<b>Closing Defined Benefit Obligation</b>	<b>49,08,404</b>	<b>42,28,856</b>



**NOTES FORMING PART OF THE BALANCE SHEET AND PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2020 (CONTD...)**

**Annexure 4: Reconciliation of plan assets**

Particulars	Amount 31-Mar-2020 ₹	Amount 31-Mar-2019 ₹
Opening value of plan assets	-	-
Transfer in/(out) plan assets	-	-
Interest Income	-	-
Return on plan assets excluding amounts included in interest income	-	-
Assets distributed on settlements	-	-
Contributions by employer	-	-
Assets acquired in an amalgamation in the nature of purchase	-	-
Exchange differences on foreign plans	-	-
Benefits paid	-	-
<b>Closing value of plan assets</b>	-	-

**Annexure 5: Reconciliation of net defined benefit liability**

Particulars	Amount 31-Mar-2020 ₹	Amount 31-Mar-2019 ₹
Net opening provision in books of accounts	42,28,856	39,11,304
Transfer in/(out) obligation	-	-
Transfer (in)/out plan assets	-	-
Employee Benefit Expense as per Annexure 2	4,49,543	4,28,735
Amounts recognized in Other Comprehensive Income	3,57,476	(1,11,183)
	<b>50,35,875</b>	42,28,856
Benefits paid by the Company	1,27,471	-
Contributions to plan assets	-	-
<b>Closing provision in books of accounts</b>	<b>49,08,404</b>	42,28,856

**Reconciliation of asset Ceiling**

Particulars	Amount 31-Mar-2020 ₹	Amount 31-Mar-2019 ₹
Opening value of asset ceiling	-	-
Interest on opening value of asset ceiling	-	-
Loss/(gain) on assets due to surplus/deficit	-	-
<b>Closing value of plan asset ceiling</b>	-	-

## NOTES FORMING PART OF THE BALANCE SHEET AND PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2020 (CONTD...)

### Annexure 6: Composition of the plan assets

Particulars	Amount 31-Mar-2020 ₹	Amount 31-Mar-2019 ₹
Government of India Securities	0%	0%
State Government Securities	0%	0%
High quality corporate bonds	0%	0%
Equity shares of listed companies	0%	0%
Property	0%	0%
Special Deposit Scheme	0%	0%
Policy of insurance	0%	0%
Bank Balance	0%	0%
Other Investments	0%	0%
<b>Total</b>	<b>0%</b>	<b>0%</b>

### Annexure 7: Bifurcation of liability as per schedule III

Particulars	Amount 31-Mar-2020 ₹	Amount 31-Mar-2019 ₹
Current Liability	10,49,308	10,16,922
Non-Current Liability	38,59,096	32,11,934
<b>Net Liability</b>	<b>49,08,404</b>	<b>42,28,856</b>

### Annexure 8: Principle actuarial assumptions

Particulars	Amount 31-Mar-2020 ₹	Amount 31-Mar-2019 ₹
Discount Rate	6.60% p.a.	7.35% p.a.
Salary Growth Rate	5.00% p.a.	5.00% p.a.
Withdrawal Rates	10 % p.a. at younger ages reducing to 3 at older ages	10 % p.a. at younger ages reducing to 3 at older ages
Rate of return on Plan Assets	N.A.	N.A.

### Annexure 9: Expected cash flows based on past service liability

Particulars	Cash flows	Distribution ₹
Year 1	10,49,308	13.7%
Year 2	2,85,704	3.7%
Year 3	4,82,412	6.3%
Year 4	2,85,683	3.7%
Year 5	2,85,874	3.7%
Year 6 to Year 10	23,13,997	30.1%



## NOTES FORMING PART OF THE BALANCE SHEET AND PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2020 (CONTD...)

### 30. Lease Obligation:

There are no non-cancellable lease agreements.

### 31. 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.

### 32. Expenditure / Earnings in Foreign Currency:

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

### 33. Auditors Remuneration

Particulars	2019-20	2018-19
Statutory Audit Fees	2,00,000	2,00,000
Other Services	1,00,000	1,00,000

### 34. Deferred Tax:

Particulars	Amount 31-Mar-2020 ₹	Amount 31-Mar-2019 ₹
<b>Deferred Tax Liabilities:</b>		
Fixed assets	10,57,719	10,58,061
<b>Deferred Tax Assets:</b>		
Allowances for unabsorbed losses and depreciation restricted to the extent of amount of liability	10,57,719	10,58,061
<b>Deferred Tax Liabilities/(Assets)</b>	-	-

### 35. Earning per share

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Profit After Tax	(4,50,27,394)	(4,96,93,700)
Weighted average number of Equity Shares outstanding	20,058,250	20,058,250
Basic earning per share	(2.24)	(2.48)
Diluted earning per share	(2.24)	(2.48)
Nominal value of share (₹)	5.00	5.00

## NOTES FORMING PART OF THE BALANCE SHEET AND PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2020 (CONTD...)

### 36. Related party disclosure:

Related party disclosure as required by AS - 24 issued by the Institute of Chartered Accountants of India.

#### a) Relationship:

##### Key Management Personnel

Mr. Dheeraj Kumar	Chairman & Managing Director
Mrs. Zubu Kochhar	Executive Director
Mr. Sunil Gupta	Chief Financial Officer
Ms. Khushbu Shah	Company Secretary

##### Key management personnel having significant influence

Creative FX and Animation Factory India (Pvt.) Ltd.

##### Directors

Mr. M.R. Sivaraman - Non Executive Director
Mr. Omprakash Kataria – Non Executive Director
Mrs. Matty Vishal Dutt – Non Executive Director

Particulars	Key Management Personnel		Concerns in which KMP have significant influence	
	2019-20	2018-19	2019-20	2018-19
<b>Director's Remuneration</b>				
Mr. Dheeraj Kumar	42,25,000	42,25,000	-	-
Mrs. Zubu Kochhar	19,63,000	19,63,000	-	-
<b>Salary</b>				
Mr. Sunil Gupta	37,80,000	26,10,000	-	-
Ms. Khushbu Shah	5,74,000	5,17,717	-	-
<b>Balance as on March 31,</b>				
Payable	-	-	-	-
Receivable	-	-	3,50,000	3,50,000

### 37. Capital management

The Company's capital management objectives are:

- to ensure the company's ability to continue as a going concern
- to provide an adequate return to shareholders by pricing products and services commensurately with the level of risk.

The Company monitors capital on the basis of the carrying amount of equity less cash and cash equivalents as presented on the face of the statement of financial position.

#### Financial Risk Management objectives

The Company's activities expose it to a variety of financial risks viz. credit risk, liquidity risk and market risk. In order to manage the aforementioned risks, the Company operates a risk management policy and a program that performs close monitoring of and responding to each risk factors.



**NOTES FORMING PART OF THE BALANCE SHEET AND PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2020 (CONTD...)**

**1) Credit risk management**

Credit risk arises when a counterparty defaults on its contractual obligations to pay resulting in financial loss to the Company. The Company deals with creditworthy counterparties as a means of mitigating the risk of financial loss from defaults. The Company uses publicly available financial information and its own trading records to rate its major customers. The Company’s exposure and credit ratings of its counterparties are regularly monitored and the aggregate value of transactions concluded is spread amongst counterparties.

**2) Liquidity risk management**

The responsibility for liquidity risk management rests with the Board of directors, which has an appropriate liquidity risk management framework for the management of the Company’s short, medium and long term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities by regularly monitoring forecast and actual cash flows.

**3) Market Risk**

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk and other price risk such as equity price risk. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return. The Company is exposed to equity price risks arising from equity investments. Equity investments are held for strategic rather than trading purposes. The Company does not actively trade these investments.

- 38. Covid -19** (Coronavirus) unprecedented pandemic has caused serious disruption on the economic and business around the globe. This has resulted in significant reduction in financial and business activities worldwide including India. There is a huge uncertainty with regard to its impact which cannot be reasonably determined at this stage. With respect to the business operations of the company, it has impacted its business by way of complete interruption due to lock down and other emergency measures. However, The company has evaluated and considered to the extent possible the likely impact that may arise from Covid-19 pandemic as well as all events and circumstances on its liquidity position and carrying value of its assets up to the date of approval of these financial statements. Based on the internal and external informations including assumptions and current indicators of future economic and financial condition, The Company expect to recover the carrying amount of these assets and adequate liquidity is available. However, at present the impact assessment of Covid-19 is a continuing process given the uncertainties associated with its nature, event and duration. The Company shall continue to monitor any material changes to future economic, business and financial condition on continuing basis.
- 39.** Previous Year figures have been regrouped, recast and reclassified where ever necessary to confirm to current year’s presentation.

As per our report of even date attached

For and on behalf of the Board

**For NGS & Co. LLP**  
Chartered Accountants  
Firm Regn. No. 119850W

**Dheeraj Kumar**  
Chairman & Managing Director  
(DIN 00018094)

**M.R. Sivaraman**  
Director  
(DIN 00020075)

**Omprakash Kataria**  
Director  
(DIN 00795715)

**Ganesh Toshniwal**  
Partner  
M.No. 046669

**Matty V. Dutt**  
Director  
(DIN 08004073)

**Sunil Gupta**  
Chief Financial Officer  
(PAN AECPG2223D)

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

**Mumbai,  
30<sup>th</sup> June, 2020**







## **CREATIVE EYE LIMITED**

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