

VISION CORPORATION LTD



THIRTEENTH ANNUAL REPORT

F.Y. 2007-2008

BOARD OF DIRECTORS

Shri Ashok Kumar Mishra	Chairman & Managing Director Group Affairs
Shri Aashotosh Mishra	Jt. Managing Director
Shri Gautam M. Shah	Managing Director
Shri Ashok Gandhi	Whole Time Director
Shri Chandrashekhar Ogale	Director
Shri Ghanshyam Krishan Mishra	Director
Shri Pehalaj Nihalani	Director
Shri Akshaye Khanna	Director

CORPORATE INFORMATION

Registered Office
2/A, 2nd Floor, Citimall,
Link Road, Andheri (W),
Mumbai-400 053

Auditors
M/s. Navin Choudhary &
Associates
Chartered Accountant

Registered & Transfer Agent
Adroit Corporate Services Pvt. Ltd.
19, Jafarbhoj Industrial Estate,
Makwana Road, Marol Naka,
Andheri (East) Mumbai – 400 059.

Bankers
HDFC Bank
Bank of India

NOTICE

NOTICE is hereby given that the Thirteenth Annual General Meeting of the Members of the VISION CORPORATION LIMITED will be held on Thursday, September 25, 2008 at 11.00 a.m. at the 2/A, 2nd Floor, Citimall, Link Road, Andheri (W), Mumbai – 400 053 to transact the following business: -

ORDINARY BUSINESS:

1. To consider and adopt the audited Balance Sheet as at March 31, 2008, Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Pehalaj Nihalani who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a director in place of Mr. Gautam Shah who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), and the following resolution as **Ordinary Resolution:**

“RESOLVED THAT M/s. Navin Choudhary & Associates, Chartered Accountants, Mumbai be and are hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting, on such remuneration as may be fixed by the Board of Directors of the Company.

SPECIAL BUSINESS:

- 5 To consider and if thought fit to pass, with or without modifications, the following resolution as **Ordinary Resolution:**

“RESOLVED THAT in accordance with the provisions of Section 255 and other applicable provisions, if any of the Companies Act, 1956 or any statutory modification(s) or re-enactment thereof for the time being in force Mr. Aashotosh Mishra, who was appointed as an Additional Director of the Company pursuant to provisions of Section 260 of the Companies Act, 1956, and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice under Section 257 of the Companies Act, 1956 from a member, in writing, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office will be liable to determination by retirement of rotation.”

- 6 To consider and if thought fit to pass, with or without modifications, the following resolution as **Ordinary Resolution:**

“RESOLVED THAT pursuant to provisions of Sections 198, 269, 309, Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof, for the time being in force), the consent of the members of the Company be and is hereby accorded to the appointment of Mr. Aashutosh Mishra as Joint Managing Director of the Company for a period of Five years with effect from May 1, 2008 to April 30, 2013 at no remuneration as agreed between Mr. Aashutosh Mishra and the Board of Directors with liberty to the Board of Directors to amend, enhance, alter and vary the terms and conditions of the said appointment in such a manner as may be agreed between the Board of Directors and Mr. Aashutosh Mishra.”

- 7 To consider and if thought fit to pass, with or without modifications, the following resolution as **Ordinary Resolution:**

“RESOLVED THAT in supercession of earlier appointment, pursuant to provisions of Sections 198, 269, 309, Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof, for the time being in force), the consent of the members of the Company be and is hereby accorded to the appointment of Mr. Ashok Kumar Mishra as a Chairman & Managing Director Group Affairs of the Company for a period of Five years with effect from January 31, 2008 to January 30, 2013 at no remuneration as agreed between Mr. Ashok Kumar Mishra and the Board of Directors with liberty to the Board of Directors to amend, enhance, alter and vary the terms and conditions of the said appointment in such a manner as may be agreed between the Board of Directors and Mr. Ashok Kumar Mishra.”

- 8 To consider and if thought fit to pass, with or without modifications, the following resolution as **Ordinary Resolution:**

“RESOLVED THAT pursuant to provisions of Sections 198, 269, 309, Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof, for the time being in force), the consent of the members of the Company be and is hereby accorded to the appointment of Mr. Ashok Gandhi as Whole-Time Director of the Company for a period of Five years with effect from May 1, 2008 to April 30, 2013 at no remuneration as agreed between Mr. Ashok Gandhi and the Board of Directors with liberty to the Board of Directors to amend, enhance, alter and vary the terms and conditions of the said appointment in such a manner as may be agreed between the Board of Directors and Mr. Ashok Gandhi.”

9 To consider and if thought fit to pass, with or without modifications, the following resolution as **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of Section 255 and other applicable provisions, if any of the Companies Act, 1956 or any statutory modification(s) or re-enactment thereof for the time being in force Shri Akshaye Khanna, who was appointed as an Additional Director of the Company pursuant to provisions of Section 260 of the Companies Act, 1956, and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice under Section 257 of the Companies Act, 1956 from a member, in writing, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office will be liable to determination by retirement of rotation.”

By Order of the Board of Directors

sd/-
Ashok Kumar Mishra
Chairman

Place: Mumbai
Date: August 21, 2008

Registered Office:
2/A, 2nd Floor, Citimall, Link Road,
Andheri (W), Mumbai – 400 053

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxies in order to be effective must be received by the Company, not less than forty eight hours before the time of commencement.
2. The Register of Members and Share Transfer Books of the Company will remain closed from September 23, 2008 to September 25, 2008 (both days inclusive) in terms of the provisions of Section 154 of the Companies Act, 1956.
3. An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, relating to the Special Business to be transacted at the meeting is annexed hereto.
4. Members are requested to bring their Attendance Slip along with their copy of the Annual Report to the Meeting.
5. Members who sold their shares in dematerialized form are requested to write their Client ID and DP ID Numbers and those who hold shares in physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting.
6. Shareholders are requested to forward their queries on the proposed resolutions and accounts for the financial year ended March 31, 2008 to the Company at least 10 days in advance, to enable the management to keep the required information available at the Annual General Meeting.

EXPLANATORY STATEMENT UNDER SECTION 173 (2) OF THE COMPANIES ACT, 1956.

Item No. 5 & 6

The Board in its meeting held on April 30, 2008 has appointed Mr. Aashutosh Mishra as an Additional Director of the Company. Pursuant to Section 260 of the Companies Act, 1956, Mr. Aashutosh Mishra holds office of Director upto the date of this Annual General Meeting. It is proposed to appoint Mr. Aashutosh Mishra as Director liable to retire by rotation. The Company has received a notice under Section 257 of the Companies Act, 1956 from a member, in writing, proposing his candidature for the office of Director.

The Board of Directors has also approved the appointment of Mr. Aashutosh Mishra as Joint Managing Director of the Company for a period of five years, w.e.f May 1, 2008. Since company is in its development stage, Mr. Aashutosh Mishra has waived his right to draw salary and agreed to provide his services at no remuneration.

Mr. Aashutosh Mishra is a son of Mr. Ashok Kumar Mishra. Presently, he is undergoing 3 years degree course of Business Management of Foreign Trade from Singarh College, Pune. The Board has decided to explore his capabilities and expertise in communication skills in the betterment of the business.

Mr. Aashutosh Mishra holds no equity shares in the Company.

As per the Companies Act, 1956, the appointment of a Director requires the approval of shareholders.

None of the Directors of the Company except Mr. Ashok Kumar Mishra and Mr. Aashutosh Mishra himself may be considered or interested in these items of business.

This may also be treated as an abstract and memorandum, issued pursuant to Section 302 of the Companies Act, 1956.

Item No. 7

Mr. Ashok Kumar Mishra was appointed as a Chairman of the Company for a period of 5 years w.e.f 1st January, 2006. In view of emerging opportunities in the media & entertainment industry and thereby expanding business of the Company in the growing trend, the Board recommends his appointment as a Chairman & Managing Director- Group Affairs. Accordingly the Board of Directors at its meeting held on January 31, 2008 approved the appointment of Mr. Ashok Kumar Mishra as Chairman & Managing Director- Group Affairs for a period of five years w.e.f. January 31, 2008 at no remuneration. Since company is in its development stage, Mr. Ashok Kumar Mishra has waived his right to draw salary and agreed to provide his services at no remuneration.

Mr. Ashok Kumar Mishra was Class I Government Officer from 1983 -1985, but being a creative person by heart he resigned from his job and joined Asian Television Network (ATN). He along with his team ushered the cable network era in India. Mr. Mishra has directed 2 films and has written 5 films. He has conceptualized TV serials. From production and direction he then diversified to script writing. He has also authored two Hindi novel's Neelkanth & Moksh. Your directors believed that the expertise of Mr. Ashok Kumar Mishra can be utilized in acquisition and merger of other companies and thereby achieve the betterment of the Company which needs him to expand his horizon with increased authority to take prompt decisions. Therefore, resolution for his appointment as a Chairman & Managing Director- Group Affairs is set forth as item no. 7 in the Notice of this Annual General Meeting.

As on date Mr. Ashok Kumar Mishra holds 222500 Equity Shares of the Company.

As per the Companies Act, 1956, the appointment of a Director requires the approval of shareholders.

None of the Directors of the Company except Mr. Ashutosh Mishra and Mr. Ashok Kumar Mishra himself may be considered or interested in these items of business.

This may also be treated as an abstract and memorandum, issued pursuant to Section 302 of the Companies Act, 1956.

Item No. 8

The Board of Directors at its meeting held on April 30, 2008 approved the appointment of Mr. Ashok Gandhi as Whole Time Director of the Company for a period of five years w.e.f. May 1, 2008. Since the Company is in its development stage, he has waived his right to draw salary and has agreed to work without remuneration.

Mr. Ashok Gandhi has obtained a Bachelors degree in Commerce from Delhi University. His sporting spirit has molded him into an ace entrepreneur. He forayed into the world of entertainment at the ripe young age of 22 when he began to organize and manage live shows with established movie stars and music maestros. Your directors believed that the expertise of Mr. Ashok Gandhi can be utilized for the betterment of the Company. Therefore, resolution for his appointment is set forth as item no. 8 in the Notice of this Annual General Meeting.

As on date Mr. Ashok Gandhi holds no Equity shares in the Company.

As per the Companies Act, 1956, the appointment of an Executive Director requires the approval of shareholders.

None of the Directors of the Company may be considered or interested in these items of business.

This may also be treated as an abstract and memorandum, issued pursuant to Section 302 of the Companies Act, 1956.

Item No. 9

The Board in its meeting held on August, 10, 2008 appointed Mr. Akshaye Khanna as an Additional Director. Pursuant to Section 260 of the Companies Act, 1956, Mr. Akshaye Khanna, holds office only upto the conclusion of this Annual General Meeting but is eligible for appointment. In terms of Section 257 and other applicable provisions of the Companies Act, 1956 the company has received a notice along with necessary deposit from a member of the company signifying his intention to propose the candidature of Mr. Akshaye Khanna for the office of a Director of the Company.

Mr. Akshaye Khanna is successful actor of the Hindi Cinema. His major interest remains in Hindi cinema. He has delivered a variety of critically acclaimed performances. Akshaye did his schooling in Bombay International and went to Lovedale School in Ooty, and graduation from HR College. His performance was well received by critics and won him the Filmfare Best Supporting Actor Award. Your directors believed that the expertise of Mr. Akshaye Khanna in the Indian media and entertainment industry can be utilized in melioration of business. Therefore, resolution for his appointment is set forth as item no. 9 in the Notice of this Annual General Meeting.

As on date Mr. Akshaye Khanna holds no Equity shares in the Company.

The Board recommends the resolution for approval of the members.

None of the Directors of the Company except Mr. Akshaye Khanna is concerned or interested in the passing of the Resolution.

By Order of the Board of Directors

sd/-
Ashok Kumar Mishra
Chairman

Place: Mumbai
Date: August 21, 2008

Registered Office:
2/A, 2nd Floor, Citimall, Link Road,
Andheri (W), Mumbai – 400 053

DIRECTORS' REPORT

To,
The Members

Your directors are pleased to present the Thirteenth Annual Report and the audited statement of accounts of the Company for the year ended March 31, 2008.

FINANCIAL RESULTS:

Particulars	(Rs. In lakhs)	
	2007-2008	2006-2007
Total Income	1359.58	553.54
Total Expenditure	1310.64	546.23
Profit / (Loss) before Depreciation	48.94	7.31
Less: Depreciation	21.36	3.91
Net profit before Tax	27.58	3.40
Less: Provision for Tax	0.89	1.05
Less: Provision for Fringe Benefit Tax	0.54	0.48
Add: Provision for Deferred Tax	1.56	Nil
Net Profit	27.71	1.87
Profit / (Loss) brought forward from previous year	4.09	2.22
Balance carried to Balance Sheet	31.80	4.09

PERFORMANCE REVIEW:

During the year under review, the Company has achieved a turnover of Rs. 1309.60/- as compared to Rs. 553.37/- in the previous year. The net profit after tax stood at Rs. 27.71/- as compared to Rs. 1.87 in the previous year.

The Company has launched Vision Music Company [VMC] on August 27th 2007. VMC is aggressively exploring both Domestic & Overseas market for new talents in music and music distribution.

The Company has applied to I & B Ministry, India for starting three channels TV stations namely **Entertainment, Education and Music**. The Company has also tied up with Mauritius Telecom, IOL Broadband and MTNL [Government Telecom, Mumbai] for leasing of our Intellectual Property and for procuring content.

During the year, the Company has also published a magazine called FILMS TODAY in Hindi and English languages.

DIVIDEND

Keeping in view of expansion plans, the Company is in need of finance for expansion of the projects in the media industry and hence it has been decided by the Management to retain profits and plough back it in the business. Hence, your directors do not recommend dividend during the year.

TRANSFER TO RESERVE

The Company has not transferred any amount to General Reserve during the year under review. However credit balance of Profit and Loss Account is transferred to balance Sheet under the head 'Reserves and Surplus'.

CHANGE IN THE CAPITAL STRUCTURE:**Authorised Share Capital**

During the year under review, the Authorised share capital of the Company has increased from Rs. 55,000,000/- divided into 55,00,000 Equity Shares of Rs. 10/- each to Rs. 200,000,000/- divided into 20,000,000 Equity shares of Rs. 10/- each.

Paid-up Share Capital

During the year under review, the Company has allotted 10,000,000 equity shares of Rs. 10/- each at par upon conversion of 10,000,000 convertible share warrants on a preferential basis under Section 81(1A) of the Companies Act, 1956. The said shares are listed on BSE.

The Company has also allotted 49,00,000 Equity Shares of Rs. 10/- at premium of Rs. 4/- each on a preferential basis under Section 81(1A) of the Companies Act, 1956. The said shares are listed on BSE.

FIXED DEPOSIT:

The Company has not accepted deposits falling within the provisions of Section 58A of the Companies Act, 1956 read with Companies (Acceptance of the Deposits) Rules, 1975 during the year under review.

DIRECTORS:

In accordance with the provisions of Companies Act, 1956 and the Articles of Association of the Company Mr. Pehlaj Nihlani and Mr. Gautam Shah, directors retires by rotation and being eligible offer themselves for re-appointment.

Mr. Shyamal Basu and Mr. Ratish Tagde have resigned from the directorship of the Company. The Board placed on record its appreciation for contribution of Mr. Shyamal Basu during his tenure as a Director in the Company.

Mr. Akshay Khanna and Mr. Ashutosh Mishra were appointed as an Additional Directors. They holds office upto the date of ensuing Annual General Meeting of the Company. The Company has received notice from members proposing their respective candidature for the appointment as Directors of the Company in terms of Section 257 of the Companies Act, 1956.

The Board has appointed Mr. Ashutosh Mishra and Mr. Ashok Gandhi as Whole Time Directors. The Board is seeking approval from shareholders for the respective appointments in this Annual General Meeting.

SUBSIDIARIES:

The Company does not have any subsidiary Company.

DIRECTORS' RESPONSIBILITY STATEMENT:

In terms of Section 217(2AA) of the Companies Act, 1956, we, the Directors of Vision Corporation Limited state in respect of financial year 2007-08 that:

- a) in the preparation of annual accounts, the applicable Accounting Standards have been followed along with proper explanation relating to material departures;
- b) the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to true and fair view of the state of the affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review;
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provision of this act for safeguarding the assets of the Company and fro preventing and detecting fraud and other irregularities;
- d) That the directors had prepared the annual accounts for the financial year 31st March, 2008 on a going concern basis.

PARTICULARS OF EMPLOYEES:

Since none of the employees are drawing remuneration, there is no information to be provided in accordance with the provisions of Section 217(2A) of the Companies Act, 1956 read with the Companies (particulars of employees) Rules.

CORPORATE GOVERNANCE REPORT:

Pursuant to Clause 49 of the Listing Agreement entered into with the Stock Exchanges, the Company has complied with all the provisions of Corporate Governance and a report on corporate governance is annexed hereto and forms part of this report. A certificate from Auditors of the Company regarding compliance of Corporate Governance, as stipulated under Clause 49 of the Listing Agreement, is appended to the Annual Report.

MANAGEMENT DISCUSSION AND ANALYSIS:

Management Discussion and Analysis Report for the year under review as required under Clause 49 of the Listing Agreement is presented in a separate section forming part of the Annual Report.

AUDITORS:

M/s. Navin Choudhary & Associates., Chartered Accountant, as Statutory Auditors of the Company, hold office until the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment.

The Company has received letter from M/s. Navin Choudhary & Associates, Chartered Accountant to the effect that their appointment, if made, would be made within the prescribed limits under section 224(1B) of the Companies Act, 1956.

AUDITORS OBSERVATIONS:

The observations made by the Auditors in their report about non-disclosure of status of creditors and non-provision of interest thereon required under the Micro, Small and Medium Enterprises Development Act, 2006. The Company has not received any information from Vendors regarding their status under Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosure relating to amounts unpaid as at the year end together with interest payable under this Act has not been provided in the Books.

DISCLOSURE UNDER SECTION 217(1)(e) OF THE COMPANIES ACT, 1956:

The particulars required under Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988, is given in Annexure-I to this Directors Report.

ACKNOWLEDGEMENT:

Your directors wish to place on record their appreciation for the support and cooperation, which the Company continues to receive from its customers, various Govt. Agencies, the Company's Bankers and T.V. Channels. The Directors also wish to place on record their appreciation for the sense of responsibility and team work displayed by employee at all levels.

By Order of the Board of Directors

sd/-
Ashok Kumar Mishra
Chairman

Place: Mumbai

Date: August 21, 2008

ANNEXURE-I

I. CONSERVATION OF ENERGY:

The Company is presently not carrying the manufacturing operations therefore; there is no material information to be given under Conservation of Energy and Technology Absorption.

- (a) Energy conservation measures taken – NIL
- (b) Additional investments and proposals if any, being implemented for reduction of consumption of energy – NIL
- (c) Impact of the measures at (a) and (b) above for reduction of energy consumption and consequent impact on the cost of production of goods – NIL
- (d) Total energy consumption and energy consumption per unit of production – NIL

FORM-A: FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY

A. Power and fuel consumption: NIL

B. Consumption per unit of production: NIL

II. TECHNOLOGY ABSORPTION:

Research & Development: Company has not incurred any expenditure on this account during the year under review.

FORM-B: FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO TECHNOLOGY ABSORPTION ETC.

I Research and Development: NIL

II Technology Absorption, Adaptation and Innovation: NIL

III. FOREIGN EXCHANGE EARNINGS AND OUTGO

Foreign Exchange Earnings and outgo: Since the Company had ceased its operations; there is no Foreign Exchange Earning and Outgo during the year under review.

I. Earnings in Foreign Exchange during the year NIL

II. Foreign Exchange outgo during the year NIL

By Order of the Board of Directors

sd/-
Ashok Kumar Mishra
Chairman

Place: Mumbai

Date: August 21, 2008

MANAGEMENT DISCUSSION AND ANALYSIS:

INDUSTRY STRUCTURE AND DEVELOPMENT

The Indian Entertainment Industry is one of the fastest growing sectors in India. Among the Asian countries, India is the most media-exposed country due to its size and consumer base. Technology and government recognition towards the importance of this sector are the essence of this growth. The global entertainment industry is projected to reach US\$ 1.8 trillion by 2015. Asian region expected to play a central role in it, with India poised to contribute about US\$ 200 billion i.e. a sizable chunk of the global industry. The sector has immense potential stored in it, which will provide exciting opportunities for future growth of the Company.

OPPORTUNITIES AND RISKS:

With the globalization, the characteristics of media & entertainment industry have changed in recent years. Today the Indian Entertainment Industry growing at the fast rate and the largest contributor to this growth is from the media and television segment.

Opportunities for this sector exist across multiple categories of the entertainment industry. Keeping in view of the growth of the Media and entertainment industries, the Company is striving hard to have its mark in the Industry. The Management is confident of achieving good business in the current financial year by changing its strategy and giving more stress in areas of core-competency.

The threats to the Company's activities are that it is heavy working capital oriented ones and the projects success rate depends on the trend of the Industry which is highly volatile. Also, the Company faces threat in terms of the competition from existing players as well as from the new entrants.

SEGMENTWISE OR PRODUCT WISE PERFORMANCE:

The Company operates in one segment only i.e. Media and Entertainment.

OUTLOOK:

With the economy is doing very well and poised for a leap in the next five years, the Indian Entertainment Industry is expected to outperform the growth in economy by a significant margin in the coming years. In keeping with global trends in the sector and current growth

opportunities, your directors are confident that in the intensifying competitive scenario your company with strength of standards of creativity, quality and strong marketing fundamentals is equipped in all facets to meet and beat in the business.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has in place adequate systems of internal control commensurate with its size and the nature of its operations. These have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with applicable statutes, safeguarding assets from unauthorized use or losses, executing transaction with proper authorization and ensuring all compliances.

By Order of the Board of Directors

sd/-
Ashok Kumar Mishra
Chairman

Place: Mumbai

Date: August 21, 2008

REPORTS ON CORPORATE GOVERNANCE

Corporate Governance is the application of best management practices, compliance of laws and regulations which leads to effective control and management of an organization. Good Corporate Governance leads to long term shareholder value and enhances the interest of other stakeholders. In compliance with the Corporate Governance requirements as stipulated in Clause 49 of the Listing Agreement with the Stock Exchanges, your Directors present the Company's Report on Corporate Governance as under:

I. Company's Philosophy on Corporate Governance

The Company's philosophy on Corporate Governance is to maintain the highest standards of transparency, integrity, professionalism & accountability so that it meets all the stakeholders' aspirations.

Clause 49 of the Listing Agreement stipulates norms and disclosures standards to be followed on the corporate governance by listed companies. The Board of Directors of Vision Corporation Limited has adequate representation of the qualified, professional, non-executive and independent directors.

II. Board of Directors

A. Composition of Board of Directors:

The Board of Directors of the Company has an optimum combination of Executive and Non-Executive Directors with 4 (Four) Non-Executive Directors out of 8 (Eight) Directors being more than 50% of the Board Strength. The Chairman is an Executive Director and the number of Independent Directors on the Board being 4 (Four) is 50% of the Board strength as required. All directors are complying with the requirements of the Listing Agreement. The composition is as under:-

Name of the Directors	Category of Directors	No. of Directorships held		No. of other Board Committee(s) of which he/she is a member	No. of Board Committee(s) of which he/she is a Chairperson
		Private	Public		
Mr. Ashok Kumar Mishra	Promoter- Executive Director	3	1	1	-
Mr. Gautam Shah	Promoter-Executive Director	-	1	-	-

#Mr. Aashutosh Mishra	Non-Independent- Executive Director	1	-	-	-
Mr. Pehalaj Nihalani	Independent- Non- Executive Director	-	-	-	-
Mr. Chandrashekhar Ogale	Independent- Non- Executive Director	1	-	-	-
Mr. Ashok Gandhi	Independent- Executive Director	-	2	-	-
Mr. G. K. Mishra	Independent- Non- Executive Director	1	-	-	-
* Mr. Ratish Tagde	Independent- Non- Executive Director	3	1	1	-
** Mr. Akshaye Khanna	Independent-Non Executive Director	-	-	-	-

Mr. Ashutosh Mishra was appointed as an Additional Director w.e.f May 1, 2008 and further appointed as a Joint Managing Director with effect from same date.

* Mr. Ratish Tagde was appointed as an Additional director of the Company w.e.f April 10, 2008 i.e. after the close of the financial year ended on March 31, 2008 and also he tendered his resigned from the post of directorship w.e.f August 10, 2008.

** Mr. Akshaye Khanna was appointed as an Additional Director of the Company w.e.f. August 10, 2008 i.e. after the close of the financial year ended March 31, 2008.

None of the Directors on the Board is a member of more than ten committees and Chairman of more than five committees (as specified in Clause 49 of the Listing Agreements).

B. Board Meetings held during the year

Thirteen meetings of the Board of Directors were held during the year ended 31st March, 2008. The dates on which the meetings were held are as follows:

April 11, 2007, April 30, 2007, June 28, 2007, July 10, 2007, August 17, 2007, September 1, 2007, September 19, 2007, October 10, 2007, October 31, 2007, November 12, 2007, December 1, 2007, January 31, 2008 and February 22, 2008.

The attendance of each director at Board Meetings during the year 2007-08 and the last Annual General Meeting is given below:

Name of the Director	No. of Board Meetings attended	Attendance at the last Annual General Meeting held on August 10, 2007
Mr. Ashok Kumar Mishra	13	Yes
Mr. Gautam Shah	13	Yes
* Mr. Aashutosh Mishra	-	-
Mr. Pehalaj Nihalani	-	Yes
Mr. Chandrashekhar Ogale	-	Yes
Mr. Ashok Gandhi	9	Yes
Mr. G. K. Mishra	13	Yes
** Mr. Shyamal Basu	13	Yes
* Mr. Akshaye Khanna	-	-
* Mr. Ratish Tagde	-	-

* Mr. Ashutosh Mishra, Mr. Akshaye Khanna and Mr. Ratish Tagde were appointed after the close of the financial year ended on March 31, 2008. Therefore their attendance for the Board Meetings held during the financial year is not applicable. Mr. Ratish Tagde has re-signed from the post of additional directorship of the Company w.e.f August 10, 2008

** Mr. Shyamal Basu has resigned from the post of Joint Managing Directorship of the Company w.e.f March 28, 2008.

C. Details of Directors:

The brief resumes of directors who retire by rotation and who are eligible for re-appointment or newly appointed are as follows:

Profile of Mr. Pehalaj Nihalani :

Mr. Pehalaj Nihalani has produced more than thirty five movies. He has a vast experience of Indian entertainment industry. Over the years he has been presiding over various Associations related to TV & Films.

As on date Mr. Pehalaj Nihalani holds no equity shares in the Company.

Profile of Mr. Gautam Shah :

Mr. Gautam Shah, Managing Director of the Company has worked with various domestic & multinational companies as finance Advisor. Mr. Shah is passionate about films and bubbling with fresh, intelligent ideas, he is all set to make remarkable contribution to Vision Corporation Ltd. He is also a director in a Company named Gangadevi Entertainment Ltd.

As on date Mr. Gautam Shah holds 286828 Equity Shares in the Company.

Profile of Mr. Ashutosh Mishra:

Mr. Aashutosh Mishra is a son of Mr. Ashok Kumar Mishra.. Presently, he has undergoing 3 years degree course of Business Management of Foreign Trade from Singarh College, Pune. Mr. Aashutosh Mishra is also a director in Teamwork Media Private Limited.

As on date Mr. Aashutosh Mishra holds no equity shares in the Company.

Profile of Mr. Ashok Kumar Mishra

Mr. Ashok Kumar Mishra as Chairman & Managing Director – Group Affairs of the Company was Class I Government Officer from 1983 - 1985, but being a creative person by heart he resigned from his job and joined Asian Television Network (ATN). From 1985 - 2001 he worked as a CEO & MD with ATN Channel. He along with his team ushered the cable network era in India. Mr. Mishra has directed 2 films and written 5 films. He has conceptualized TV serials. From production and direction he then diversified to script writing. He has also authored two Hindi novel's Neelkanth & Moksh.

As on date Mr. Ashok Kumar Mishra holds 222500 Equity Shares of the Company.

Profile of Mr. Ashok Gandhi:

Mr. Ashok Gandhi is commerce graduate from Delhi University. His sporting spirit has moulded him into an ace entrepreneur. He forayed into the world of entertainment at the ripe young age of 22 when he began to organize and manage live shows with established movie stars and music maestros. Among the many prominent shows that the entrepreneur at heart has lead are Jagjit Chitra Show (Delhi and Ahmedabad), Amitabh Bachhan Live Show (Delhi, Ahmedabad, Surat), Anup Jalota Show, Kishore Kumar Show, etc.

As on date Mr. Ashok Gandhi holds no equity shares in the Company.

Profile of Mr. Akshaye Khanna:

Mr. Akshaye Khanna Director is a successful actor in the Indian Cinema, He has delivered a variety of critically acclaimed performances.

Akshaye did his schooling in Bombay International and went to Lovedale School in Ooty, and graduation from HR College. His performance was well received by critics and won him the Filmfare Best Supporting Actor Award.

As on date Mr. Akshaye Khanna holds no equity shares in the Company.

D. Non executive directors' compensation and disclosures

The Company does not pay any remuneration including sitting fees to its directors.

E. Code of conduct

The Board has laid down a code of conduct for all Board members and senior management of the Company and all board members and senior management personnel are affirming its compliance on an annual basis. The required declaration of this compliance from CEO is presented herewith.

DECLARATION

To the Members of
Vision Corporation Limited

I hereby declare that the Board has laid down a code of conduct for all Board members and senior management of the Company.

It is further to declare that all Board Members and Senior Management personnel are complying with the prescribed code of conduct on annual basis.

For Vision Corporation Ltd.

Sd/-
Ashok Kumar Mishra
Managing Director.

III. Audit Committee:

a. The Board has constituted an Audit Committee comprising of three directors, two of them are Non-Executive, Independent Directors. The Audit Committee is constituted in accordance with the provisions of Clause 49 (II) (A) of the Listing Agreement and Section 292 of the Companies Act, 1956. All the members of the Audit Committee are financially literate and have accounting and financial management expertise. The Chairman of the Committee is an Independent, Non-Executive Director.

b. The composition of Audit Committee and attendance of each committee member is as under:-

<i>Name of the Director</i>	<i>Designation</i>	<i>Category</i>	<i>No. of Meetings attended</i>
Mr. G. K. Mishra	Chairman	Non-Executive, Independent	5
Mr. Chandrashekhar Ogale	Member	Non-Executive, Independent	5
Mr. Ashok Kumar Mishra	Member	Promoter, Executive, Non-Independent	5

The Audit Committee held its meetings on April 30, 2007, July 10, 2007, July 30, 2007, October-31, 2007 and January 31, 2008.

• **Terms of reference of Audit Committee:**

- i. Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- ii. Recommending to the Board, the appointment, re-appointment and if required, replacement or removal of the statutory Auditor, fixation of audit fee as well as approval of the payments to the Statutory Auditors for any other services rendered to the Company.
- iii. Reviewing with the management the annual financial statements before submission to the Board for approval;
- iv. Reviewing with the management the performance of Statutory Auditors, and adequacy of internal control systems of the Company;
- v. Discussion with the Statutory Auditors before the audit commences about nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- vi. Reviewing the Company's financial and risks management policies;
- vii. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

IV. Shareholders/ investors Grievance Committee:

A shareholders/investors grievance Committee headed by a Non-Executive Director was formed to specifically look into redressal of complaints like transfer of shares, issuance of duplicate shares, non-receipt of Annual Report and Dematerialization etc, received from shareholders/investors and improve the efficiency in investors service and all other day-to-day matters governing the relationship between the company and its shareholders, wherever possible.

VISION CORPORATION LIMITED

There were no complaints outstanding as on March 31, 2008. No Investor grievances remained unattended/pending for more than thirty days as on March 31, 2008.

<i>Name of the Director</i>	<i>Designation</i>	<i>Category</i>	<i>No. of Meetings attended</i>
Mr. Ashok Kumar Mishra	Chairman	Promoter, Executive, Non-Independent	11
Mr. Gautam M. Shah	Member	Executive, Non-Independent	11
Mr. Chandrashekhar Ogale	Member	Non-Executive, Independent	11

V. REMUNERATION COMMITTEE:

Your Company has constituted a remuneration committee comprising of Non-Executive and Independent Directors namely Mr. Ghanshyam Mishra, Mr. Chandrashekhar Ogale, Mr. Pehalaj Nihalani.

The Company does not have any Employee Stock Option Scheme.

Except Mr. Shyamal Basu no other Directors are drawing salary. During the year under review, remuneration paid to Mr. Shyamal Basu was Rs.60,000/-. Mr. Shyamal Basu has resigned from the post of Joint Managing Directorship of the Company w.e.f March 28, 2008.

VI. GENERAL BODY MEETING :

- i. The details of Annual General Meeting held in last three years are as follows:

<i>AGM</i>	<i>DAY</i>	<i>DATE</i>	<i>TIME</i>	<i>VENUE</i>
12th	Saturday	10.08.2007	10.30 a.m.	2/A, 2nd Floor, Citimall, Link Road, Andheri (W), Mumbai – 400 053
11th	Thursday	01.06.2006	10.30 a.m.	Ground Floor, Kalpataru Chambers, Nanik Motwani Road, Fort, Mumbai- 400 023
10th	Thursday	22.09.2005	10.30 a.m.	Ground Floor, Kalpataru Chambers, Nanik Motwani Road, Fort, Mumbai- 400 023

- ii. Postal Ballot (Under Section 192A)

During the year under review, the Company has not conducted any Postal Ballot.

- iii. Whether any special resolution passed in the previous-3 AGMs.

The details of the special resolution passed in the last three annual general meetings are as follows:

<i>Financial Year</i>	<i>Particulars of Special resolution passed</i>
2004-2005	-
2005-2006	-
2006-2007	Alteration to the Article of Association of the Company by deletion of existing article no. 3 and substituting in its place the new Article no. 3

- iv. Whether any special resolution is proposed to be conducted through postal ballot?

The Company has not proposed to get any resolutions through Postal Ballot in the.

VII. DISCLOSURES:

1. Subsidiary Company:

The Company does not have any subsidiary company.

2. Disclosure on materially significant related party transactions :

The Company has disclosed related party transaction in notes to the Accounts.

3. Details of non compliance with regard to capital market

The Company has complied with all the procedural requirements of regulatory authority on matters related to capital market. No penalties or strictures have been imposed on the company by Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years.

4. Proceeds from Preferential issue

The proceeds from the preferential issue received have been utilized in the business of the Company.

5. Following are the details of shareholding of Directors of the Company as on March 31, 2008 :

- | | | |
|-----------------------------|---|-----------------------|
| a) Mr. Ashok Kumar Mishra | : | 222500 shares (1.11%) |
| b) Mr. Gautam Manubhai Shah | : | 350828 shares 1.76% |

6. Certification from Managing director:

CEO Certification

In terms of this clause, Mr. Ashok Kumar Mishra, Chairman & Managing Director – Group Affairs of the Company has certified to the Board of Director, the Annual Report and the Balance Sheet and the Profit and Loss Account and notes attached thereto. Members of the company can obtain copies of the said certificate available for inspection during the course of ensuing Annual General Meeting.

Compliance Certificate

Compliance Certificate for Corporate Governance from Navin Choudhary & Associates, Chartered Accountants, Mumbai, is annexed to this report.

AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE

To the Shareholders of Vision Corporation Limited

We have examined the compliance of conditions of corporate governance by Vision Corporation Limited, for the year ended on March 31, 2008 as stipulated in clause 49 of the Listing Agreement of the said Company with Stock Exchange.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statement 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 in majority of all material conditions of corporate governance as stipulated in the above-mentioned Listing Agreement.

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

For Navin Choudhary & Associates
Chartered Accountants

sd/-
Navin Choudhary

Proprietor.
Membership No. 46627
Mumbai
Dated:21st August,2008

7. Whistle Blower Policy :

The Company has not adopted Whistle Blower Policy.

VIII. MEANS OF COMMUNICATION:

The Company has a website viz., www.visioncorpltd.com

Company has E-mail ID as investorsvision@yahoo.co.in exclusively for the purpose of registering complaints by the investors.

All material information and financial results of the Company is promptly sent through hand delivery to the Bombay Stock Exchange.

IX. GENERAL SHAREHOLDER INFORMATION:

i. Annual General Meeting:

<i>Date and Time of Meeting</i>	<i>Venue of the Meeting</i>
September 25, 2008 at 11.00 a.m	2/A, 2nd Floor, Citimall, Link Road, Andheri (W), Mumbai – 400 053

ii. Financial Calendar for the year 2007-08 (tentative):

Financial Year : April 1 to March 31

Board meeting for approval of quarterly results :

<i>Sr. No.</i>	<i>Financial Calendar</i>	<i>Tentative Schedules</i>
1.	Financial reporting for the quarter ended June 30, 2008.	Before the end of July, 2008
2.	Financial reporting for the half year ending September 30, 2008.	Before the end of October, 2008
3.	Financial reporting for the quarter ending December 31, 2008.	Before the end of January, 2009
4.	Financial reporting of for the year ending March 31, 2009.	Before the end of April, 2009
5.	Audited Yearly Results for the year ended March 31, 2009.	Before the end of August, 2009

iii. Dates of Book Closure:

September 23, 2008 to September 25, 2008 (Both days inclusive).

iv. Dividend Payment Date: N.A.

v. Listing on Stock Exchange :

The Equity Share of the Company are listed at the
Bombay Stock Exchange Limited
 Phiroze Jeejeebhoy Towers,
 Dalal Street, Mumbai-400 001.

vi. Stock Code:

BSE Stock Code: 531668

vii. Market Price Data:

The monthly high and low quotations traded on Bombay Stock Exchange Limited:

Month	High	Low
April'07	10.65	9.28
May'07	9.20	6.61
June'07	6.62	5.97
July'07	10.00	9.51
August'07	13.49	12.27
September'07	20.60	18.70
October'07	20.75	18.45
Novemeber'07	25.10	20.75
December'07	25.60	23.10
January'08	26.60	17.60
February'08	18.50	13.20
March'08	16.00	8.85

viii. Registrar and Share Transfer Agent:

Adroit Corporate Services Pvt. Ltd.

19, Jafarbhoy Industrial Estate,

Makwana Road, Marol Naka,

Andheri (East) Mumbai – 400 059.

Tel : 022-2859 4060

Fax : 022-2850 3748

Email : adroits@vsnl.netWebsite : www.adroitcorporate.com

ix. Share Transfer System:

All the communications regarding change of address (if the shares are held in physical form), transfer of shares and change of mandate (if the shares are held in physical form) can be addressed to Registrar & Share Transfer agent M/s. Adroit Corporate Services Pvt. Ltd.

x. Distribution of shareholding as on March 31, 2008:

(a) Distribution of shareholding as on March 31, 2008

No. of equity shares	Shareholders		No. of Shares	
	No.	% of holders	No.	% shares
Upto-500	858	59.21	214067	1.07
501-1000	301	20.77	272091	1.36
1001-2000	95	6.56	146534	0.73
2001-3000	46	3.17	118484	0.59
3001-4000	30	2.07	108274	0.54
4001-5000	13	0.90	61525	0.31
5001-10000	44	3.04	332894	1.67
10001 – and above	62	4.28	18716251	93.73
Total	1449	100.00%	19970100	100.00%

(b) Shareholding Pattern as on March 31, 2008:

	Category	% of Shareholding	No. of Shares held
(A)	Promoter's Holdings		
1.	Promoters		
	Indian Promoters	14.20%	2,836,481
	Foreign Promoters	Nil	Nil
2.	Persons Acting in Concert	Nil	Nil
	Sub Total (A)	14.20%	2,836,481
(B)	Non-promoters Holding		
3.	Institutional Investors		
	(a) Mutual Funds and UTI	Nil	Nil
	(b) Banks, Financial Institutions, Insurance Companies (Central/State Govt. Institutions/Non Govt. Inst.)	Nil	Nil
	(c) FIIs	Nil	Nil
	Sub Total	Nil	Nil
4.	Others		
a.	Private Corporate Bodies	47.72%	9,529,589
b.	Indian Public	37.43%	7,474,363
c.	NRI/OCBs	0.41%	81,786
d.	Any other-Clearing Members	0.24%	47,881
	Sub Total (B)	85.80%	17,133,619
	Grand Total	100.00%	19,970,100

xi. Dematerialization of Equity shares:

62.74% of the Equity shares of the Company have been dematerialized as on March 31, 2008. The Company has entered into agreements with both National Securities Depository Limited and Central Depository Securities Limited whereby shareholders have an option to dematerialize their shares with either of the depositories.

xii. Listing Fee:

The Annual Listing Fees payable for the financial year 2008-09 have been paid to the Bombay Stock Exchange Limited.

xiii. Demat Arrangement:

The Company has an electronic connectivity of shares with the NSDL and CDSL

ISIN No. is INE661D01015

xiv. Registered Office of the Company:

2/A, 2nd Floor, Citimall, Link Road,
Andheri (W), Mumbai – 400 053

FOR : NAVIN CHOUDHARY & ASSOCIATES
CHARTERED ACCOUNTANTS

Sd/-

NAVIN CHOUDHARY
PROPRIETOR
Membership No. 46627

xv. E-mail ID

www.visioncorpltd.com

PLACE: MUMBAI
DATE : 21st August' 2008

AUDITOR'S REPORT

THE MEMBERS OF
VISION CORPORATION LIMITED

1. I have audited the attached Balance Sheet of VISION CORPORATION LIMITED as at 31st March 2008 and also the Profit and Loss Account of the Company for the year ended on that date, annexed thereto and the Cash Flow Statements for the period ended on that date. These financial statements are the responsibility of the company's management. My responsibility is to express an opinion on these financial statements based on our audit.

2. I conducted my audit in accordance with auditing standards generally accepted in India. Those Standards require that I plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. I believe that our audit provides a reasonable basis for my opinion.

3. As required by the Companies (Auditors Report) Order, 2003 (CARO) as amended by the Companies (Auditor's Report) (Amendment) order, 2004 (together the 'Order'), issued by the Central Government of India in terms of Section 227 (4A) of the Companies Act, 1956, I considered appropriate, and according to the information and explanations given to me, I give in the Annexure a statement on the matters specified in the paragraph 4 and 5 of the said Order.

4. Further to our comments in the Annexure referred to above, we report that:

a) I have 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 my opinion, proper books of accounts as required by Law have been kept by the Company so far as appears from my examinations of those books.

c) The Balance Sheet, Profit & Loss Account and cash Flow Statement dealt with this report are in agreement with the books of account.

d) In our opinion, the Balance Sheet, the Profit & Loss Account, and the Cash Flow Statement dealt with by this report are in compliance with the Accounting standards referred to in Sub Section (3c) of Section 211 of the Companies Act, 1956.

e) On the basis of the written representations received from the directors as on 31st March 2008, I report that none of the directors is disqualified as on 31st March 2008 from being appointed as a director under Section 274(1) (g) of the Companies Act, 1956.

f) *Subject to note 11 of Schedule 'O' relating to non-disclosure of status of creditors and non-provision of interest thereon required under the Micro, Small and Medium Enterprises Development Act' 2006, in our opinion and according to the best of information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with accounting principles generally accepted India:*

(i) in so far as it relates to the Balance Sheet of the state of affairs of the Company as at 31st March, 2008; and

(ii) in so far as it relates to the Profit & Loss account of the "Profit" of the Company for the year ended on that date.

(iii) in the case of Cash Flow Statement of the cash flow for the year ended on that date.

FOR NAVIN CHOUDHARY & ASSOCIATES
CHARTERED ACCOUNTANTS

PLACE: MUMBAI
DATE: 21st August' 2008

sd/-
NAVIN CHOUDHARY
PROPRIETOR
Membership No. 46627

ANNEXURE REFERRED TO IN PARAGRAPH 3 OF OUR REPORT OF EVEN DATE

1. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
(b) The Management during the year has physically verified major fixed Assets of the Company and according to the information given to us; no discrepancies have been arrived in respect of the Assets.
(c) During the year the company has not disposed off a substantial part of its fixed assets.
 2. (a) The inventory has been physically verified during the year by the management. In my opinion, the frequency of verification is reasonable.
(b) In my opinion and according to the explanations given to me, the procedures of physical verification of stocks followed by the management are reasonable and adequate in relation to the size of the company and nature of its business.
(c) The Company is maintaining proper records of inventory. No material discrepancies have been noticed on physical verification of stocks as compared to book records.
 3. In respect of loans, secured or unsecured, granted or taken by the Company to/from companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956:
(a) The Company has not granted any loans to companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956 but has taken unsecured loans from two parties amounting to Rs.68.11 Lacs. The Maximum balance outstanding was Rs. 81.99 Lacs.
(b) In my opinion and according to the information and explanations given to me, the company has taken unsecured loans are interest free and other terms are not prejudicial to the interest of the company.
(c) In respect of the interest free unsecured loans, the amounts were repaid as per stipulation.
(d) There is no overdue amount in respect of loans taken by the Company. The company had not given loans to any party ; hence there were no overdue payments.
 4. In my opinion, there is adequate internal control system commensurate with the size of the company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. However, the system of confirmation / reconciliation of balances, needs to be strengthened to make them commensurate with the size of the Company and the nature of its business.
 5. In respect of transactions covered under Section 301 of the Companies Act, 1956:
 - a. According to the information and explanation given to me, the transaction made in pursuance of contracts or arrangements, that needed to be entered into register maintained under Section 301 of the Companies Act, 1956 have been entered.
b. In my opinion, and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the register maintained under Section 301 of the Companies Act, 1956, aggregating during the year to Rs. 5 lacs or more in respect of each party, have been made at the prices which are reasonable having regard to prevailing market prices at the relevant time as available with the company.
 6. In my opinion and according to the explanations given to us, the company have not accepted any deposits referred in Section 58A and 58AA or any other relevant provisions of the Act and the Companies (Acceptance of Deposits) Rules, 1975 with regard to the deposits accepted from the public.
 7. In my opinion, the company has an in-house internal audit system, which is commensurate with the size and nature of its business.
 8. As per information and explanation given to me, the Company is in Media Business hence The Central Government has not prescribed maintenance of cost records under Section 209(1)(d) of the Companies Act, 1956.
 9. a. In the opinion of the management and explanation given to us, the retirement's benefits are not applicable to the Company (for details refer to note 6 of Schedule).
b. In the opinion of the management and explanation given to us, the company is generally regular in depositing with the appropriate authorities' undisputed statutory dues including Investor Education and Protection Fund, Income Tax, Sales tax, Wealth tax, service tax, Custom duty, Excise duty, Cess and other material Statutory Dues applicable to it. There were no arrears as at 31st March 2008 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 Investor Education and Protection Fund, sales tax, Income tax, Wealth tax, Service tax, Custom duty, Excise duty or Cess and other material statutory dues, outstanding on account of any dispute.
10. The company does not have accumulated losses at the end of the financial year and has not incurred any cash losses in the current and immediately preceding financial year.
 11. According to the information and explanation given to me and the records examined by me, the company has not defaulted in repayment of dues to financial institution, banks or debenture holders.

12. According to the information and explanation given to me, the company has not granted any loans on the basis of security by way of pledge of shares, debentures and other securities.
13. In my opinion and according to the information and explanations given to me, the nature of activities does not attract any special statue applicable to chit fund and nidhi/mutual benefit funds/societies. Therefore, the provisions of Clause 4(xiii) of the Order, are not applicable to the Company.
14. In my opinion and according to the information and explanations given to me, the company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Order, are not applicable to the Company.
15. According to the information and explanation given to me and the records examined by me, the company had not given any guarantee to banks for loans taken by a group concern or others.
16. As informed to me, the company has not availed any term loans and working capital loans during the year.
17. On the basis of an overall examination of the balance sheet and the cash flows of the company and the information and explanations given to us, I report that the Company has not utilized any funds raised on short-term basis for long-term investments.
18. The Company has not made preferential allotment of shares to parties or companies covered under Section 301 of the Companies Act., 1956.
19. According to the information and explanations given to me, the company has not issued any debentures during the year. Accordingly, the provisions of clause (xix) of the Order are not applicable to the Company.
20. The Company has not raised money through public issue during the year but has made Preferential Allotment of shares.
21. Based upon the audit procedures performed and information and explanations given to us, I report that no fraud on or by the Company has been noticed or reported during the course of our audit.

PLACE: MUMBAI
DATE: 21st August' 2008

FOR NAVIN CHOUDHARY & ASSOCIATES
CHARTERED ACCOUNTANTS

sd/-
NAVIN CHOUDHARY
PROPRIETOR
Membership No. 46627

VISION CORPORATION LIMITED

VISION CORPORATION LIMITED

Balance Sheet As on 31st March, 2008

Particulars	Sch.	As on 31/03/2008		As on 31/03/2007	
		Rs.	Rs.	Rs.	Rs.
Sources of Funds					
Capital	A	199,701,000		60,701,000	
Reserve & Surplus	B	22,430,343		409,375	
Unsecured Loans	C	6,811,241	6,811,241	5,705,050	5,705,050
Total			228,942,584		66,815,425
Application of Funds					
Fixed Assets					
a. Gross Block	D	17,215,346		2,503,123	
b. Less: Depreciation		2,161,565		390,502	
c. Net Block		15,053,781		2,112,621	
d. Capital Work-In-Progress		602,000	15,655,781	12,496,776	14,609,397
Investments	E		109,000,000		0
Net Deferred Tax Assets			156,030		0
<u>Current Assets, Loans & Advances</u>					
Inventories		74,084,550		11,645,000	
Sundry Debtors		24,810,927		28,958,085	
Cash & Bank Balances		1,128,416		4,634,103	
Loans & Advances		54,952,610		24,837,819	
			154,976,503	70,075,007	
<u>Less : Current Liabilities & Provisions</u>					
Current Liabilities	G	57,017,490		23,452,332	
Provisions		778,883		464,244	
		57,796,373	97,180,130	23,916,576	46,158,431
Miscellaneous Expenditure	H		6,950,643		6,047,597
Notes To Accounts	O				
Total			228,942,584		66,815,425

As per our Report of Even Date

For Navin Choudhari & Associates

Chartered Accountants

sd/-

Navin Choudhari

Proprietor

No Membership No. 46627.

Place : MUMBAI

Date : 21/08/2008

For VISION CORPORATION LIMITED

sd/-

MANAGING DIRECTOR

sd/-

DIRECTORS

VISION CORPORATION LIMITED

Trading, Profit & Loss Account for the year ended 31st March, 2008

Particulars	Sch.	For the year ended 31/03/2008		For the year ended 31/03/2007	
		Rs.	Rs.	Rs.	Rs.
Income					
Sales	I	130,960,500		55,337,000	
Other Income	J	4,579,879		17,691	
Profit on Sale of Assets	K	418,000	135,958,379	0	55,354,691
Expenditure					
Cost of Materials	L	126,926,172		53,097,429	
Administrative & Other Expenses	M	3,773,644		1,331,533	
Loss on Sale of Assets	N	169,679		0	
Priliminary Expenses written off		194,454		194,454	
Depreciation		2,136,017	133,199,966	390,502	55,013,918
Net Profit Before Tax			2,758,412		340,773
Less : Provision for Tax			-439,160		-105,300
			2,319,252		235,473
Less : Provision for Fringe Benefit Tax			-54,313		-47,695
			2,264,939		187,778
Add/Less : Provision for Deferred Tax			156,030		0
			2,420,969		187,778
Add/Less : Profit / Loss of Previous Year			409,374		221,597
			2,830,343		409,375
Net Profit after tax transferred to Balance Sheet			2,830,343		409,375
			0.24		0.03

Earnings Per Share

As per our Report of Even Date

For Navin Choudhari & Associates

Chartered Accountants

sd/-

Navin Choudhari

Proprietor

No Membership No. 46627.

Place : MUMBAI

Date : 21/08/2008

For VISION CORPORATION LIMITED

sd/-

MANAGING DIRECTOR

sd/-

DIRECTORS

VISION CORPORATION LIMITED

VISION CORPORATION LIMITED

Schedules Annexed to and forming part of Balance Sheet as on 31/03/2008

Schedule A : Share Capital	Rs.	
Particulars	31/03/2008	31/03/2007
Authorised Share Capital		
20000000 EQUITY SHARES OF RS.10 EACH	200,000,000	55,000,000
	200,000,000	55,000,000
Issued Subscribed and paid up Capital		
19970100 EQUITY SHARES OF RS.10 EACH(PREVIOUS YEAR 5070100 EQUITY SHARES OF RS 10EACH FULLY PAID UP)	199,701,000	50,701,000
PREFERENTIAL CONVERTIBLE SHARE WARRANT OF RS.10 EACH	0	10,000,000
	199,701,000	60,701,000
Total Share Capital	199,701,000	60,701,000

Schedule B : Reserves & Surplus	Rs.	
Particulars	31/03/2008	31/03/2007
SHARE PREMIUM	19,600,000	0
Profit & Loss A/c	2,830,343	409,375
	22,430,343	409,375

Schedule C : Unsecured Loans	Rs.	
Particulars	31/03/2008	31/03/2007
Unsecured Loans - From Others	3,850,191	5,238,000
Unsecured Loans - From Directors / Managers	2,961,050	467,050
	6,811,241	5,705,050

Schedule D : Fixed Assets	Rs.										
Particulars	Rate of Depn.	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		Op. as on 01/04/2007	Additions	Deduction	Cost as on 31/03/2008	Op. as on 01/04/2007	for the year	Deductions	Cl. as on 31/03/2008	As on 31/03/2008	As on 31/03/2007
LAND & LAND DEVELOPMENT	0.00	982000	0	982000	0	0	0	0	0	0	982000
COMPUTER	40.00	43038	275580	0	318618	17215	77556	0	94771	223847	25823
FUNITURE & FIXTURES	18.10	24272	7775000	0	7799272	4394	1415266	0	1419660	6379612	19878
MOTOR CAR	25.89	1409633	1278500	1409633	1278500	364954	248253	364954	248253	1030247	1044679
OFFICE EQUIPMENTS	13.91	44180	10500	0	54680	3939	6728	0	10667	44013	40241
OFFICE BUILDING	5.00	125000	7639276	0	7764276	0	388214	0	388214	7376062	125000
Total		2628123	16978856	2391633	17215346	390502	2136017	364954	2161565	15053781	2237621
Previous year Total		2487133	15990	0	2503123	390502	0	0	390502	2112621	2096631

VISION CORPORATION LIMITED

Schedules Annexed to and forming part of Balance Sheet as on 31/03/2008

Schedule E : Investments		Rs.	
Particulars	31/03/2008	31/03/2007	
Long Term Investment (Trade)			
<u>Shares</u>			
POL INDIA PROJECTS LTD EQ SH APPLICATION	71,060		0
POL INDIA PROJECTS LTD EQ SHARES	108,928,940		0
	109,000,000		0
<u>Total Investments</u>	109,000,000		0
Aggregate book value of unquoted investments	109,000,000		0
Schedule F : Current Assets, Loans & Advances		Rs.	
Particulars	31/03/2008	31/03/2007	
Current Assets			
Inventories			
STOCK ON HAND	74,084,550		11,645,000
	74,084,550		11,645,000
Cash & Bank Balances			
Cash balance on hand	1,034,883		71,142
	1,034,883		71,142
<u>Bank Balance with Scheduled Banks</u>			
- On Current Accounts	93,534		4,562,961
	93,534		4,562,961
	1,128,416		4,634,103
Sundry Debtors			
<u>Secured considered good</u>			
O/S for more than six months	7,010,885		28,958,085
Other Debtors	17,800,042		0
	24,810,927		28,958,085
Total Current Assets	100,023,893		45,237,188
Loans & Advances			
<u>Unsecured Considered Good</u>			
Deposits	754,500		2,142,500
Other Loans and Advances	54,198,110		22,695,319
	54,952,610		24,837,819

VISION CORPORATION LIMITED

VISION CORPORATION LIMITED

Schedules Annexed to and forming part of Balance Sheet as on 31/03/2008

Schedule G : Current Liabilities & Provisions

	Rs.	
Particulars	31/03/2008	31/03/2007
<u>Current Liabilities</u>		
Sundry Creditors - Others	55,171,415	23,452,332
Other Liabilities	1,846,075	0
	57,017,490	23,452,332
<u>Provisions</u>		
Provision for Taxation	467,723	105,300
Other Provisions	311,160	358,944
	778,883	464,244
	57,796,373	23,916,576

Schedule H : Miscellaneous Expenditure

	Rs.	
Particulars	31/03/2008	31/03/2007
<u>Preliminary Expenses</u>		
PRELIMINARY & PUBLIC ISSUE EXPENSES	6,367,280	5,269,780
PRE-OPERATIVE EXPENSES	583,363	777,817
	6,950,643	6,047,597

Schedule I : Sales

	Rs.	
Particulars	31/03/2008	31/03/2007
SALES	130,960,500	55,337,000
	130,960,500	55,337,000

Schedule J : Other Income

	Rs.	
Particulars	31/03/2008	31/03/2007
MEMBERSHIP FEES RECIEVED	26,275	0
SPONSERSHIP INCOME	850,000	0
OTHER INCOME	20,000	17,691
INTEREST ON FD	442,238	0
ROYALTY INCOME	1,238,587	0
SHORT TERM CAPITAL GAIN	2,002,778	0
	4,579,879	17,691

VISION CORPORATION LIMITED

VISION CORPORATION LIMITED

Schedules Annexed to and forming part of Balance Sheet as on 31/03/2008

Schedule K : Profit on Sale of Assets

	Rs.	
Particulars	31/03/2008	31/03/2007
Profit on Sale of Land	418,000	0
	418,000	0

Schedule L : Cost of Materials

	Rs.	
Particulars	31/03/2008	31/03/2007
Cost of Goods Sold		
COST OF SALES		
Opening Stock - lying with us	11,645,000	6,645,000
Purchases	187,288,416	58,013,196
Closing Stock - lying with us	74,084,550	11,645,000
	126,926,172	53,097,429

VISION CORPORATION LIMITED

Schedules Annexed to and forming part of Balance Sheet as on 31/03/2008

Schedule M : Administrative & Other Expenditure

	Rs.	
Particulars	31/03/2008	31/03/2007
<u>Payments to Employees</u>		
SALARY & WAGES	989,359	317,315
	989,359	317,315
<u>Payments to Directors</u>		
DIRECTORS REMUNERATION	60,000	72,500
	60,000	72,500
<u>Administrative Expenses</u>		
AUDIT FEES	19,663	19,663
BANK CHARGES	13,487	0
BOOKS & PERIODICALS	9,437	0
BROKERAGE	16,000	0
CABLE CHARGES	3,100	297,200
COMMISSION	50,623	0
CONVEYANCE ALLOWANCE	65,469	0
DEMAT CHARGES	38,315	0
DONATION	3,000	0
ELECTRICITY CHARGES	199,594	0
INCOME TAX A.Y 2007-08	65,000	0
LEGAL & PROESSIONAL CHARGES	32,568	0
LISTING FEE	162,680	35,300
LISTING FEES	25,000	0
MAINTANENCE CHARGES	130,000	0
MEMBERSHIP FEES	19,618	0
MISC EXP	40,744	0
MOTOR CAR EXPENSE	58,564	0
OFFICE EXPENSE	56,368	0
POSTAGE & TELEGRAM	10,441	0
PRINTING STATIONERY	150,472	19,828

VISION CORPORATION LIMITED

PRIOR PERIOD EXPENSES	100,443	0
PROFESSIONAL FEE	437,767	263,616
REPAIRS & MAINTANENCE	159,389	36,048
ROC FEES	4,000	4,428
SHARE TRANSFER CHARGES	0	11,224
STAFF WELFARE	70,130	33,888
SUNDRY BALANCE W/OFF	153,319	0
SUNDRY EXPENSES	19,166	0
TELEPHONE EXPENSES	131,372	0
TRADE MARK EXP.	22,000	0
TRAVELLING EXPENSES	269,750	0
WEB HOSTING	1,508	0
	2,538,985	721,195
<u>Selling and Distribution Expenses</u>		
ADVERTISEMENT EXPENSES	13,400	0
INSURANCE EXPENSES	0	58,848
SALES PROMOTION EXPENSES	171,900	0
TELEPHONE EXPENSES	0	149,530
VEHICLE EXPENSES	0	12,145
	185,300	220,523

VISION CORPORATION LIMITED

Schedules Annexed to and forming part of Balance Sheet as on 31/03/2008

3,773,644 1,331,533

Schedule N : Loss on Sale of Assets

Rs.

Particulars	31/03/2008	31/03/2007
SHORT TERM LOSS ON SALE OF MOTOR CAR	169,679	0
	169,679	0

VISION CORPORATION LIMITED

Groupings to Schedules Annexed to Balance Sheet as on 31/03/2008

Rs.

Unsecured Loans - From Others

Morries Trading P.Ltd.	3,850,191
	3,850,191

Unsecured Loans - From Directors / Managers

FROM DIRECTORS	2,961,050
	2,961,050

Sundry Creditors - Others

ADROIT CORPORATE SERVICES P.LTD	8,635
ALIF CORPORATION	2,465
COMMUNICATIONSYSTEMS & SERVICES	884
DR.DEEPAL [FILMS TODAY]	1,000
ELIJAH MENAHEM	66,000
GANGADEVI ENTERTAINMENT LTD	863,650
HANSA GHANSHYAM BHARUCHA	350

VISION CORPORATION LIMITED

IOL BROADBAND LTD	38,040,547
IOL NET COM LIMITED	15,599,895
MEDIA BUZZZ	19,187
MR KISHOR KANUNGO	8,000
MRS CHAND KAUSAR	8,000
NEEL NETWORKS	850
NEW FILM WAVE	50,001
O/S PROFESSIONAL FEES	16,854
PENTA PRINT & DESIGN	104
RATISH TAGDE & ASSOCIATES	11,213
SAM-TECH SOLUTION	35,780
VENUS FILMS	438,000
	55,171,415

Other Liabilities

ADVANCE AGAINST ROYALTY INCOME	1,043,430
Advance from debtors	800,000
PROFESSIONAL TAX	2,645
	1,846,075

Provision for Taxation

PROVISION FOR FBT	28,563
PROVISION FOR TAXATION	439,160
	467,723

Other Provisions

AUDIT FEES	127,912
O/S EXPENSES	183,248
	311,160

VISION CORPORATION LIMITED**Groupings to Schedules Annexed to Balance Sheet as on 31/03/2008****Rs.****Inventories**

STOCK ON HAND	74,084,550
	74,084,550

Cash balance on hand

CASH ON HAND	1,034,883
	1,034,883

On Current Accounts

BANK OF BARODA	5,017
BANK OF INDIA	5,952
BHARAT CO-OPERATIVE BANK	8,984
HDFC BANK	59,539
INDUSIND	14,041
	93,534

Deposits

DEPOSIT WITH UNION BANK OF INDIA FOR SALES TAX	5,000
--	-------

VISION CORPORATION LIMITED

GOURDON & CO	749,500
	754,500
Other Loans and Advances	
Advance to creditors	35,818,941
AMIT SONI	2,000
ANIL MEHTA	7,000
BOMBAY SEZ P.LTD	10,600,000
DHARM NATH	1,000
ESSEL SHYAM COMMUNICATION LTD	500,000
LEXICON PHARMACETICAL	4,122,000
MALPANI DEVELOPERS	350,000
PREPAID EXPENSES	12,184
R.C.JAIN	993,000
TDS RECEIVABLE	267,485
UDAY RAMCHANDRA	4,500
VINAY DHUMALE PRODUCTIONS	920,000
YEZDI	600,000
	54,198,110
Debtors (O/S for more than six months)	
KATHA MEDIATIX INDIA LTD	68,500
LENZE ADVERTISING & MARKETING	5,042,385
MADHU ENTERTAINMENT ENTERPRISES LTD	200,000
MOTS INTERNATIONAL	1,000,000
TELESTIAL COMMUNICATION	700,000
	7,010,885

VISION CORPORATION LIMITED

Groupings to Schedules Annexed to Balance Sheet as on 31/03/2008

	Rs.
Debtors (others)	
IOL BROAD BAND LTD	13,520,000
PRITISH NANDI TELECOMMUNICATION LTD	2,929,500
SANJAY KAPOOR	200,000
SHANTI ENTERPRISES	600,000
ZEE ENTERTAINMENT ENTERPRISES LTD	550,542
	17,800,042
Advance from debtors	
B.G.GOSWAMI	300,000
KHUSBOO PRODUCTION	500,000
	800,000
Advance to creditors	
B.B CORPORATION	10,000,000
DURGA UDHOG	10,000,000
FAME MEDIA	2,575
FAMOUS STUDIOS LIMITED	32
KRISHNA M.A	200,000
M.TRADING	1,100,000
MADHAV ASEGAONKAR	6,693
MONA DIGITAL	14,000,000
NET INTERNETS	7,725
R.H.G FILMS	500,000
VIDEO VISION	1,916
	35,818,941

VISION CORPORATION LIMITED

VISION CORPORATION LIMITED

Groupings to Schedules Annexed to Balance Sheet as on 31/03/2008

	Rs.
Unsecured Loans - From Others	
Morries Trading P.Ltd.	3,850,191
	3,850,191
Unsecured Loans - From Directors / Managers	
FROM DIRECTORS	2,961,050
	2,961,050
Sundry Creditors - Others	
ADROIT CORPORATE SERVICES P.LTD	8,635
ALIF CORPORATION	2,465
COMMUNICATIONSYSTEMS & SERVICES	884
DR.DEEPAL [FILMS TODAY]	1,000
ELIJAH MENAHEM	66,000
GANGADEVI ENTERTAINMENT LTD	863,650
HANSA GHANSHYAM BHARUCHA	350
IOL BROADBAND LTD	38,040,547
IOL NET COM LIMITED	15,599,895
MEDIA BUZZZ	19,187
MR KISHOR KANUNGO	8,000
MRS CHAND KAUSAR	8,000
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NEW FILM WAVE	50,001
O/S PROFESSIONAL FEES	16,854
PENTA PRINT & DESIGN	104
RATISH TAGDE & ASSOCIATES	11,213
SAM-TECH SOLUTION	35,780
VENUS FILMS	438,000
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Advance from debtors	800,000
PROFESSIONAL TAX	2,645
	1,846,075
Provision for Taxation	
PROVISION FOR FBT	28,563
PROVISION FOR TAXATION	439,160
	467,723
Other Provisions	
AUDIT FEES	127,912
O/S EXPENSES	183,248
	311,160

VISION CORPORATION LIMITED

Groupings to Schedules Annexed to Balance Sheet as on 31/03/2008

	Rs.
Inventories	
STOCK ON HAND	74,084,550
	74,084,550
Cash balance on hand	
CASH ON HAND	1,034,883
	1,034,883
On Current Accounts	
BANK OF BARODA	5,017
BANK OF INDIA	5,952
BHARAT CO-OPERATIVE BANK	8,984
HDFC BANK	59,539
INDUSIND	14,041
	93,534
Deposits	
DEPOSIT WITH UNION BANK OF INDIA FOR SALES TAX	5,000
GOURDON & CO	749,500
	754,500
Other Loans and Advances	
Advance to creditors	35,818,941
AMIT SONI	2,000
ANIL MEHTA	7,000
BOMBAY SEZ P.LTD	10,600,000
DHARM NATH	1,000
ESSEL SHYAM COMMUNICATION LTD	500,000
LEXICON PHARMACETICAL	4,122,000
MALPANI DEVELOPERS	350,000
PREPAID EXPENSES	12,184
R.C.JAIN	993,000
TDS RECEIVABLE	267,485
UDAY RAMCHANDRA	4,500
VINAY DHUMALE PRODUCTIONS	920,000
YEZDI	600,000
	54,198,110
Debtors (O/S for more than six months)	
KATHA MEDIATIX INDIA LTD	68,500
LENZE ADVERTISING & MARKETING	5,042,385
MADHU ENTERTAINMENT ENTERPRISES LTD	200,000
MOTS INTERNATIONAL	1,000,000
TELESTIAL COMMUNICATION	700,000
	7,010,885

VISION CORPORATION LIMITED

VISION CORPORATION LIMITED

Groupings to Schedules Annexed to Balance Sheet as on 31/03/2008

	Rs.
Debtors (others)	
IOL BROAD BAND LTD	13,520,000
PRITISH NANDI TELECOMMUNICATION LTD	2,929,500
SANJAY KAPOOR	200,000
SHANTI ENTERPRISES	600,000
ZEE ENTERTAINMENT ENTERPRISES LTD	550,542
	17,800,042
Advance from debtors	
B.G.GOSWAMI	300,000
KHUSBOO PRODUCTION	500,000
	800,000
Advance to creditors	
B.B CORPORATION	10,000,000
DURGA UDHOG	10,000,000
FAME MEDIA	2,575
FAMOUS STUDIOS LIMITED	32
KRISHNA M.A	200,000
M.TRADING	1,100,000
MADHAV ASEGAONKAR	6,693
MONA DIGITAL	14,000,000
NET INTERNETS	7,725
R.H.G FILMS	500,000
VIDEO VISION	1,916
	35,818,941

SCHEDULES FORMING PART OF ACCOUNTS

SCHEDULE – O

NOTES ON ACCOUNTS

1. Accounting Convention:

The financial statements are prepared under the Historical Cost Convention on a Going Concern basis

The Company generally follows the Mercantile System of Accounting and recognises Income and Expenditure on Accrual basis excepts those with significant uncertainties and is consistent with generally accepted accounting principles.

The significant accounting policies followed by the Company are stated below:

a) Use of Estimates:

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reported period. Difference between the actual results and estimates are recognized in the period in which the results are known / materialized.

b) Fixed Assets:

Fixed Assets are stated at cost net of Modvat / cenvat / value added tax less accumulated depreciation and impairment loss, if any. For this purpose, cost includes cost of acquisition and all costs directly attributable to bringing the assets for its present use and condition.

c) Depreciation:

Depreciation of Fixed Assets is charged on 'Written Down Value Method' as per Schedule XIV to the Companies Act, 1956.

Leasehold land is amortized over the period of lease.

d) Impairment of Assets

An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to the profit and loss Account in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

e) Investments:

Current investments are carried at the lower of cost and quoted / fair value, computed category wise. Long-term investments are stated at cost. Provision for diminution in the value of long-term investments is made only if such a decline is other than temporary in the opinion of the management.

f) Inventories:

Inventories are valued at the lower of cost or estimated net realizable value. Cost of finished goods includes cost of material; direct labour, direct expenses and production overheads except depreciation.

g) Preliminary and Share Issue Expenses:

Preliminary and Share Issue Expenses are carried forward at cost.

Preoperative expenses have been amortised over a period of 10 years.

h) Employee Benefits:

Retirements benefits are not applicable to the Company as Company has less than 10 employees.

i) Taxes on Income:

Current tax

Provision for Income Tax is determined in accordance with the provisions of the Income Tax Act, 1961.

Deferred tax Provision

Deferred tax assets and liabilities arising on account of timing differences, being the difference between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods, are recognized using the tax rates and tax laws that have been enacted.

VISION CORPORATION LIMITED

j) **Segment Reporting:**

The Company operates only in one segment viz. Media Business and hence there are no other reportable segments as per the Accounting Standard 17.

k) **Borrowing Cost**

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to revenue.

l) **Financial Derivatives:**

Financial derivatives contracts are accounted on the date of their settlement and realized gain / loss, if any, in respect of settled contract are recognized in the profit and loss account, along with the underlying transactions.

m) **Foreign Currency Transactions:**

Transactions in foreign currencies, to the extent not covered by forward contracts, are accounted at exchange rates prevailing at the time of the transactions are affected and expressed at the year-end exchange rates. Any other exchange differences except relating to Fixed Assets are dealt with in the Profit and Loss Account. Non-monetary foreign currency items, if any, are carried at cost.

n) **Provision, Contingent Liabilities and Contingent Assets:**

Provision involving substantial degree of estimation in measurement is recognized when there is present obligation as result of past events and it is probable that will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes.

Contingent Assets are neither recognized nor disclosed in the financial statements.

2. **Contingent Liabilities not provided for**

(Amount in Rs.)

	As at 31.03.2008	As at 31.03.2007
a. Pending claim against the Company	Nil	Nil
b. Guarantee given to the bank	Nil	Nil

3. **Remuneration to the Director paid or provided in accordance with section 198 of the Companies Act, 1956.**

Since the Company does not pay any commission on its net profits, the computation of net profits as under section 349 of the Companies Act, 1956 is not required to be appended.

	31.3.2008 Rupees	31.3.2007 Rupees
Salary	60,000	60,000
Perquisites	Nil	Nil

4. The employee's provident fund Rules are not applicable to the company, As per the further explanation, the company's own staff is outside the limit set out by the Provident fund rules. The employee state insurance scheme does not apply to the employee's of the company during the year. Accordingly, the company does not have any Liability towards retirement benefits in respect of employees, as Company has less than 10 employees on pay roll.

VISION CORPORATION LIMITED

5. Deferred Tax Liabilities/(Asset)

	Deferred Tax Liability/(Asset) as at 1.4.2007	Deferred Tax Liability/(Asset) as at 31.3.2008
Deferred Tax Liabilities		
1. Difference between Book & Tax Depreciation	0	-156029
(A)		-156030
Deferred Tax Assets		
1. Unabsorbed Business Loss	Nil	Nil
2. Unabsorbed Depreciation		Nil
(B)		Nil
Deferred Tax Liability/ (Asset)	(A)-(B)	-156030

6. Earning Per Share

The computation of Earning per Share is set out below:

	Rupees except per share data	
	F.Y. 2007-08	F.Y. 2006-07
Basic & Diluted		
No. of Equity Shares Outstanding	1,99,70,100	50,70,100
Weighted Average no. of Equity Shares Outstanding (Nos)	1,16,75,715	50,70,100
Net Profit	27,70,713	1,87,778
Earning Per Share	0.24	0.03
Nominal Value per share	10.00	10.00

7. Related Party disclosure in accordance with the Accounting Standard 18 issued by the Institute of Chartered Accountants of India is as under:

Name of the related parties with whom the transaction have been made	Description of relation with the party	Nature of Transaction	Amount 2007-2008 (Rs.)	Amount outstanding as on 31.03.2008 (Rs.)
A. K. Mishra	Director	Unsecured Loan Taken	24,94,000	29,61,050
Morries Trading P.Ltd.	Company in which Director are interested	Unsecured Loan Taken	Nil	38,50,191
Shymal Basu	Director	Remuneration	60,000.00	Nil

8. The debit and credit balances in the accounts of contractors, suppliers and debtors are subject to confirmation and reconciliation.

9. In the opinion of the Board and to the best of their knowledge and belief, the value of realisation of Current Assets, Loans and Advances, in the ordinary course of business would not be less than the amount at which they are stated in the Balance Sheet.

VISION CORPORATION LIMITED

10. Details of Payments made to Auditors:

	F.Y. 2007-08	F.Y. 2006-07
Audit Fees	12360.00	12360.00
Tax Audit Fees	7303.00	7303.00
Reimbursement of expenses	Nil	Nil
Other Services	Nil	Nil
Total	19663.00	19663.00

11. The Company has not received information from vendors regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosure relating to amounts unpaid as at the year end together with interest payable under this Act has not been provided in the books. During the year the Company has not made any payments on account of interest to such creditors. Under the circumstances, the Company could not ascertain interest element of cost to be charged to profit and loss account.

12. Disclosure as per clause 32 of Listing Agreement:

Company has no loans & advances in the nature of Loans given to Subsidiaries, Associate and others.

13. Figures of previous years have been regrouped and re-arranged wherever necessary.

14. As the Company is in Media Industry Additional Information Pursuant to the Provision of Paragraph 3 and 4 in Para II of Schedule VI to the Companies Act, 1956 is not furnished.

15. Particulars of Foreign Exchange

	F.Y. 2007-2008	F.Y. 2006-2007
a) Expenditure in Foreign Currency		
Raw Material (C.I.F.)	Nil	Nil
e) Earnings in Foreign Currency	Nil	Nil

CASH FLOW STATEMENT FOR THE YEAR 2007-2008

	2007-2008	2006-2007
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax & extraordinary items	2,758,412	187,778
Adjustment for :		
Depreciation	2,136,017	390,502
Interest and Financial Expenses	-	-
Misc. expenditure written off	194,454	194,454
Bad Debs	153,319	-
Operating Profit before working capital changes	5,242,202	772,734
Adjustment for :		
Trade and other receivables	(25,967,633)	(19,021,342)
Inventories	(62,439,550)	(5,000,000)
Trade payable and provisions	33,529,973	21,241,662
Cash Flow from Operations	(49,635,008)	(2,006,946)
Income Tax Paid	(25,750)	-
Cash Used in Operating Activities	(49,660,758)	(2,006,946)
Net Cash used in Operating Activities (A)	(49,660,758)	(2,006,946)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchased of Fixed Assets	(5,728,620)	15,990
Subsidy Received on Fixed Assets Investment	-	-
Purchase of Investment	(109,000,000)	(2,100,000)
Sale of other assets	2,275,000	-
Capital Working in Progress		5,443,457
Net Cash from Investing Activities (B)	(112,453,620)	3,359,447
C. CASH FLOW FROM FINANCING ACTIVITIES		
Equity Share Capital raised	158,600,000	-
Unsecured Loans	1,106,191	9,799,777
Preoperative Exp. Incurred	(1,097,500)	-
Interest and Finance Expenses	-	-
Net Cash Used in Financing Activities (C)	158,608,691	9,799,777
Cash & Cash Equipvalents as at (Closing Balance)	1,128,416	4,634,103
Cash & Cash Equipvalents as at (Opening Balance)	4,634,103	200,719
Net Increase	(3,505,687)	4,433,384

Notes : Figures in brackets represent outflow.
 Extracted from Audited Financial Statements
 and certified to be in accordance therewith.
 For Navin Choudhary & Associates
 Chartered Accountants

For and on behalf of the Board

Managing Director

Navin Choudhary
 Proprietor
 Membership No.
 Mumbai

Dated : 29th Aug 2008

Director

Director

VISION CORPORATION LIMITED

**16. STATEMENT PURSUANT TO PART IV OF SCHEDULE VI TO THE COMPANIES ACT, 1956
BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE:**

I. Registration Details

Registration No. 86135 State Code : 11
Balance Sheet Date 31 03 2008

II. Capital raised during the year (Amount in Rs. Lacs)

Public Issue Nil Right Issue Nil
Bonus Issue Nil Private Placement(including Share Premium) 168600

III. Position of Mobilisation and Deployment of Funds (Amount in Rs. Lacs)

Total Liabilities	229292	Total Assets	229292
Sources Of Funds		Reserves and Surplus	22780
Paid Up Capital	199701		
Un Secured Loans	6811		
Application Of Funds			
Net Fixed Assets	15656	Investments	109000
Net Current Assets	97530	Misc. Expenditure	6950
Accumulated Losses	Nil	Deferred Tax Asset	156

IV Performance of Company (Amount in Rs. Lacs)

Turnover /Other Receipts	135958	Total Expenditure	133200
+/- Profit/Loss Before tax	+2758	+/- Profit/Loss After Tax	+ 2771
	(+) for Profit (-) for Loss		
Earning per Share	Rs. 0.24	Dividend	Nil

**V Generic Names of Principal Products/Services of Company
(as Per monetary terms)**

1. Item Code No. (ITC Code)
Product Description

As per our report of even date
For **Navin Choudhary & Associates**
Chartered Accountants

sd/-
Naveen Choudhary
Proprietor
Membership No. 46627

For and on behalf of the Board

sd/-
Managing Director.

sd/- sd/-
Director Director

Mumbai
Dated: August 21, 2008

VISION CORPORATION LIMITED

ATTENDANCE SLIP

VISION CORPORATION LIMITED

Regd Off: 2/A., 2nd Floor, Citimall, Link Road, Andheri (W), Mumbai 400053

Thirteenth Annual General Meeting to be held on Thursday, September 25, 2008 at 11.00 a.m. at 2/A., 2nd Floor, Citimall, Link Road, Andheri (W), Mumbai 400053.

Regd. Folio No. _____

Certify that I am a registered Shareholder / proxy for the registered shareholder of the Company.

I hereby record my presence at the Thirteenth Annual Ordinary General Meeting to be held on Thursday, September 25, 2008 at 11.30 a.m. at 2/A., 2nd Floor, Citimall, Link Road, Andheri (W), Mumbai 400053.

Member's Proxy Name (in Block Letter) _____

Member's / Proxy Signature _____

Note: Please fill this attendance slip and hand it over at the ENTRANCE.

..... TEAR HERE

VISION CORPORATION LIMITED

Regd Off: 2/A., 2nd Floor, Citimall, Link Road, Andheri (W), Mumbai 400053.

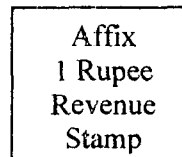
FORM OF PROXY

I/We _____ Of _____ in _____ the _____ District of _____ being a member/members of the above-named company hereby appoint _____ of _____ or failing him / her _____ of _____ as my / our proxy to vote for me / our behalf at the THIRTEENTH ANNUAL GENERAL MEETING of the Company to be held on Thursday, September 25, 2008 at 11.00 a.m. and any adjournment thereof.

Signed this _____ day _____ 2008

Signature _____

Regd. Folio No. _____



Note: This form in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered office of the Company, not less than 48 hours before the meeting.

BOOK – POST

TO,

If undelivered, please return to:

VISION CORPORATION LTD.,
Registered Office: 2/A., 2nd Floor,
Citimall, Link Road,
Andheri (W), Mumbai 400053.