

BOOK POST



VISION CINEMAS LTD

(Formerly VISION TECHNOLOGY INDIA LTD)

BANGALORE

25th Annual Report
2017-18

Board of Directors : RANGAVASANTH B.
Chairman & Managing Director

SHAMALA B. R.
Director

ANITHA VASANTH
Whole time Director

Auditors : V Sagar &Co.,
Chartered Accountants
Bangalore.

Regd. Office : 12/11/7, Brigade,
Lavelle Lavelle Road,
Bengaluru – 560 001

Bankers : ICICI BANK LIMITED
INDIAN BANK

NOTICE

Notice is hereby given that the Twenty Fifth (25th) Annual General Meeting of VISION CINEMAS LIMITED, will be held on Saturday the 29th September 2018 at 9.30 am at the Long LEG Hall, KSCA Club House, M G Road, Bangalore - 560 001 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Financial Statement as at 31st March 2018, and reports of the Board of Directors, Corporate Governance and Auditors thereon.
2. To appoint a Director in place of Shri. Anita Vasant (DIN: 01763255), Director, who retires by rotation and being eligible, offer himself for re-appointment.
3. To appoint Auditors and fix their remuneration and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Rules made thereunder, as amended from time to time, M/s. V. Sagar & Co., (Firm Registration No: 016658S) Chartered Accountants, be and is hereby appointed as a statutory auditor of the company, to hold office for a period of Five (5) consecutive years commencing from the financial year 2018-19 and that such remuneration may be paid on progressive billing basis.

By Order of the Board
Vision Cinemas Limited

Bangalore
14/08/2018

Sd/-
RANGAVASANTH. B
Chairman & Managing Director | DIN 1763289

NOTES:

1. A member entitled to attend and vote in the above meeting is entitled to appoint one or more proxies to attend and vote instead of him and such proxy need not be a member of the Company. In order for proxies to be effective, they must be received by the Company not less than 48 hours before the meeting.
2. Pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 the Company is pleased to offer the facility for e-voting for all the businesses mentioned in the notice. The members can exercise their right to vote through electronic means. The instruction for e-voting is annexed to the notice.
3. The Register of members and the Share Transfer Books in respect of the equity shares of the company will remain closed from 22/09/2018 to 29/09/2018 (both days inclusive). Members are requested to notify change in address, if any, immediately to Integrated Registry Management Services Private Limited, 30 Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bengaluru 560 003, quoting folio number / demat particulars.
4. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company

electronically. The e-mails IDs may be sent to the Company's registered office or to the Registrar and Share Transfer agents through a letter duly signed by the member indicating Folio number/demat particulars.

5. All documents referred to in the above notice are open for inspection at the Registered Office of the Company between 10 a.m. and 1.00 p.m. on all working days upto the day of the Annual General Meeting.
6. Members/Proxies should bring the Annual report and the duly filled in Attendance Slip. The attendance slip shall be handed over at the entrance of the hall.

By Order of the Board
Vision Cinemas Limited

Bangalore
14/08/2018

Sd/-
RANGAVASANTH. B
Chairman & Managing Director | DIN 1763289

TWENTY FIFTH ANNUAL GENERAL MEETING ATTENDANCE SLIP

Members or their proxies are requested to present this form for admission, duly signed in accordance with their specimen signatures registered with the Company

Folio # _____ DP Id* _____ Client Id* _____ Shares held _____

Name & Address of Shareholder in full _____

I hereby record my presence at the TWENTYFIFTH ANNUAL GENERAL MEETING of the Company to be held on 29th September 2018 at 9.30 am at the Long LEG Hall, KSCA Club House, M G Road, Bangalore - 560 001

MEMBER'S SIGNATURE

Member's/Proxy's name in block letters

Member's/Proxy's Signature

*Applicable for investors holding shares in dematerialized form

NOTE: Your entry to the meeting will be regulated by this Admission Slip

Form No. MGT – 11

Proxy Form

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

CIN: L33129KA1992PLC013262

Name of the Company: VISION CINEMAS LIMITED

Registered Office: 12/11/7, Brigade Lavelle Lavelle Road Bengaluru Bangalore KA 560001 IN.

Name of the Member (s) :

Registered address:

E-mail Id:

Folio No / Client Id:

DP ID:

I / We, being the member(s) of ____ shares of the above mentioned company, hereby Appoint

1. Name: _____

Address: _____

E-mail Id: _____

Signature: _____, or failing him/her

2. Name: _____

Address: _____

E-mail Id: _____

Signature: _____, or failing him/her

3. Name: _____

Address: _____

E-mail Id: _____

Signature: _____, or failing him/her

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Annual General Meeting of the Company, to be held on 29th September 2018 at 9.30 am at the Long LEG Hall, KSCA Club House, M G Road, Bangalore - 560 001 and at any adjournment thereof, resolutions as set out in the Notice convening the meeting.

Signed this ____ day of _____, 2018

Signature of Shareholder

Affix
Revenue
Stamp

Signature of Proxy Holder (s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.

FORM NO. MGT-12**Polling Paper**

Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

VISION CINEMAS LIMITED

Registered office address: 12/11/7, Brigade Lavelle Lavelle Road Bengaluru Bangalore KA 560001 IN

BALLOT FORM

1.	Name(s) & Registered Address of the Sole / First named Member		
2.	Name(s) of the Joint holder(s), if any		
3.	Registered Folio Number / DP ID No. / Client ID No. * (*Applicable to investors holding shares in dematerialised form)		
4.	Number of Ordinary Share(s) held		
5.	I/We hereby exercise my/our vote(s) in respect of the Resolutions set out in the Notice of the Thirty Four Annual General Meeting (AGM) of the Company on Saturday the 29th September 2018 by making my/our assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate box below:		
Agenda Item No.	Description of Resolution	(FOR)	(AGAINST)
		I/We assent to the Resolutions	I/We dissent to the Resolutions
ORDINARY BUSINESS			
1.	Adoption of audited Financial Statement as at 31st March 2018, and reports of the Board of Directors, Corporate Governance and Auditors thereon.		
2.	To appoint a Director in place of Shri. Anita Vasant (DIN: 01763255), Director, who retires by rotation and being eligible, offer himself for re-appointment.		
3.	To appoint V. Sagar & Co., as a Statutory Auditor of the company for the next 5 financial year.		

Place:

Date:

Signature of the Member

DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting the Twenty Fifth Annual Report on the Business and Operations of the Company and Financial Results for the year ended 31st March 2018.

FINANCIAL RESULTS	As at 31st March 2018 Rupees	As at 31st March 2017 Rupees
01 REVENUE FROM OPERATIONS		
Net Revenue from Operations	16,00,000	12,35,833
02 OTHER INCOME		
03 TOTAL REVENUE [1 + 2]	16,00,000	12,35,833
04 EXPENSES		
Cost of Material Consumed	7,68,000	5,95,112
Changes in Inventories of Finished Goods, WIP & Stock in Trade	0	0
Employee Benefit Expenses	0	0
Finance cost	0	410
Depreciation and Amortization Expenses	1,72,759	1,61,248
Other Expenses	9,19,816	6,84,846
Total Expenses	18,60,575	14,41,616
05 PROFIT / (LOSS) BEFORE EXCEPTIONAL AND EXTRAORDINARY ITEMS AND TAX [3-4]	(2,60,575)	(2,05,783)
06 EXCEPTIONAL ITEMS	-	-
07 PROFIT / (LOSS) BEFORE EXTRAORDINARY ITEMS AND TAX [5-6]	(2,60,575)	(2,05,783)
08 EXTRAORDINARY ITEMS	-	-
09 PROFIT / (LOSS) BEFORE TAX [7 - 8]	(2,60,575)	(2,05,783)
10 TAX EXPENSES		
1. Current Tax [MAT]	-	-
Less: MAT Credit entitlement	-	-
Net Current Tax	-	-
2. Deferred Tax: Asset/(Liability)	(3,63,219)	14,873
11 PROFIT / [LOSS] FOR THE PERIOD FROM CONTINUING OPERATIONS [9-10]	1,02,643	(2,20,656)
12 PROFIT / [LOSS] FROM DISCONTINUING OPERATIONS	-	-
13 TAX EXPENSES OF DISCONTINUING OPERATIONS	-	-
14 PROFIT / [LOSS] FROM DISCONTINUING OPERATIONS [AFTER TAX] [12-13]	-	-
15 PROFIT / [LOSS] FOR THE PERIOD [11+14]	1,02,643	(2,20,656)
16 EARNING PER EQUITY SHARE (Basic and Diluted)	(0.002)	(0.004)

Note: Figures in bracket indicate loss. Previous year's figures have been regrouped / reclassified wherever necessary.

DIVIDEND:

Since the unabsorbed loss persists, the Directors have not recommended any dividend for the year.

RESERVE & SURPLUS

No amount is proposed to be transferred to the General Reserve.

CHANGE IN NATURE OF BUSINESS:

There were no changes in the nature of business during the financial year.

PROFITABILITY:

Due to adverse market conditions in the industry, there is a loss in the company. Depreciation is a contributor for the book loss and the Company does not have cash loss to that extent. There has been underutilization leading to loss. However, the Company has settled and paid all FIIs and Banks.

FINANCE AND TAXATION:

The company does not have any financial limits with any Bank.

Income tax assessment for the assessment years 2016-17 is in progress.

FIXED DEPOSITS:

During the year under review, the Company has not accepted any Fixed Deposits from the Public.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS/OUTFLOW:

As required by the Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988, the relevant data pertaining to Conservation of Energy, Technology Absorption and Foreign Exchange earnings and outgo are given in the Annexure – 2 forming part of this Report.

INDUSTRIAL RELATIONS AND CORPORATE SOCIAL RESPONSIBILITY (CSR)

Your Directors are pleased to record the appreciation and sense of commitment shown by our employees at all levels and acknowledges their contribution towards sustained progress of the Company. The relations between Management and Employees are good. Due to continued losses, CSR activity could not be taken up this year also.

BOARD OF DIRECTORS' & KEY MANAGERIAL PERSONNEL**PARTICULARS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL APPOINTED / RESIGNED DURING THE FINANCIAL YEAR ENDED MARCH 31, 2018:****Directors:**

The Board consists of four directors of whom two are independent directors.

Sl. No.	Name of the Director	Appointment/ Resignation Date	Date of appointment
1.	Anita Vasanth	Director	15-11-2000
2.	Bindiganavale Ranganasanth	Chairman & Managing Director	18-06-1992
3.	Bindiganavale Ranga Shamaladevi	Director	18-06-1992

LISTING AGREEMENT WITH STOCK EXCHANGES:

Listing agreement with the Bombay Stock Exchange Ltd, Mumbai continues to be valid and the Company has been regular in paying requisite fees. The Company's ISIN is: INE515B01025

CORPORATE GOVERNANCE REPORT:

In terms of Regulation 34 read with Schedule V of LODR with the Stock Exchanges. A separate section on Corporate Governance, along with a certificate from M/s. V. Sagar & Co., (Firm Registration No: 016658S) Chartered Accountants, for the compliance is Annexure – 4 and forms part of this report.

AUDITORS:

i. Statutory Auditors

M/s. V. Sagar & Co., (Firm Registration No: 016658S) Chartered Accountants, hold office until the conclusion of the five-year period. As required by the provisions of the Companies Act, 2013, the auditors to be appointed by members at the AGM. as Statutory Auditors of the Company for a period of 5 (Five) years.

Certificate of the Statutory Auditors, regarding COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE forms part of the Annual report.

iii. Secretarial Auditor:

The Board has appointed Mr. Ganapati Bhat, a Practising Company Secretary (Membership No. ACS-37568) as the Secretarial Auditor as per the provisions of Section 204 of the Companies Act, 2013 for the financial year 2017-18. The Secretarial Audit Report issued by him is enclosed as to this Report.

FRAUD REPORTED BY THE AUDITORS DURING THE YEAR:

Not applicable as there were no such instances during the year.

BOARD EVALUATION:

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration and Compliance Committees.

SUBSIDIARY, JOINT VENTURE AND ASSOCIATE COMPANY

There is no Subsidiary, Joint Venture and Associate Company

PARTICULARS OF EMPLOYEES UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014:

The particulars are furnished in Annexure – 3 and forms part of Directors' Report.

DIRECTORS' RESPONSIBILITY STATEMENT:

Based on the framework of internal financial controls established and maintained by the Company, work performed by the internal, statutory, cost and secretarial auditors and external agencies, the reviews performed by Management and the relevant Board Committees, the Board, with the concurrence of the Audit Committee, is of the opinion that the Company's internal financial controls were adequate and effective as on 31 March, 2018.

Accordingly, pursuant to Section 134(5) of the Companies Act, 2013 the Board of Directors to the best of their knowledge and ability confirm:

- a) that in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) that we have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the

- Company for that period;
- c) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
 - d) that the annual accounts have been prepared on a going concern basis;
 - e) that proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively; and
 - f) that proper internal financial controls were laid down and that such internal financial controls are adequate and were operating effectively.

SECRETARIAL AUDITORS REMARKS

Section 204 of the Companies Act, 2013 inter-alia requires every listed company to annex with its Board's report, a Secretarial Audit Report given by a Company Secretary in practice, in the prescribed form.

The Board of Directors appointed Ganapati Bhat, Practicing Company Secretary as Secretarial Auditor to conduct Secretarial Audit of the Company for Financial Year 2017-18 and his report is annexed to this Board report. In connection, with the auditors observation in the report;-

The Company has not complained as per provision and related act, regulation, rules and guideline, company is in search of Company Secretary and Compliance officer to handle all compliance related issues.

We will try comply in line with the regulation, rules, Act, Provision and guidance.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES.

There are no contract or arrangement made with related parties referred to in Section 188 (1) of the Companies Act, 2013, hence Form AOC -2 is not applicable.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The current policy is to have an appropriate mix of executive and independent directors to maintain the independence of the board, and separate its functions of governance and management.

The policy of the Company on directors' appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of directors and other matters as required under Section 178 (3) of the Companies Act, 2013 is available on the Company's website. There has been no change in the policy since the last fiscal year. We affirm that, remuneration paid to the directors is as per the terms laid out in the Nomination and Remuneration policy of the Company. Details of Policy on directors' appointment and remuneration form part of the Corporate Governance report.

INTERNAL FINANCIAL CONTROL

The Company has designed and implemented a process driven framework for Internal Financial Controls ("IFC") within the meaning of the explanation to Section 134(5)(e) of the Companies Act, 2013. For the year ended March 31, 2018, the Board is of the opinion that the Company has sound IFC commensurate with the nature and size of its business operations and operating effectively and no material weakness exists. The Company has a process in place to continuously monitor the same and identify gaps, if any, and implement new and/or improved controls wherever the effect of such gaps would have a material effect on the Company's operations.

RISK MANAGEMENT POLICY

Pursuant to Section 134 (n) of the Companies Act, 2013 and Regulation 21 of SEBI (Listing Obligations

and Disclosure Requirements) Regulations, 2015, a Risk Management committee of the Board of directors of the Company has been constituted. The details of the committee and its terms of reference are set out in the corporate governance report forming part of this report. While the Company has identified certain major risks and initiated appropriate measures to mitigate the said risks, a process to enhance the risk management framework is underway.

EXTRACT OF THE ANNUAL RETURN

In accordance with Section 134(3) (a) of the Companies Act, 2013, an extract of the Annual Return in the prescribed format is appended as Annexure 1 to the Boards' Report.

NUMBER OF BOARD MEETINGS

The Board met Four (4) times during the Fiscal 2017-18. The details of which are given in the Corporate Governance report that forms part of this Annual Report. The maximum gap between any two meetings did not exceed 120 days, as prescribed by the Companies Act, 2013.

COMMITTEES OF THE BOARD

As on March 31, 2018, the Board had three Committees: The Audit committee, the Nomination and Remuneration committee and the Stakeholders Relationship committee. The detailed note on composition of the Board and its committees excluding Corporate Social Responsibility Committee is disclosed in the Report on Corporate Governance forming part of this report.

MANAGEMENT DISCUSSION & ANALYSIS

A	Industry structure and developments	Electronic Metallized Polypropylene and Polyester film industry is well organized in India. Your Company is one of the five major players in the Country. The market domestically has been growing at about 5-10% per annum.
B	Opportunities and threats.	The Company faces excessive competition resulting in reduction in margins and fluctuations in import exchange costs.
C	Segment wise or product wise performance	There are no segmental operations as per Accounting Standard 17 issued by the Institute of Chartered Accountants of India.
D	Outlook for the company	The Company has successfully paid Financial Institutions all dues. The Company has started commercial production to improve profitability.
E	Risks and concerns	The opening up of the Indian economy consequent to India becoming a member of WTO may adversely impact the market scenario.
F	Internal control system and their adequacy	The internal Control Systems of the Company are adequate and are constantly reviewed and supported by internal audit.
G	Discussion of financial performance with respect of operational performance.	The negative financial performance of the Company is mainly due to its operational performance. Benefits from write backs of Financial Institution has resulted in positive Net profit.
H	Material development in human resources / industrial relations front, including number of people employed	The Company continues to give thrust to human resource development and industrial relations. The Company effected reduction, maximum of its employees during the year, by paying suitable compensation as per Law. Permanent Employees: 3

Cautionary Statement

Statements in this "Management Discussion and Analysis" contain forward looking statements which

may be identified by the use of words in that directions or connoting the same. All statements that address expectations or projections about the future, including, but not limited to statements about the company's strategy for growth, product development, market position, expenditures and financial results are forward looking statements.

These are based on certain assumptions and expectations of future events. The company cannot guarantee that these assumptions and expectations are accurate or will be realized. The company's actual results, performance or achievements could thus differ materially from those projected in any such forward looking statements, on the basis of any subsequent development, information or events.

GENERAL

Your Directors state as follows

1. No significant or material orders were passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations in future.
2. There was no issue of equity shares with differential rights, as to voting, dividend or otherwise.
3. There was no issue of shares including as sweat equity shares or employee stock options.
4. There were no deposits covered under Chapter V of the Companies Act, 2013.
5. No money has been provided by the company for purchase of its own shares by employees or by trustees for the benefit of employees.
6. No subsidiaries have paid remuneration to Managing Director.
7. The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. During the year under review there were no cases filed pursuant to the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013.

ACKNOWLEDGEMENT

Your Directors place on record their appreciation of the contribution and support of the employees at all levels. They also place on record their appreciation of the continued support and faith extended during the year by the Company's customers, suppliers, bankers and shareholders.

By Order of the Board
Vision Cinemas Limited

Bangalore
14/08/2018

Sd/-
RANGAVASANTH. B
Chairman & Managing Director | DIN 1763289

Annexure - 1

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
as on financial year ended on 31.03.2018
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I REGISTRATION & OTHER DETAILS:

i	CIN	L33129KA1992PLC013262
ii	Registration Date	
iii	Name of the Company	VISION CINEMAS LIMITED
iv	Category/Sub-category of the Company	
v	Address of the Registered office & contact details	12/11/7, Brigade Lavelle Lavelle Road Bengaluru Bangalore KA 560001 IN
vi	Whether listed company	YES
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	INTEGRATED REGISTRY MANAGEMENT SERVICES PRIVATE LIMITED, NO-30, RAMANA RESIDENCY, GR FLOOR, 4TH CROSS, SAMPIGE ROAD, MALLESWARAM, BANGALORE-560003

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	Motion picture or video tape projection in cinemas, in the open air or in other projection facilities	59141	100%

PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE

III COMPANIES

SI No	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
	PYRAMID ENTERTAINMENT (INDIA) PRIVATE LIMITED 12/11/7, Brigade Lavelle Lavelle Road Bengaluru Bangalore KA 560001 IN	U92413KA2005PTC037625	SUBSIDIARY		

SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

Category of Shareholders	No. of Shares held at the beginning of the year - 01.04.2017				No. of Shares held at the end of the year - 31.03.2018				% change during the year	
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares		
A. Promoters										

(1) Indian	-	-	-	-	-	-	-	-	-	-
a) Individual/HUF	27572382	-	27572382	59.56	27571682	-	27571682	59.56	-	-
b) Central Govt.or State Govt.	-	-	-	-	-	-	-	-	-	-
c) Bodies Corporates	-	-	-	-	-	-	-	-	-	-
d) Bank/FI	-	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-	-
SUB TOTAL:(A) (1)	27572382	-	27572382	59.56	27571682	-	27571682	59.56		-
(2) Foreign										
a) NRI- Individuals	-	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-	-
e) Any other...	-	-	-	-	-	-	-	-	-	-
SUB TOTAL (A) (2)	-	-	-	-	-	-	-	-		-
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	27572382	-	27572382	59.56	27571682	-	27571682	59.56		-
B. PUBLIC SHAREHOLDING										
(1) Institutions										
a) Mutual Funds	-	-	-	-	-	-	-	-	-	-
b) Banks/FI	-	-	-	-	-	-	-	-	-	-
C) Cenrral govt	-	-	-	-	-	-	-	-	-	-
d) State Govt.	-	-	-	-	-	-	-	-	-	-
e) Venture Capital Fund	-	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-	-
g) FIIS	-	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-	-
SUB TOTAL (B)(1):	-	-	-	-	-	-	-	-		-
(2) Non Institutions										
a) Bodies corporates										
i) Indian	-	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-	-
b) Individuals										
i) Individual shareholders holding nominal share capital upto Rs.2 lakhs	19049838	-	19049838	26.90	18974757	-	18974757	26.79		0.11

ii) Individuals shareholders holding nominal share capital in excess of Rs. 2 lakhs	5629348	16650000	22279348	74.73	22379654	-	22379654	74.73	-
c) Others (specify)	1923137	-	1923137	2.72	1898612	-	1898612	2.68	0.04
NRI	-	-	-	-	-	-	-	-	-
Clearing Member	386484	-	386484	0.55	386484	-	386484	0.55	
HUF	1536653	-	1536653	2.17	1536653	-	1536653	2.17	
SUB TOTAL (B)(2):	43252323	-	1179240	29.48	532438	646802	1179240	29.48	
Total Public Shareholding (B)= (B)(1)+(B)(2)	43252323	-	1179240	29.48	532438	646802	1179240	29.48	
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	70824705	-	70824705	100.00	70824705	0	70824705	100.00	0.00

(i) SHARE HOLDING OF PROMOTERS

SI No.	Shareholders Name	Shareholding at the beginning of the year - 01.04.2017			Shareholding at the end of the year - 31.03.2018			% 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	
NIL								
								-

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

Sl. No.	Shareholders Name	Shareholding at the beginning of the Year - 01.04.2017		Date	Increase/Decrease in Share Holding	Reason	Cumulative Shareholding during the year - 31.03.2018	
		No. of Shares	% of total shares of the company				No of shares	% of total shares of the company
1					NO MOVEMENT DURING THE YEAR			

(iii) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRs and ADRs):

	SHAREHOLDING AT THE BEGINNING OF THE YEAR - 01.04.2017				CUMULATIVE SHAREHOLDING DURING THE YEAR - 31.03.2018

SLNO	NAME OF THE SHARE HOLDER	No. of Shares	% of Total Shares of the Company	Date	Increase/Decrease in Share Holding	Reason	No Of Shares	% of Total Shares of the Company
NO MOVEMENT DURING THE YEAR								

E) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding 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	
				-	NO MOVEMENT DURING THE YEAR			

F) INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

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

XI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

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

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961					
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961					

	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961					
2	Stock Option					
3	Sweat Equity					
4	Commission - as % of profit - others, specify...					
5	Others, please specify					
	Total (A)					
	Ceiling as per the Act					

B. Remuneration to other directors

SN.	Particulars of Remuneration	Name of Directors			Total Amount
1	Independent Directors				
	Fee for attending board committee meetings				
	Commission				
	Others, please specify				
	Total (1)				
2	Other Non-Executive Directors				
	Fee for attending board committee meetings				
	Commission				
	Others, please specify				
	Total (2)				
	Total (B)=(1+2)				
	Total Managerial Remuneration				
	Overall Ceiling as per the Act				

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

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961				
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961				
2	Stock Option				
3	Sweat Equity				
4	Commission				
	- as % of profit				
	others, specify...				
5	Others, please specify				
	Total				

XII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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

By Order of the Board
Vision Cinemas Limited

Bangalore
14/08/2018

Sd/-
RANGAVASANTH. B
Chairman & Managing Director | DIN 1763289

Annexure - 2**Annexure to Directors Report**

PARTICULARS AS PER COMPANIES RULES 1988 (Disclosure of particulars in the Report of the Board of Directors in terms of Notification 1029 of 31.12.1988 issued by the Dept. of Company Affairs)

A	CONSERVATION OF ENERGY	The Company continues to pursue its efforts to conserve the energy resources with its focus on reducing fuel and electrical energy costs.
B	TECHNOLOGY ABSORPTION	Furnished below
C	Foreign Exchange earnings & out go	The information on Foreign Exchange Earnings and outgo is furnished in the Notes to the accounts.
D	RESEARCH & DEVELOPMENT	
1.	Specific area in which R & D carried out by the Company	The Company has an on-going R&D Department to improve the quality of metallization, etc. and enhance productivity
2	Benefits derived as a result of the above R & D	Company has produced superior quality metallised film for various applications
3	Future plan of action	The Company would like to pursue its R & D efforts with an objective to enhancing the quality & value of the process and products

4	Expenditure on R & D	Nil
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TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION:

1	Efforts, in brief, made towards absorption, adaptation and innovation	NIL
2	Benefit derived as a result of the above results	NIL
3	Information on Imported Technology	NIL

By Order of the Board
Vision Cinemas Limited

Bangalore
14/08/2018

Sd/-
RANGAVASANTH. B
Chairman & Managing Director | DIN 1763289

Annexure - 3

Details of Ratio of Remuneration of Director [Section 197(12), of the Companies Act 2013, read with Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel), Rules, 2014]

There are no employees who are in receipt of remuneration in the aggregate at the rate of not less than Rs. 60,00,000/- per annum (or Rs.5,00,000/- per month) in respect of part of the year during the year under audit.

By Order of the Board
Vision Cinemas Limited

Bangalore
14/08/2018

Sd/-
RANGAVASANTH. B
Chairman & Managing Director | DIN 1763289

Annexure - 4

Corporate Governance Report for the year 2017-18

(SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations/LODR))

1. Company's philosophy on Corporate Governance

Corporate Governance is an integral part of the values, ethics and the best business practices followed by the company. The core values of the Company are:

- Commitment to excellence and customer satisfaction
- Maximizing long-term shareholder's value
- Socially valued enterprise
- Caring for people and environment
- Integrity including intellectual honesty, openness, fairness and trust

2. Board of Directors

The names and categories of the Directors on the Board, and their attendance at the Board Meetings during the year is given below:

Name	Category	Date of last A.G.M	No. of Board Meetings	No. of other Directorship	No. of other Committee Membership
		27.09.17	Attended / Held	(In public Companies)	
BINDIGANAVALA RANGANASANTH	Chairman & Managing Director	Present	4/4	NIL	NIL
ANITA VASANTH	Director	Present	4/4	NIL	3
BINDIGANAVALA RANGA SHAMALADEVI	Director	Present	4/4	NIL	3

The Meetings of the Board are held at regular intervals with a time gap of not more than 120 days between two consecutive Meetings. The Board of Directors duly met 5 (five) times during the year on:

1. 30/05/2017
2. 14/08/2017
3. 14/11/2017
4. 14/02/2018

3. Audit Committee

The Board reconstituted the Audit Committee. The terms of reference of the Audit Committee broadly are as under:

- a) To hold periodic discussions with the Statutory Auditors and Internal Auditors of the Company concerning the Accounts of the Company, internal control systems, scope of audit and observations of the Auditors/Internal Auditors and its redressal.
- b) To review compliance with internal control systems
- c) To review the quarterly, half-yearly and annual financial results of the Company before submission to the Board
- d) To make recommendations to the Board on any matter relating to the financial management of the Company.
- e) Recommending the appointment of Statutory Auditors.
- f) Others (As covered in LODR)

The composition of the Audit Committee and the details of meetings attended by the Members are given below:

Four Audit Committee Meetings were held during the year 2017-18. The said meetings were held on the following dates: 30/5/2017, 14/8/2017, 14/11/2017 and 14/02/2018.

Audit Committee meetings are attended by Managing Director, Statutory Auditor, Internal Auditor and the Accounts Officer of the Company.

4. General Body Meetings

a) Location and time, where last three Annual General Meetings (AGM) were held:

Date of AGM	Type of Meeting	Location and Time
30/09/2015 at 09.30am	AGM	PAI VAIBHAV #19/A,H.Siddaiah Road, Bangalore 560 002
10/06/2016 at 09.30am	AGM	PAI VAIBHAV #19/A,H.Siddaiah Road, Bangalore 560 002
28/09/2017 at 09.30am	AGM	PAI VAIBHAV #19/A,H.Siddaiah Road, Bangalore 560 002

b) Investor Complaints:

No. of complaints received from Shareholders from 1.4.2017 to 31.3.2018	Nil
No. of complaints solved to the satisfaction of the Shareholders	NA
Pending	Nil

5. Disclosures

- Disclosures on materially significant related party transactions i.e. Transactions of the Company of material nature, with its promoters, the directors or the management, their relatives that may have potential conflict with the interest of Company at large: As per Balance sheet.
- Details of non –compliance by the Company, penalties and strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years: NIL

6. Means of communication

- 1) Quarterly Results are normally published in website and stock exchange.
Any website, where displayed – On company website: www.visioncinemas.com
Whether it also displays official news releases and presentation made to intuitional investors or to the analysts – N.A.
Whether MD&A is a part of annual report or not – Yes
- 2) Company's Email ID to receive complaints and grievances from investors is investors@visioncinemas.com.

Listing on Stock Exchanges:

Bombay Stock Exchange Limited, Mumbai
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001

Stock Code:

Stock Exchange Mumbai: 526441

Market Price Data:

Period (Apr 2017 to Mar 2018)									
Month	Open Price	High Price	Low Price	Close Price	No. of Shares	No. of Trades	Total Turnover (Rs.)	* Spread (Rs.)	
								H-L	C-O
Apr-17	1.69	1.82	1.64	1.71	59790	36	102430	0.18	0.02
May-17	1.79	1.79	1.43	1.44	89465	58	142502	0.36	-0.35
Jun-17	1.48	1.79	1.35	1.62	97164	81	152331	0.44	0.14
Jul-17	1.55	1.7	1.33	1.69	323891	68	449857	0.37	0.14
Aug-17	1.62	1.62	1.31	1.42	27487	25	39925	0.31	-0.2
Sep-17	1.45	1.59	1.31	1.31	2610	13	3612	0.28	-0.14
Oct-17	1.37	1.37	1.14	1.36	13661	22	16940	0.23	-0.01
Nov-17	1.36	1.98	1.33	1.94	61597	71	94310	0.65	0.58
Dec-17	2	2.02	1.62	2.02	32331	55	59185	0.4	0.02
Jan-18	2	2.28	1.9	2	60725	101	124251	0.38	0
Feb-18	2.1	2.1	1.52	1.52	41029	46	73946	0.58	-0.58
Mar-18	1.57	1.57	1.25	1.25	37917	40	52572	0.32	-0.32

Registrar and Transfer Agents:

Integrated Registry Management Services Private Limited (Formerly Integrated Enterprises (India) Limited),30 Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bengaluru 560 003

Share Transfer System:

Share Transfer in physical form can be lodged with the Share Transfer Agents at the above mentioned address.

The transfers are normally processed within the stipulated time from the date of receipt of the documents if complete in all respects. Share Transfer Committee of the Board approves the transfers, if the shares are in Physical Form.

Insider trading norms are adhered and reported to stock exchanges upon information from the concerned.

DISTRIBUTION SCHEDULE

No.of Share Holders	% of Total	Shareholding of Nominal of Rs.10/-		No. of shares	Amount Rs.	% of total
4731	88.22		up to 5,000	4018061	4018061	7.42
247	4.61	5,001	10,000	1780459	1780459	3.29
150	2.80	10,001	20,000	2110219	2110219	3.90
57	1.06	20,001	30,000	1384412	1384412	2.56
25	0.47	30,001	40,000	887047	887047	1.64
26	0.48	40,001	50,000	1185195	1185195	2.19
61	1.14	50,001	1,00,000	4366832	4366832	8.06
66	1.23	1,00,001	& above	38442480	38442480	70.96
2569	100.00	TOTAL		54174705	54174705	100.00

1,66,50,000 equity shares is in lock in period

Dematerialization of shares and liquidity:

Shares in physical form can be de-materialized and dealt on NSDL/CDSL. As on 31st March, 2018, 84.03% of Shares were held in dematerialized form and the rest in physical form.

Outstanding GDRs/ ADRs/ Warrants or any convertible instruments, conversion date and likely impact on equity: NONE

Share Holding Pattern as on 31/03/2018:

	CATEGORY	No. of Shares held	% of Shareholding
A	Promoter's Holding		
1	Promoters		
	- Indian Promoters	2,75,71,682	38.93
	- Foreign Promoters	-	-
	Promoters		
2	Persons acting in concert	-	-
	Sub-Total (1+2)	2,75,71,682	38.93
B	Non-Promoters Holding		
3	Institutional Investors		
a.	Mutual Funds and UTI	-	-
b.	Banks, Financial Institutions, Insurance Companies	-	-

	(Central/State Govt. Institutions, Non-government Institutions)		
c.	FIs	-	-
	Sub-Total (3a+b+c)	-	-
4	Others	1898612	2.68
a.	Private Corporate Bodies	-	-
b.	Indian Public	41354411	58.39
c.	NROs/NRIs/OCBs	-	-
	Sub-Total (4a+b+c+d)	43253023	61.07
	Grand Total	7,08,24,705	100.00

Declaration:

I, RANGAVASANTH. B, Chairman & Managing Director, hereby declare that all the Board Members and Senior Management personnel have complied with code of conduct adopted by the Company.

By Order of the Board
Vision Cinemas Limited

Bangalore
14/08/2018

Sd/-
RANGAVASANTH. B
Chairman & Managing Director | DIN 1763289

Compliance certificate by Managing Director and Whole-time Director as per Regulation 17(8) of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015

The Board of Directors

Vision Cinemas Limited (Company)

16B, 1st Phase, Peenya Industrial Area,
Bengaluru – 560 058

This is to certify that:

- a) We have reviewed financial statements and the cash flow statement for the year ended March 31, 2018 and that to the best of our knowledge and belief:
 - i. These statements do not contain any materially untrue statements or any material fact or statements that might be misleading.
 - ii. These statements together present a true and fair view of the company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- b) There are to the best of our knowledge and belief no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the company and have disclosed to the auditors and the audit committee, deficiencies in design or operation of internal control, if any, of which we are aware and the steps we have taken or proposed to take to rectify these deficiencies are adequate.
- d) We have indicated to the auditors and the audit committee:
 - i. That there have been no significant changes in internal control over financial reporting during the year;
 - ii. That there have been no significant changes in accounting policies during the year needing specific disclosure in the notes to the financial statements; and
 - iii. The instances of significant fraud of which we have become aware and confirmed that no member of the management or an employee having a significant role in the listed entity's internal control system over financial reporting is involved therein.

By Order of the Board
Vision Cinemas Limited

Bangalore
14/08/2018

Sd/-
RANGAVASANTH. B
Chairman & Managing Director | DIN 1763289

Form No. MR-3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31.03.2018

[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,

VISION CINEMAS LIMITED

12/11/7, Brigade Lavelle, Lavelle Road

Bangalore KA 560001 IN

I/~~We~~ have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **VISION CINEMAS LIMITED**. (Hereinafter called the "**Company**"). Secretarial Audit was conducted in a manner that provided me/~~us~~ a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my Opinion thereon.

Based on my/~~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, I/~~We~~ hereby report that in my/~~our~~ opinion, the company has, during the audit period covering the financial year ended on 31st March, 2018 generally 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:

I/~~we~~ have examined the books, papers, minute books, forms and returns filed and other records maintained by **VISION CINEMAS LIMITED** ("The Company") for the financial year ended on 31st March, 2018 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws Framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings.;

- (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 (Amended by time to time);
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and the SEBI (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the Company during the audit period)
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the audit period) and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during the audit period)
- (vi) Other laws as are applicable to the Company are based on the reports of the heads of the Department/Reply made by Director:
- a) All the Labour laws as applicable to the company;
 - b) All the Environmental laws as applicable to the company.

I/~~We~~ further report that: Having regarded to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the following laws applicable specifically to the Company:

- a). All Cinematograph Acts and Rules as applicable to the Company;
- b). Food Safety and Standards Act, 2006 and Rules 2011 with allied rules and regulations;
- c) All the building bye-laws applicable on the construction and renovation of Cinemas/ Multiplexes constructed or renovated during the year.

(d). the Cinematograph Act, 1952 & the Cinematograph (Certification) Rules, 1983.

(vii) I/we have also examined compliance with the applicable clauses of the following:

- (a) Secretarial Standards (SS-1 and SS-2) issued by The Institute of Company Secretaries of India, with respect to board and general meetings.;
- (b) The Listing Agreements entered into by the Company with BSE Limited read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following Observations/Qualification mentioned below: -

1. *The Company has not given paper advertisement for Board Meeting Notice, AGM Notice and for financial Results.*
2. *Register of Members and Share Transfer Books of the Company closure intimation has given to the Stock Exchange for the AGM held on 28th September, 2017. Period of Closure: One day i.e. 21.09.2017.*
3. *Trading Window closure intimation not given to Stock Exchange for all the quarters.*
4. *Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:-*
 - a. *As per Regulation 27 (2) for all the Quarter ended for FY 2017-18, Corporate Governance Report was not filed.*
 - b. *Regulation 31- Filing of Shareholding Pattern- For all the Quarters not filed within 21 days from Quarter end.*
 - c. *Regulation 33 - Financial Results to be filed within 45 days from quarter end. And in case of Annual Financial Result, within 60 days from end of Financial Year. - Delay in filing. Company has not complied within timeline.*
 - d. *Regulation 44 – Voting Result - within forty eight hours of conclusion of its General Meeting, details regarding the voting results in the format specified by the Board.- Not Complied.*
 - e. *Reconciliation of Share Capital Audit. (SEBI- DP Reg.55A) Within 30 days from quarter end- Not complied within timeline.*
 - f. *Regulation 40 (9) and Regulation 7 (3) – Certificate from RTA and Certificate from Practicing Company Secretary Respectively, Within one month of the end of each half of the financial year - Not Complied within timeline.*
 - g. *Regulation 13 (3) - Statement of Investor complaints. Within Twenty one days from the end of each quarter.-Not Complied.*

- h. Regulation 34 –Annual Report - Within twenty one working days of it being approved and adopted in the annual general meeting - Not Complied within timeline.
 - i. Regulation 29 - Notice for Board Meeting to consider the prescribed matters - Not Complied within timeline.
 - j. Regulation 30 – Outcome of Board Meeting (Schedule III Part A- (4) - The listed entity shall disclose the information to the Exchange(s), within 30 minutes of the closure of the meeting.- Not Complied within timeline.
 - k. Regulation 46 - Company Website. - Not Complied.
5. There is no proper composition (With respect Composition of Independent Directors and Non-Executive Directors to the Committee) as per Clause 49 of Listing agreement and other Applicable law for Audit Committee, investor grievance Committee and Nomination- Remuneration Committee.
 6. The Company has not appointed Chief Financial Officer and Company Secretary as required under section 203 of the Companies Act, 2013 and as per SEBI Requirements.
 7. Company have Not Appointed Independent Director as per SEBI requirement and as per 149 (4) of Companies Act, 2013.
 8. Financial Statement and other information not placed in website as per SEBI requirement and as per Sec 136 of Companies Act, 2013.
 9. The Company has not appointed Internal Auditor as per sec 138 of Companies Act, 2013.
 10. As per Companies Act 152 (6) a. Unless the articles provide for the retirement of all directors at every annual general meeting, not less than two-thirds of the total number of directors of a public company shall— (i) be persons whose period of office is liable to determination by retirement of directors by rotation; and (ii) save as otherwise expressly provided in this Act, be appointed by the company in general meeting. - Company is not Complied this provision of the Companies Act 2013.
 11. Company has not made reply to Statutory Auditor's Qualification by his report dated 30.05.2017 (Directors Report is a part of annual report) in Annual report FY ended 31.03.2017.

I/we further report that The Board of Directors of the Company is Not duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. Further we report that in many occasion SS-1 and SS-2 was not complied.

Adequate notice is given to all directors to schedule the Board Meetings, No agenda and detailed notes on agenda were sent at least seven days in advance, and a No system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I/we further report that there are No 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.

Material Information:

I/we further report that during the audit period

- a. The Company has not filed return on Allotment (PAS-3) for 166, 50,000 Equity shares of Rs. 1/-each (Nominal value) as per Board Meeting dated 19.10.2016.
- b. Major Transaction taken by the members /or Board not in pursuance to section 188 of the Companies Act, 2013
- c. As per Annual General Meeting held 28.09.2017 S. Janardhan & Associates, Chartered Accountants appointed as auditor. Further as per latest ADT 1 filed to ROC, V. Sagar and Co Chartered Accountants appointed as auditor for the period 01.04.2017 to 31.03.2018 on 26.05.2018 – Due to casual vacancy caused by the resignation S. Janardhan & Associates, w.e.f. 01.05.2018.
- d. As per C.P.137 of 2012, u/s 391-394 and Reduction of Share capital u/s 100-101 of Companies Act 1956 needs to be approved by Hon'ble High Court of Karnataka, Now, pending before the National Company Law Tribunal - Bangalore. Final Order yet to be passed.

Ganapati Bhat
Company Secretary in practice
BRG and Associates
ACS No: 37568 | CP No: 14326
Date: 14.08.2018 | Bangalore

Annexure A

To,
The Members
VISION CINEMAS LIMITED
12/11/7, Brigade Lavelle, Lavelle Road
Bangalore KA 560001 IN

My 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. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes 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. I believe that the processes and practices, I followed provide a reasonable basis for my ~~our~~ opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I 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. My 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.

Ganapati Bhat
Company Secretary in practice
BRG and Associates
ACS No: 37568 | CP No: 14326
Date: 14.08.2018 | Bangalore

Dear Shareholder,

The Ministry of Corporate Affairs, Government of India ("MCA) has, by its circular dated 21st April, 2011 announced a "Green Initiative in the Corporate Governance "by allowing paperless compliance by companies. In terms of the said circular, service of notice/documents by a Company to its shareholders required to be made under the provisions of the Companies Act, 2013 can be made through the electronic mode.

In line with the above initiative of the MCA, the Company proposes to send documents such as the Notice of the Annual General Meeting, Audited Financial statements, Directors' Report, Auditors' Report, postal ballots etc., henceforth to all its esteemed shareholders, including your good self, in electronic form, through e-mail. To facilitate the same, we request you to furnish our e-mail id, quoting your folio number/DPID/Client ID to our Registrar and share Transfer Agent at the following address:

Integrated Registry Management Services Private Limited
No. 30, Ramana Residency 4th Cross, Sampige Road
Malleswaram, Bangalore – 560 003
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We are sure you would appreciate this welcome initiative taken by the MCA to reduce consumption of paper and thereby, protect the environment. We expect to receive your support and co-operation in helping the Company to contribute its share to the said initiative.

Independent Auditor's Report To the Members of Vision Cinemas Limited

Report on the Standalone Ind AS financial statements

I have audited the accompanying Standalone Ind AS financial statements of Vision Cinemas Limited (hereinafter referred as "the Company"), which comprise the balance sheet as at 31st March 2018, the Statement of Profit and Loss including Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Ind AS financial statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance including Other Comprehensive Income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with the Rules specified in the Companies (Indian Accounting Standards) Rules, 2017 as amended from time to time. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

My responsibility is to express an opinion on these Standalone Ind AS financial statements based on my audit. I have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the company has in place adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Ind AS financial statements.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion on the Standalone Ind AS financial statements.

Opinion

In my opinion and to the best of my information and according to the explanations given to me, **except for the possible effects of the matters described in the "Emphasis of Matters paragraph" and sub-para 2 (g) (i) of "Report on Other Legal and Regulatory Requirements paragraph" below**, the aforesaid Standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2018, its losses, Other Comprehensive Income, its cash flows and the changes in equity for the year ended on that date.

Emphasis of Matter

Without qualifying my report, I draw attention on the following non compliances under the Companies Act, 2013 and rules thereon:

- a. Non-appointment of Independent Directors as required under section 149(4) of the said Act;
- b. Non-appointment of Internal Auditors as required under section 138 of the said Act;
- c. Non-appointment of Chief Financial Officer and full-time Company Secretary as required under section 203 of the said Act; and
- d. The Company has not placed its Ind AS financial statements and relevant information on its website as required under section 136 of the said Act.

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 of India in terms of sub-section (11) of section 143 of the Act, I give in

the Annexure - A , a statement on the matters specified in the paragraph 3 and 4 of the order.

2. As required by Section 143 (3) of the Act, I report that:

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

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

(c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Cash Flow Statement and Statement of changes in Equity dealt with by this Report are in agreement with the books of account;

(d) In my opinion, the aforesaid Standalone Ind AS financial statements comply with the Accounting Standards specified in the Companies (Indian Accounting Standards) Rules, 2017 as amended from time to time;

(e) On the basis of the written representations received from the directors as on 31 March 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2018 from being appointed as a director in terms of Section 164 (2) of the Act; and

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to my separate report in "Annexure B"; and

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

i. I am unable to express an opinion on the impact of pending litigations on its financial position in the Ind AS financial statements of the Company, as the management has not furnished to me, requisite information/evidences in this regard.

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

iii. There has been no amount, required to be transferred, to the Investor Education and Protection Fund by the Company.

For V Sagar & Co
Chartered Accountant - RegNo. 016658S

Bengaluru
30th May, 2018

V Sagar
Proprietor
Membership No. 239221

ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of my report of even date to the members of **VISION CINEMAS LIMITED** for the year ended March 31, 2018), I report that:

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets

(b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In my opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.

(c) I am unable to form an opinion on whether the title deeds of immovable property are held in the name of the company since the management has not provided necessary documentary evidences, in order to certify whether, the title deeds of immovable properties are held in the name of the Company.

(ii) The Business activities of the Company are into Screening of Movies and Advertisement. Accordingly, it does not hold any physical inventories. Thus, paragraph 3(ii) of the Order is not applicable to the Company.

(iii) The Company had not granted any loan, secured or unsecured to any companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Therefore, the provisions of clause (iii) [(a) to (c)] of the said Order are not applicable to the Company.

(iv) In my opinion and according to the information and explanations given to me, the Company has not granted any loan to directors or other parties with whom the directors are interested as provided in section 185 and 186 of the Act. Therefore, the provisions of clause

(iv) of the said Order are not applicable to the Company.

(v) In my opinion and according to the information and explanations given to me, the Company has not accepted any deposit within the meaning of Section 73 to 76 of the Companies Act, 2013, and the rules framed there under.

(vi) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.

(vii) (a) According to the information and explanations given to me and on the basis of my examination of the records of the Company, amounts deducted/accrued in the books of accounts in respect of undisputed statutory dues including income-tax, tax deducted at source goods and service tax and other material statutory dues have not been regularly deposited during the year by the Company with appropriate authorities with respect to the following items as tabled below:

Nature of Dues	Amount in Rs.	Period of default
Tax deducted at source including Interest	3,52,160	Various Dates
Service tax	3,12,304	Various Dates

There are no undisputed statutory dues as referred to above as at 31st March 2018 outstanding for a period of more than six months from the date they become payable except for below mentioned dues:

Name of the Statute	Nature of Dues	Amount in Rs.	Period of default
Income Tax Act, 1961	Tax deducted at source including Interest	3,39,660	Since April 1, 2017
Finance Act, 1994	Service tax	3,12,304	Since April 1, 2017

(b) According to the information and explanations given to me by the Company, there are no disputed statutory dues that have not been deposited on account of matters pending before the appropriate authority.

(viii) The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, 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 instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.

(x) According to the information and explanations given to me, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of my audit.

(xi) According to the information and explanations give to me and based on my examination of the records of the Company, there were no managerial remuneration paid/accrued during the year. As such, comments on compliance in accordance with section 197 read with Schedule V of the Act do not arise.

(xii) In my opinion and according to the information and explanations given to me, the Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable.

(xiii) According to the information and explanations given to me and based on my 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 of such transactions have been disclosed in the Ind AS financial statements as required by the applicable accounting standards.

(xiv) According to the information and explanations given to me and based on my examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

(xv) According to the information and explanations given to me and based on my examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, 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 V Sagar & Co
Chartered Accountant - RegNo. 016658S

Bengaluru
30th May, 2018

V Sagar
Proprietor
Membership No. 239221

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")

I have audited the internal financial control over financial reporting of VISION CINEMAS LIMITED ("the Company") as at 31st March 2018 in conjunction with my audit of the standalone Ind AS 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 Control 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

My responsibility is to express an opinion on the Company's internal financial control over financial reporting based on my audit. I conducted my audit in accordance with the Guidance Note on Audit of Internal Financial Control over Financial Reporting (the "Guidance Note") and the Standard 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 I comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial control over financial reporting was established and maintained and if such controls operated effectively in all material respects.

My audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial control system over financial reporting and their operating effectiveness. My audit of internal financial control over financial reporting included obtaining an understanding of internal financial control 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 risk of material misstatement of the Ind AS financial statements, whether due to fraud or error. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my 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 Ind AS 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 Ind AS financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorization of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the Ind AS financial statements.

Inherent Limitations of Internal Financial controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial control 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 my opinion, the Company has, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2018, 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.

Bengaluru
30th May, 2018

V Sagar
Proprietor
Membership No. 239221

VISION CINEMAS LIMITED

Amount in INR

BALANCE SHEET AS AT MARCH 31, 2018

	Note No.	31.03.2018	31.03.2017	01.04.2016
		Rs.	Rs.	Rs.
ASSETS				
Non-current assets				
Property, plant and equipment	2.1	85,77,298	87,50,057	89,11,305
Investment in subsidiary	2.2	6,29,00,000	6,29,00,000	6,29,00,000
Other non-current assets	2.3	8,69,658	9,89,658	9,89,658
Total Non Current Assets		7,23,46,956	7,26,39,715	7,28,00,963
Current Assets				
Financial Assets				

Trade receivables	2.4	9,30,02,435	9,21,70,435	9,24,20,435
Cash and cash equivalents	2.5	9,16,621	10,10,347	4,94,517
Other current assets	2.6	6,77,98,679	6,77,45,696	7,02,58,216
Total Current Assets		16,17,17,734	16,09,26,477	16,31,73,168
TOTAL ASSETS		23,40,64,690	23,35,66,192	23,59,74,131
EQUITY AND LIABILITIES				
Equity				
Equity share capital	2.7	6,25,67,450	6,25,67,450	6,25,67,450
Other equity	2.8	5,96,19,870	5,95,17,227	5,97,37,883
Share Warrants		3,13,38,500	3,13,38,500	3,13,38,500
Total Equity		15,35,25,821	15,34,23,177	15,36,43,833
Non-Current Liabilities				
Deferred tax liabilities	2.9	18,38,000	22,01,219	21,86,346
Total Non Current Liabilities		18,38,000	22,01,219	21,86,346
Current liabilities				
Financial liabilities				
Trade payables	2.10	1,11,55,019	1,10,16,448	1,11,96,448
Other current liabilities	2.11	6,75,45,850	6,69,25,348	6,89,47,504
Total Current Liabilities		7,87,00,869	7,79,41,796	8,01,43,952
Total Liabilities		8,05,38,869	8,01,43,015	8,23,30,298
TOTAL EQUITY & LIABILITIES		23,40,64,690	23,35,66,192	23,59,74,131

Significant accounting policies and Notes to accounts are an integral part of financial statements.

For and on behalf of the Board of
Vision Cinemas Limited

Place :Bangalore
Date : 30th May 2018

Ranga Vasanth Anitha Vasanth
(Director) (Director)

As per my report of even date
FOR V Sagar & Co
CHARTERED ACCOUNTANT

Place :Bangalore
Date : 30th May 2018

(V Sagar)
Proprietor
Membership No. 239221

VISION CINEMAS LIMITED

Amount in INR

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2018

	Note No.	YEAR ENDED 31.03.2018 Rs.	YEAR ENDED 31.03.2017 Rs.
Income			
Revenue from operations(Gross)	2.12	16,00,000	12,35,833
Other Income		-	-
Total Income		16,00,000	12,35,833
Expenses			
Operation Costs	2.13	7,68,000	5,95,112
Finance costs	2.14	-	410
Depreciation and amortisation expense	2.15	1,72,759	1,61,248
Other expenses	2.16	9,19,816	6,84,846
Total Expenses		18,60,575	14,41,616
Profit/(Loss) before exceptional and extraordinary items and tax		(2,60,575)	(2,05,783)
Exceptional items		-	-
Profit/(Loss) before extraordinary items and tax		(2,60,575)	(2,05,783)
Extraordinary Items		-	-
Profit/(Loss) before Tax		(2,60,575)	(2,05,783)
Tax expense:			
(1) Current tax		-	-
(2) Deferred tax		(3,63,219)	14,873
Profit/(Loss) for the year		1,02,643	(2,20,656)
Other comprehensive income			
Items that will not be reclassified to profit or loss in subsequent period:			
Remeasurement of post-employment benefit obligations		-	-
Income tax relating to these items		-	-
Other comprehensive income for the year, net of tax		-	-
Total comprehensive income for the year		1,02,643	(2,20,656)

Earnings per share:

Basic/Diluted 2.17 0.002 (0.004)

Significant accounting policies and Notes to accounts are an integral part of financial statements.

For and on behalf of the Board of
Vision Cinemas Limited

Place :Bangalore
Date : 30th May 2018

Ranga Vasanth Anitha Vasanth
(Director) (Director)

As per my report of even date
FOR V Sagar & Co
CHARTERED ACCOUNTANT
Reg No. 016658S

Place :Bangalore
Date : 30th May 2018

(V Sagar)
Proprietor
Membership No. 239221

VISION CINEMAS LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDING MARCH 31, 2018

Particulars	Amount in INR	
	YEAR ENDED 31.03.2018	YEAR ENDED 31.03.2017
A. Cash Flow from Operating Activities		
Profit before Taxation and extraordinary items	(2,60,575)	(2,05,783)
Adjustments for Depreciation	1,72,759	1,61,248
Interest expenses	-	410
Operating Profit before working capital changes	(87,816)	(44,125)
<u>Changes in Working Capital:</u>		
Increase/(Decrease) in Trade Payables	1,38,571	(1,80,000)
Increase/(Decrease) in Other Liabilities	6,20,502	(20,22,156)
(Increase)/Decrease in Trade Receivables	(8,32,000)	2,50,000
(Increase)/Decrease in Other Current assets	(52,983)	25,12,521
Cash generated from Operations	(93,726)	5,16,240
Taxes paid (Net of refunds)	-	-
Net cash generated from operations before extraordinary items	(93,726)	5,16,240

Net cash generated from operating activities	(93,726)	5,16,240
B. Cash Flow from Investing Activities	-	-
Net Cash from Investing Activities	-	-
C. Cash flow from Financing Activities		
Interest paid	-	(410)
Net cash raised in Financing activities	-	(410)
Net increase in cash and cash equivalents	(93,726)	5,15,830
Cash and Cash equivalents at the beginning of the year	10,10,347	4,94,517
Cash and Cash equivalents at the end of the year	9,16,621	10,10,347

Notes:

1. There was no significant reconciliation items between cash flow prepared under IGAAP and those prepared under Ind AS

For and on behalf of the Board of Directors of
Visions Cinemas Limited

Ranga Vasanth
Director

Anitha Vasanth
Director

As per my report of even date
FOR V Sagar & Co
CHARTERED ACCOUNTANT
Reg No. 016658S

(V Sagar)
Proprietor
Membership No. 239221

Place :Bangalore
Date : 30th May 2018

Place :Bangalore
Date : 30th May 2018

2.7 EQUITY SHARE CAPITAL

Particulars	Amount in INR		
	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
Authorised			
15,00,00,000 (Previous Year 15,00,00,000) Equity Shares of Rs. 1/- each	15,00,00,000	15,00,00,000	15,00,00,000
(A) Issued and Subscribed and fully Paid-up			
5,41,74,705 (Previous Year 5,41,74,705) Equity Shares of Rs. 1/- each fully paid up	5,41,74,705	5,41,74,705	5,41,74,705
(B) Forfeiture of Shares (arising out of reduction in capital as per court order)			
Opening balance	83,92,745	83,92,745	83,92,745
Add : Transfer During the year	-	-	-
Balance as at the end of the year	<u>83,92,745</u>	<u>83,92,745</u>	<u>83,92,745</u>
TOTAL	<u>6,25,67,450</u>	<u>6,25,67,450</u>	<u>6,25,67,450</u>

The Company has only one class of shares referred to as equity shares having a par value of Re.1/-. Each holder of equity

shares is entitled to one vote per share held.

The Company declares and pays dividend in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing annual general meeting.

Dividend, if approved, is payable to the shareholders in proportion to their shareholding. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the company.

The distribution will be in proportion to the number of equity shares held by the shareholders.

Reconciliation of number of Shares

Equity Shares:	As at 31.03.2018		As at 31.03.2017		As at 01.04.2016	
	Number of Shares	Amount	Number of Shares	Amount	Number of Shares	Amount
Balance as at the beginning of the previous year	5,41,74,705	5,41,74,705	5,41,74,705	5,41,74,705	5,41,74,705	5,41,74,705
	5,41,74,705	5,41,74,705	5,41,74,705	5,41,74,705	5,41,74,705	5,41,74,705
Add: Shares issued during the year						
Balance as at the end of the year	5,41,74,705	5,41,74,705	5,41,74,705	5,41,74,705	5,41,74,705	5,41,74,705

Details of Shares held by shareholders, holding more than 5% of the aggregate shares in the Company.

Particulars	No. of shares	Percentage	No. of shares	Percentage	No. of shares	Percentage
S.I.Media LLP	1,00,00,000	18.46%	1,00,00,000	18.46%	1,00,00,000	18.46%
Vasanth Color Labs	50,00,000	9.23%	50,00,000	9.23%	50,00,000	9.23%

2.8 OTHER EQUITY

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
(a) Capital Reserve			
Opening balance	55,125	55,125	55,125
Add : Transfer During the year	-	-	-
Balance as at the end of the year	55,125	55,125	55,125
(b) Securities Premium Account			
Opening balance	6,41,76,000	6,41,76,000	6,41,76,000
Add : Transfer During the year	0	0	0
Balance as at the end of the year	6,41,76,000	6,41,76,000	6,41,76,000
(c) Profit and Loss Account			
Opening balance	(47,13,898)	(44,93,242)	(57,67,776)
Add : Transfer from Statement of Profit and Loss	1,02,643	(2,20,656)	12,74,534
Balance as at the end of the year	(46,11,255)	(47,13,898)	(44,93,242)
(d) Other Comprehensive Income			
Opening balance	-	-	-
Additions during the year	-	-	-
Balance as at the end of the year	-	-	-

year

TOTAL 5,96,19,870 5,95,17,227 5,97,37,883

Significant accounting policies and Notes to accounts are an integral part of financial statements.

Method : Straight Line basis

PROPERTY, PLANT AND EQUIPMENT

Sl No	Particulars	Gross Block		Accumulated Depreciation			Net Block		
		Balance as at 1st April 2017	Additions/ (Disposals)	Balance as at 31st March 2018	Balance as at 1st April 2017	Depreciation for the Year	Balance as at 31st March 2018	Balance as at 31st March 2018	Balance as at 31st March 2017
	Tangible Assets								
1	Building	1,09,34,127	-	1,09,34,127	43,05,611	1,72,759	44,78,371	64,55,757	66,28,516
2	Plant & Machinery	2,60,05,707	-	2,60,05,707	2,47,05,422	-	2,47,05,422	13,00,286	13,00,286
3	Furniture & Fixtures	25,25,585	-	25,25,585	24,00,802	-	24,00,802	1,24,785	1,24,785
4	Office Equipment	12,52,773	-	12,52,773	11,90,134	-	11,90,134	62,640	62,640
5	Vehicles	17,77,614	-	17,77,614	16,88,733	-	16,88,733	88,882	88,882
6	Computers	1,08,98,950	-	1,08,98,950	1,03,54,003	-	1,03,54,003	5,44,948	5,44,948
	Total	5,33,94,755	-	5,33,94,755	4,46,44,705	1,72,759	4,48,17,464	85,77,298	87,50,057
	Previous Year	5,33,94,755	-	5,33,94,755	4,44,83,457	1,61,248	4,46,44,705	87,50,057	89,11,305

2.0 NOTES ON ACCOUNTS FORMING PART OF THE FINANCIAL STATEMENTS THE FINANCIAL YEAR 2017-18

Amount in INR

2.2 INVESTMENT IN SUBSIDIARY

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
Investment in Wholly Owned Subsidiary			
49,900 Equity shares of Rs 10/- each, fully paid up (Pyramid Entertainment (India) Private Limited)	6,29,00,000	6,29,00,000	6,29,00,000
TOTAL	6,29,00,000	6,29,00,000	6,29,00,000

2.3 OTHER NON-CURRENT ASSETS

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
(Unsecured, Considered good)			
Security Deposit - Others	8,69,658	9,89,658	9,89,658
TOTAL	8,69,658	9,89,658	9,89,658

2.4 TRADE RECEIVABLES

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
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Unsecured, considered good

Outstanding for a period exceeding six months from the date they

are due for payment

From Related parties (Refer Note No. 2.21 for details)

Others

	9,30,02,435	9,21,70,435	9,24,20,435
	-	-	-
TOTAL	9,30,02,435	9,21,70,435	9,24,20,435

2.5 CASH AND CASH EQUIVALENTS

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
Cash and Cash equivalents			
Cash on hand	8,89,748	9,74,310	4,42,405
Balances with Banks			
in Current Account	26,873	36,037	52,112
TOTAL	9,16,621	10,10,347	4,94,517

2.6 OTHER CURRENT ASSETS

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
<u>Unsecured, considered good</u>			
Advance to Vendors	10,74,570	10,47,984	11,71,484
Advance Taxes (Net of Provisions)	18,348	18,348	18,348
GST Input receivable	26,397	-	-
Due From Related Parties			
Pyramid Entertainment (India) Pvt Ltd (Refer Note No. 2.21 for details)	6,66,79,364	6,66,79,364	6,90,68,384
TOTAL	6,77,98,679	6,77,45,696	7,02,58,216

2.9 DEFERRED TAX LIABILITIES

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
On account fiscal allowance of depreciation	18,38,000	22,01,219	21,86,346
TOTAL	18,38,000	22,01,219	21,86,346

2.10 TRADE PAYABLES

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
Trades payables			
- Due to micro small and medium enterprises	-	-	-
-Others	1,11,55,019	1,10,16,448	1,11,96,448

(Refer Note No. 2.22 regarding disclosure as required under the provisions of MSMED Act)

TOTAL	<u>1,11,55,019</u>	<u>1,10,16,448</u>	<u>1,11,96,448</u>
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2.11 OTHER CURRENT LIABILITIES

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
Due to Key managerial personnel			
Ranga Vasanth	6,06,33,755	6,00,93,253	6,23,13,142
Anitha Vasanth	61,00,000	61,00,000	61,00,000
Others payable			
Outstanding Expenses	1,60,404	92,904	92,529
Statutory Dues(Including Providend Fund,Withholding Taxes Payable)	6,51,691	6,39,191	4,41,833
TOTAL	<u>6,75,45,850</u>	<u>6,69,25,348</u>	<u>6,89,47,504</u>

There are no amounts due for payment to the Investor Education and Protection Fund under Section 125(2)(e) of the Companies Act, 2013.

2.12 REVENUE FROM OPERATIONS

Particulars	Year ended 31st March 2018	Year ended 31st March 2017
Screening Income	16,00,000	12,35,833
	<u>16,00,000</u>	<u>12,35,833</u>

2.13 OPERATION COSTS

Particulars	Year ended 31st March 2018	Year ended 31st March 2017
Screening expenses	7,68,000	5,95,112
TOTAL	<u>7,68,000</u>	<u>5,95,112</u>

2.14 FINANCE COSTS

Particulars	Year ended 31st March 2018	Year ended 31st March 2017
Interest on TDS	-	410
	<u>-</u>	<u>410</u>

2.15 DEPRECIATION AND AMORTISATION EXPENSES

Particulars	Year ended 31st March 2018	Year ended 31st March 2017
Depreciation on tangible assets	1,72,759	1,61,248
	<u>1,72,759</u>	<u>1,61,248</u>

2.16 OTHER EXPENSES

Particulars	Year ended 31st March 2018	Year ended 31st March 2017
Audit fees - Statutory	80,000	86,250
Legal & Professional Charges	1,14,475	4,07,901
General expenses	1,96,234	1,90,695
Advances not recoverable	4,09,107	-

written off

Rates and taxes 1,20,000

9,19,816

6,84,846

2.17 EARNINGS PER SHARE

Particulars	Year ended 31st March 2018		Year ended 31st March 2017	
	Before extraordinary items	After extraordinary items	Before extraordinary items	After extraordinary items
Basic/Diluted				
Profit /(Loss) after tax	1,02,643	1,02,643	(2,20,656)	(2,20,656)
Weighted average number of shares outstanding	5,44,71,200	5,44,71,200	5,44,71,200	5,44,71,200
Basic EPS	0.002	0.002	(0.004)	(0.004)
Face value per share	1	1	1	1

2.18 All Current Assets, Loans and advances, have at least the value as stated in the Balance Sheet if realised in the ordinary course of Business.

2.19 Other Current Assets:

(There is also an outstanding balance to the tune of Rs. 66679364.43 (Previous year Rs. 66679364.43) due from Pyramid Entertainment India Private Limited, a subsidiary of the company. The Management has a perception that above amount is recoverable and ensures that the same need not be written off.)

2.20 In view of Brought forward losses under provisions of Income Tax Act, 1961 and also under the provisions of section 115JB of the Income Tax Act, 1961 no provision has been made for taxes for the previous financial year.

2.21 RELATED PARTY TRANSACTIONS

Name of the Related Party

Ranga Vasanth

Anitha Vasanth

M/s Pyramid Entertainment India Private Limited

M/s Vasanth Color Laboratories India Limited

M/s S I Media LLP

M/s Visual Communication Services, Partnership firm

Relationship

Key Managerial Personnel

Key Managerial Personnel

Wholly owned Subsidiary

Other Related Parties

Other Related Parties

Other Related Parties

Particulars	Subsidiaries	Key Managerial Personnel	Other Related Parties	Subsidiaries	Key Managerial Personnel
Screening Revenue			16,00,000		
			12,35,833		
Screening Expenses			7,68,000		
			5,95,112		
Current Liabilities Payable		6,67,33,755			6,61,93,253
		6,61,93,253			6,84,13,142
Receivables at the year end	6,66,79,364		9,30,02,435	6,66,79,364	
	6,66,79,364		9,21,70,435	6,90,68,384	

Investment in Wholly Owned Subsidiary	6,29,00,000		6,29,00,000
	6,29,00,000		6,29,00,000

(Amounts representing in Bold and Italics are relating to Previous year)

2.22 DUES TO MICRO, SMALL & MEDIUM ENTERPRISES

	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	Nil	Nil	Nil
Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	Nil	Nil	Nil
Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	Nil	Nil	Nil
Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	Nil	Nil	Nil
Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	Nil	Nil	Nil
Interest due and payable towards suppliers registered under MSMED Act, for payments already made.	Nil	Nil	Nil
Further interest remaining due and payable for earlier years.	Nil	Nil	Nil

2.23 The previous year figures have been regrouped / reclassified, wherever necessary to conform to the current year presentation.

2.24 SEGMENT INFORMATION

The Company is engaged in the business of film exhibition and production. There are no separately identifiable business segment considering the proportion of revenues, profits and assets of the Company. Hence no separate disclosures have been made in line with Ind AS – 108 on Segment Reporting.

2.25 FIRST TIME ADOPTION OF IND AS 101

These are company's first financial statements prepared in accordance with Ind AS. The accounting policies set out in Note no. 1.1 under Significant accounting policies have been applied in preparing the financial statements for the year ended March 31, 2018, the comparative information presented in these financial statements for the year ended March 31, 2017 and in the preparation of an opening Ind AS balance sheet at April 01, 2016 (transition date). In preparing its opening Ind AS balance sheet, the Company has adjusted the amount reported previously in financial statements prepared in accordance with IGAAP.

2.26 EXEMPTIONS AVAILED AND APPLIED UNDER IND AS

Ind AS 101 allows first-time adopters certain exemptions from the retrospective application of certain requirements under Ind AS. The Company has applied the following exemptions:

(i) Deemed cost: Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind AS, measured as per the IGAAP and use that as its deemed cost as at the date of transition. This exemption can also be used for intangible assets covered by Ind AS 38 Intangible assets. Accordingly, the Company has elected to measure all of its property, plant and equipment, intangible assets at their IGAAP carrying value;

(ii) Ind AS 27 requires investments in subsidiaries, joint ventures and associates to be recorded at cost or in accordance with Ind AS 109 in its separate financial statements. The Company has availed the above exemption and recognized the investment in subsidiaries at the IGAAP carrying amount at the date of transition to Ind AS;

2.27 RECONCILIATION

There was no reconciliation items between financial statements prepared under IGAAP and those prepared under Ind AS.

2.28 ADDITIONAL DISCLOSURES AS REQUIRED UNDER SCHEDULE III OF THE COMPANIES ACT, 2013

Particulars	2017-18	2016-17
(i) Expenditure in foreign currency	-	-
(ii) Income in foreign currency	-	-
(iii) CIF value of imports	-	-
(iv) Derivative instruments & unhedged foreign currency exposure	-	-
(v) Capital & other commitments	-	-

Note No. 2.9

DEFERRED TAX CALCULATION FOR THE FINANCIAL YEAR 2017-18

Particulars	31.3.2018	31.3.2017
I. Computation of Deferred Tax Liability		
Difference on account of Depreciation		
WDV as on 31.03.2018:		
a) Companies Act - A	85,77,298	87,50,057
b) Income Tax - B	14,41,942	16,26,372
Difference (A-B)	71,35,356	71,23,685
TAX @ 25.75%	18,38,000	22,01,219
Total Deffered Tax Asset/(Liability)	(18,38,000)	(22,01,219)
Opening Deferred Liability	(22,01,219)	(21,86,346)
Provision for deferred tax to SOPL	3,63,219	(14,873)

SUB-NOTES TO THE BALANCE SHEET & PROFIT AND LOSS

Particulars	AS AT	AS AT
	As at 31.03.2018	As at 31.03.2017
1 Outstanding Expenses		
Audit Fees Payable- S Janardhan and Associates	1,47,631	80,131

intrerest on tds -payable	12,773	12,773
Total	1,60,404	92,904
2 Withholding Taxes Payable		
TDS Payable - Salary	30,765	30,765
TDS Payable - Contractors	10,195	10,195
TDS Payable - Professionals	2,98,427	2,85,927
Service Tax Payable	3,12,304	3,12,304
Total	6,51,691	6,39,191
3 Security Deposit - Others(Dr)		
Bangalore Stock Exchange Limited	3,00,000	3,00,000
KEB Deposits	2,52,110	2,52,110
Rental Deposit-Chennai	3,06,848	3,06,848
Telephone Deposit	9,000	9,000
ROC Deposit	-	1,20,000
Water Deposit	1,700	1,700
Total	8,69,658	9,89,658
4 Trade Payables-Others		
Ambika Trade Impex	2,59,875	2,59,875
Ami Traders	51,48,265	51,48,265
CVG Seating India Pvt Ltd	69,129	-
Mayank Enterprises	56,03,892	56,03,892
NSDL	54,026	-
Integrated Registry	15,416	-
Prasad Extreme Digital Cinema Network Pvt Ltd.,	4,416	4,416
Total	1,11,55,019	1,10,16,448
5 Balances with Banks		
Kotak Mahindra Bank	22,954	21,954
ICICI Bank	-	6,436
Indian Bank	3,919	7,647
Total	26,873	36,037
6 Advance To Suppliers		
Pramod Enterprises	38,815	38,815
Manohar Ramsinghani	44,000	44,000
VIVEK BHAT	17,100	17,100
P V R Limited	1,517	1,517
Laksmi Subramanian & Associates	6,90,000	6,90,000
Shailashri Bhaskar.	39,327	39,327
AARANLAW ADVOCATE.	1,35,000	1,35,000
N.R.Gada & Associates	20,000	20,000
CDSL	28,621	2,035
Inox Leisure Ltd	3,690	3,690
DHHANISH ADVISORS PVT LTD	45,000	45,000
Detail Note	11,500	11,500
	10,74,570	10,47,984
7 TDS Receivable		
TDS Receivable (AY 2014-15)	1,11,730	1,11,730
Total	1,11,730	1,11,730

8 General Expenses

Bank Charges	19,582	17,953
Listing Fees	16,000	33,814
Fee & subscription	72,090	-
Printing and stationery	340	810
Travelling Expenses	88,222	1,38,118
Total	1,96,234	1,90,695

For and on behalf of the Board of
Vision Cinemas Limited

Place :Bangalore
Date : 30th May 2018

Ranga Vasanth
(Director)

Anitha Vasanth
(Director)

As per my report of even date
FOR V Sagar & Co
CHARTERED ACCOUNTANT
Reg No. 016658S

Place :Bangalore
Date : 30th May 2018

(V Sagar)
Proprietor
Membership No. 239221

**Independent Auditor's Report
To the Members of Vision Cinemas Limited****Report on the Consolidated Ind AS financial statements**

I have audited the accompanying Consolidated Ind AS financial statements of Vision Cinemas Limited and its subsidiaries (hereinafter referred together as "the Group"), which comprise the consolidated balance sheet as at 31st March 2018, the consolidated statement of profit and loss including Other comprehensive income, the consolidated cash flow statement and the statement of changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Ind AS financial statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance including Other Comprehensive Income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with the Rules specified in the Companies (Indian Accounting Standards) Rules, 2017 as amended from time to time. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

My responsibility is to express an opinion on these consolidated Ind AS financial statements based on my audit.

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Group's preparation of the Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the group has in place adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Ind AS financial statements.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion on the consolidated Ind AS financial statements.

Opinion

I report that the consolidated Ind AS financial statements have been prepared by the Group's Management in accordance with the requirements of Ind AS 110 – Consolidated financial statements specified under Section 133 of the Companies Act, 2013.

In my opinion and to the best of my information and according to the explanations given to me, **except for the possible effects of the matters described in the Emphasis of Matter paragraph and sub-para 2 (g) (i) of "Report on Other Legal and Regulatory Requirements paragraph" below**, the aforesaid consolidated Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of

affairs of the Company as at 31st March 2018, its losses, Other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Emphasis of Matter

Without qualifying my report, I draw attention on the following non compliances under the Companies Act, 2013 and rules thereon:

- e. Non-appointment of Independent Directors as required under section 149(4) of the said Act;
- f. Non-appointment of Internal Auditors as required under section 138 of the said Act;
- g. Non-appointment of Chief Financial Officer and full-time Company Secretary as required under section 203 of the said Act; and
- h. The Group has not placed its Ind AS financial statements and relevant information on its website as required under section 136 of the said Act.

Other Matter

The accompanying consolidated financial statements include total assets of Rs.1,95,60,722 as at March 31, 2018, and total revenues of Rs. 7,500 for the year ended on that date, in respect of a subsidiary, which have been audited by other auditor, whose financial statements, other financial information and auditor's report have been furnished to us by the management. Our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the subsidiary, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary, is based solely on the report of such other auditor.

Report on Other Legal and Regulatory Requirements

1. This report does not include a statement on the matters specified in the paragraph 3 and 4 of the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, since in my opinion and according to the information and explanations given to me the said order is not applicable to the Company.
2. As required by Section 143 (3) of the Act, I report that:
 - (a) I have sought and obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purposes of my audit.
 - (b) In my opinion proper books of account as required by law have been kept by the Group so far as it appears from my examination of those books;
 - (c) The consolidated balance sheet, the consolidated statement of profit and loss including Other comprehensive income, the consolidated cash flow statement and Statement of changes in Equity dealt with by this Report are in agreement with the books of account;
 - (d) In my opinion, the aforesaid consolidated Ind AS financial statements comply with the Accounting Standards specified in the Companies (Indian Accounting Standards) Rules, 2017 as amended from time to time;
 - (e) On the basis of the written representations received from the directors as on 31st March 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2018 from being appointed as a director in terms of Section 164 (2) of the Act;
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to my separate report in "Annexure A"; and

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

i. **I am unable to express an opinion on the impact of pending litigations on its financial position in the Ind AS financial statements of the Group as the management has not furnished to me requisite information/evidences in this regard.**

ii. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

iii. There has been no amount, required to be transferred, to the Investor Education and Protection Fund by the Group.

For V Sagar & Co

Chartered Accountant - RegNo. 016658S

Bengaluru
30th May, 2018

V Sagar
Proprietor
Membership No. 239221

Annexure - A 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")

I have audited the internal financial control over financial reporting of VISION CINEMAS LIMITED ("the Company") as at 31st March 2018 in conjunction with my audit of the consolidated Ind AS 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 Control 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

My responsibility is to express an opinion on the Company's internal financial control over financial reporting based on my audit. I conducted my audit in accordance with the Guidance Note on Audit of Internal Financial Control over Financial Reporting (the "Guidance Note") and the Standard 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 I comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial control over financial reporting was established and maintained and if such controls operated effectively in all material respects.

My audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial control system over financial reporting and their operating effectiveness. My audit of internal financial control over financial reporting included obtaining an understanding of internal financial control 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 risk of material misstatement of the Ind AS financial statements, whether due to fraud or error.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my 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 Ind AS 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 disposition of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Ind AS financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the Ind AS financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial control 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.

Disclaimer of Opinion

In our opinion, the Group 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 31 March 2018, 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, except for one of its subsidiary, Pyramid Entertainment India Private Limited, of which accounts were not audited by us and the other auditor have reported that the Company was not able to provide us with sufficient appropriate audit evidence on the system of internal financial control over financial reporting based on criteria considering the essential components of internal control as stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India and due to the aforesaid reason, they are unable to and do not provide any opinion as to whether the Company had adequate internal financial controls over financial reporting as at March 31, 2018 and whether such internal financial controls were operating effectively.

Explanatory paragraph

We also have audited, in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act, the Consolidated financial statements of the Group, which comprise the Consolidated balance sheet as at March 31, 2018, Consolidated Statement of changes in Equity and the related Consolidated statement of profit and loss and Consolidated cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information. We have considered the disclaimer of opinion reported above in determining the nature, timing, and extent of audit tests applied in our audit of the March 31, 2018 Consolidated financial statements of the Group and this report does not affect our report dated 30th May 2018 which expressed an unqualified opinion on those financial statements.

For V Sagar & Co
Chartered Accountant - RegNo. 016658S

Bengaluru
30th May, 2018

V Sagar
Proprietor
Membership No. 239221

VISION CINEMAS LIMITED

Amount in INR

CONSOLIDATED BALANCE SHEET AS AT 31st MARCH, 2018

PARTICULARS	Note No.	31.03.2018 Rs.	31.03.2017 Rs.	01.04.2016 Rs.
ASSETS				
Non-current assets				
Property, plant and equipment	2.1	4,38,51,883	4,98,88,846	12,03,42,417
Intangible assets		5,74,06,317	5,74,06,317	5,74,06,317
Other non-current assets	2.2	12,85,203	12,85,203	12,85,203
Total Non-Current Assets		10,25,43,403	10,85,80,365	17,90,33,936
Current Assets				
Financial Assets				
Trade receivables	2.3	8,97,57,589	8,90,76,589	9,34,68,071
Cash and cash equivalents	2.4	9,91,281	11,09,806	12,60,569
Other current assets	2.5	9,80,967	15,94,863	17,78,727
Total Current Assets		9,17,29,836	9,17,81,258	9,65,07,367
TOTAL		19,42,73,239	20,03,61,623	27,55,41,303
EQUITY AND LIABILITIES				
Equity				
Equity share capital	2.6	6,25,67,450	6,25,67,450	6,25,67,450
Other equity	2.7	79,98,855	1,44,94,497	7,69,32,472
Share Warrants		3,13,38,500	3,13,38,500	3,13,38,500
Equity attributable to equity holders of the Parent company		10,19,04,805	10,84,00,447	17,08,38,422
Non-Controlling Interest		13,269	24,971	33,295
Total Equity		10,19,18,074	10,84,25,418	17,08,71,716
Liabilities				
Non-current liabilities				
Financial liabilities				
Borrowings	2.8	10,47,880	15,23,457	19,64,773
Provisions	2.9	1,03,273	1,03,273	1,03,273
Deferred Tax Liabilities(Net)	2.10	48,08,000	55,11,639	1,17,28,550
Total Non-Current Liabilities		59,59,153	71,38,369	1,78,91,003
Current liabilities				
Financial liabilities				
Trade payables	2.11	1,21,28,875	1,19,90,304	1,24,10,984
Other current liabilities	2.12	7,29,28,119	7,14,68,514	7,30,23,744
Provisions	2.13	13,39,019	13,39,019	13,43,855
Total Current Liabilities		8,63,96,013	8,47,97,836	8,67,78,583
Total Liabilities		9,23,55,165	9,19,36,205	10,46,69,587

TOTAL EQUITY & LIABILITIES

19,42,73,239 20,03,61,623 27,55,41,303

Significant accounting policies and Notes to accounts are an integral part of financial statements

For and on behalf of the Board
VISION CINEMAS LIMITED

Place: Bangalore
Date: 30th May 2018

Ranga Vasanth
Director

Anitha Vasanth
Director

As per my report of even date
FOR V Sagar & Co
CHARTERED ACCOUNTANT
Reg No. 016658S

Place: Bangalore
Date: 30th May 2018

V Sagar
Proprietor
Membership No. 239221

VISION CINEMAS LIMITED

Amount in INR

**CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDING 31ST MARCH,
2018**

PARTICULARS	Note No.	31.03.2018 Rs.	31.03.2017 Rs.
Revenue from operations(Gross)	2.14	16,00,000	1,35,42,860
Other Income	2.15	7,500	5,28,960
Total Revenue		16,07,500	1,40,71,820
Expenses:			
Operation Costs	2.16	7,68,000	59,95,422
Employee benefits expense	2.17	-	6,54,757
Finance costs	2.18	2,45,358	2,68,084
Depreciation and amortisation expense	2.19	54,14,799	59,96,803
Other expenses	2.20	17,68,164	53,63,193
Total Expenses		81,96,320	1,82,78,259
Profit/(loss) before exceptional and extraordinary items and tax		(65,88,820)	(42,06,439)
Exceptional items		-	-
Profit/(loss) before extraordinary items and tax		(65,88,820)	(42,06,439)
Extraordinary Items (Refer note no. 2.27)		6,22,163	6,44,56,770
Profit/(loss) before Tax		(72,10,983)	(6,86,63,209)
Tax expense:			
(1) Current tax		-	-
(2) Deferred tax		(7,03,639)	(62,16,910)
Profit/(loss) for the year		(65,07,344)	(6,24,46,298)
Less: Minority Interest		11,702	8,324
Profit/(loss) for the year		(64,95,642)	(6,24,37,974)
Other comprehensive income			
Items that will not be reclassified to profit or loss in subsequent period:			
Remeasurement of post employment benefit obligations		-	-
Income tax relating to these items		-	-
Other comprehensive income for the year, net of tax		-	-
Total comprehensive income for the year		(64,95,642)	(6,24,37,974)
Earnings per share:	2.21		
(1) Basic		(0.12)	(1.15)
(2) Diluted		(0.12)	(1.15)

Significant accounting policies and Notes to accounts are an integral part of financial statements

For and on behalf of the Board

VISION CINEMAS LIMITED

Place: Bangalore
Date: 30th May 2018

Ranga Vasanth Anitha Vasanth
Director Director

As per my report of even date
FOR V Sagar & Co
CHARTERED ACCOUNTANT
Reg No. 016658S

Place: Bangalore
Date: 30th May 2018

V Sagar
Proprietor
Membership No. 239221

VISION CINEMAS LIMITED

Amount in INR

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDING 31ST MARCH 2018

Particulars	Current year	Previous year
A. Cash Flow from Operating Activities	(72,10,983)	(6,86,63,209)
Profit before Taxation and extraordinary items		
Adjustments for Depreciation	54,14,799	59,96,803
Adjustment for Impairment of Assets	6,22,163	6,44,56,770
Interest Expense	2,45,358	2,68,084
Interest Income	-	(7,767)
Operating Profit before working capital changes	(9,28,665)	20,50,681
<u>Changes in Working Capital:</u>		
Increase/(Decrease) in Trade Payables	1,38,571	(4,20,680)
Increase/(Decrease) in Short Term Provisions	-	(4,836)
Increase/(Decrease) in Long term liabilities	-	(40,94,408)
Increase/(Decrease) in Other Liabilities	14,09,605	(16,00,230)
(Increase)/Decrease in Trade Receivables	(6,81,000)	43,91,482
(Increase)/Decrease in Short term Loans and advances	6,13,896	1,83,864
(Increase)/Decrease in Long Term Loans and advances	-	-
Cash generated from Operations	5,52,407	5,05,872
Taxes paid (Net of refunds)	-	-
Net cash generated from operations before extraordinary items	5,52,407	5,05,872
Net cash generated from operating activities	5,52,409	5,05,872
B Cash Flow from Investing Activities		
Interest received	-	7,767
Net Cash from Investing Activities	-	7,767
C Cash flow from Financing Activities		
Interest expense	(2,45,358)	(2,68,084)
Increase/(Repayment) of borrowings	(4,25,577)	(3,96,316)
Net cash raised in Financing activities	(6,70,935)	(6,64,401)
Net increase in cash and cash equivalents	(1,18,525)	(1,50,763)
Cash and Cash equivalents at the beginning of the year	11,09,806	12,60,569
Cash and Cash equivalents at the end of the year	9,91,281	11,09,806

Note 1:

There was no significant reconciliation items between cash flow prepared under IGAAP and those prepared under Ind AS

For and on behalf of the Board of Directors of
Visions Cinemas Limited

As per my report of even date
FOR V Sagar & Co
CHARTERED ACCOUNTANT

Reg No. 016658S

Ranga Vasanth
Director

Anitha
Vasanth
Director

V Sagar
Proprietor
Membership No. 239221

Place: Bangalore
Date: 30th May 2018

Place: Bangalore
Date: 30th May 2018

STATEMENT OF CHANGES IN EQUITY AS AT MARCH 31, 2018

Amount in INR

2.6

**SHARE
CAPITAL**

Particulars	As at 31.03.2018	As at 31.03.2017	As at 1.04.2016
Authorised			
15,00,00,000 (Previous Year)			
15,00,00,000) Equity Shares of Rs. 1/- each	15,00,00,000	15,00,00,000	15,00,00,000
(A) Issued and Subscribed and fully Paid-up			
5,41,74,705 (Previous Year)			
5,41,74,705) Equity Shares of Rs. 1/- each fully paid up	5,41,74,705	5,41,74,705	5,41,74,705
(B) Forfeiture of Shares			
(arising out of reduction in capital as per court order)			
Opening balance	83,92,745	83,92,745	83,92,745
Add : Transfer	-	-	-

During the year			
Balance as at the end of the year	83,92,745	83,92,745	83,92,745
TOTAL	6,25,67,450	6,25,67,450	6,25,67,450

(Of the above 3,53,71,200 equity shares were allotted as fully paid for consideration other than cash pursuant to a contract)

The Company has only one class of shares referred to as equity shares having a par value of Re.1/-. Each holder of equity shares is entitled to one vote per share held.

The Company declares and pays dividend in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing annual general meeting. Dividend, if approved, is payable to the shareholders in proportion to their shareholding. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the company.

The distribution will be in proportion to the number of equity shares held by the shareholders.

Reconciliation of number of Shares

	As at 31.03.2018		As at 31.03.2017		As at 01.04.2016	
	Number of Shares	Amount	Number of Shares	Amount	Number of Shares	Amount
Balance as at the beginning of the previous year	5,41,74,705	5,41,74,705	5,41,74,705	5,41,74,705	5,41,74,705	5,41,74,705
Add: Shares issued during the year	-	-	-	-	-	-
Balance as at the end of the year	5,41,74,705	5,41,74,705	5,41,74,705	5,41,74,705	5,41,74,705	5,41,74,705

Details of Shares held by shareholders, holding more than 5% of the aggregate shares in the Company.

Particulars	As at 31.03.2018		As at 31.03.2017		As at 01.04.2016	
	No. of shares	Percentage	No. of shares	Percentage	No. of shares	Percentage
S I Media LLP	1,00,00,000	18.36%	1,00,00,000	18.36%	1,00,00,000	18.36%
Vasanth Color Labs	50,00,000	9.18%	50,00,000	9.18%	50,00,000	9.18%

2.7 OTHER EQUITY

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
(a) Capital Reserve			
Opening	55,125	55,125	55,125

balance				
Add :				
Adjustment s pertaining to earlier years	-	-	-	
Balance as at the end of the year (b)				
		55,125	55,125	55,125
Securities Premium Account				
Opening balance	6,41,76,00 0	6,41,76,00 0	6,41,76,00 0	
Add :				
Transfer During the year	-	-	-	
Balance as at the end of the year				
		6,41,76,000	6,41,76,000	6,41,76,000
(c) Surplus in Statement of Profit and Loss				
Opening balance	(4,97,36,62 8)	1,27,01,34 7		88,66,694
Add :				
Transfer from Statement of Profit and Loss	(64,95,642)	(6,24,37,97 4)		38,34,653
Balance as at the end of the year				
		(5,62,32,270)	(4,97,36,628)	1,27,01,347
(d) Other Comprehe nsive Income				
Opening balance	-	-	-	
Additions during the year	-	-	-	
Balance as at the end of the year				
		-	-	-
TOTAL		79,98,855	1,44,94,497	7,69,32,472

**2.0 CONSOLIDATED NOTES ON ACCOUNTS FORMING PART OF THE FINANCIAL STATEMENTS THE
FINANCIAL YEAR 2017-18**

Amount in INR

2.2 LONG TERM LOANS AND ADVANCES

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
<u>Unsecured, considered good</u>			
Security Deposit - Others	10,98,448	10,98,448	10,98,448
Employee State Insurance Under protest	1,86,755	1,86,755	1,86,755
TOTAL	12,85,203	12,85,203	12,85,203

2.3 TRADE RECEIVABLES

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
<u>Unsecured, considered good</u>			
Outstanding for a period exceeding six months from the date they are due for payment			
- from related Parties	8,97,57,589	8,90,76,589	9,34,68,071
- from Others	-	-	-
TOTAL	8,97,57,589	8,90,76,589	9,34,68,071

2.4 CASH AND CASH EQUIVALENTS

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
Cash and Cash equivalents			
Cash on hand	9,55,040	10,39,602	4,79,002
Balances with Banks in Current Account	36,241	70,204	7,81,567
TOTAL	9,91,281	11,09,806	12,60,569

2.5 SHORT TERM LOANS AND ADVANCES

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
<u>Unsecured, considered good</u>			
Advances recoverable in cash or kind	9,54,570	15,90,685	16,27,224
GST Input receivable	26,397	-	-
Loans and advances to Employees	-	4,178	13,500
TOTAL	9,80,967	15,94,863	17,78,727

2.8 BORROWINGS

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
Vehicle Loan	10,47,880	15,23,457	19,64,773
TOTAL	10,47,880	15,23,457	19,64,773

Name of the Financier	Daimler Financial Services India Private Limited
Type of loan	Vehicle loan*
Loan account No.	10110914
Amount sanctioned/availed (Rs.)	29,04,345
Sanction Date	30-Aug-14
Current Interest rate	12.09%
Amount of EMI	55,079
Repayment type	Monthly

2.9 PROVISIONS

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
Provision for Gratuity	1,03,273	1,03,273	1,03,273
TOTAL	1,03,273	1,03,273	1,03,273

2.10 DEFERRED TAX LIABILITY

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
On account fiscal allowance of depreciation	48,08,000	55,11,639	1,17,28,550
TOTAL	48,08,000	55,11,639	1,17,28,550

2.11 TRADE PAYABLES

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
Trades payables			
-Due to micro small and medium enterprises	-	-	
-Others	1,21,28,875	1,19,90,304	1,24,10,984
TOTAL	1,21,28,875	1,19,90,304	1,24,10,984

2.12 OTHER CURRENT LIABILITIES

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
Current maturities of long term debt			
Vehicle Loan	4,91,317	4,41,317	3,96,317
Due to Key managerial personnel			
Ranga Vasanth	6,26,26,169	6,14,30,433	6,26,32,459
Anitha Vasanth	61,00,000	61,00,000	61,00,000
Other payables			
Outstanding Expenses	26,25,265	24,09,265	27,64,324
Employee related statutory Dues Payable	-	6,653	8,428

Balances due to statutory authorities	10,85,368	10,80,846	11,22,217
TOTAL	7,29,28,119	7,14,68,514	7,30,23,744

a) There are no amounts due for payment to the Investor Education and Protection Fund under Section 125(2)(e) of the Companies Act, 2013.

2.13 PROVISIONS

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
Provision for Income Tax (Net)	13,04,594	13,04,594	13,09,430
Provision for Gratuity	34,424	34,424	34,424
TOTAL	13,39,019	13,39,019	13,43,855

2.14 REVENUE FROM OPERATIONS

Particulars	Year Ended 31.03.2018	Year Ended 31.03.2017
Revenue from operations and allied services	-	1,35,42,860
Screening Income	16,00,000	-
TOTAL	16,00,000	1,35,42,860

2.15 OTHER INCOME

Particulars	Year Ended 31.03.2018	Year Ended 31.03.2017
Interest earned	-	7,767
Dividend Income	7,500	-
Share on Revenue From Canteen Food & Beverages	-	1,08,000
Miscellaneous Income	-	4,13,193
TOTAL	7,500	5,28,960

2.16 OPERATION COSTS

Particulars	Year Ended 31.03.2018	Year Ended 31.03.2017
Screening expenses	7,68,000	59,95,422
TOTAL	7,68,000	59,95,422

2.17 EMPLOYEE BENEFIT EXPENSES

Particulars	Year Ended 31.03.2018	Year Ended 31.03.2017
Salaries	-	6,54,757
TOTAL	-	6,54,757

2.18 FINANCE COSTS

Particulars	Year Ended 31.03.2018	Year Ended 31.03.2017
Interest	2,13,973	2,68,084
Bank charges	31,385	-
TOTAL	2,45,358	2,68,084

2.19 DEPRECIATION AND AMORTISATION EXPENSES

Particulars	Year Ended 31.03.2018	Year Ended 31.03.2017
Depreciation on tangible assets	54,14,799	59,96,803
TOTAL	54,14,799	59,96,803

2.20 OTHER EXPENSES

Particulars	Year Ended 31.03.2018	Year Ended 31.03.2017
Audit fees - Statutory	1,55,000	1,72,500
Bad debts	-	94,346
Communication Expenses	434	66,062
Legal and Professional Charges	1,89,475	20,40,028
Advances not recoverable written off	10,62,385	
Rates and taxes	1,20,000	
Repairs and maintenance	-	7,63,765
Rates and taxes	-	2,700
Power and fuel	1,550	14,55,152
Travelling and Conveyance	-	52,828
General expenses	2,39,320	7,15,812
TOTAL	17,68,164	53,63,193

2.21 EARNINGS PER SHARE

Particulars	Year Ended 31.03.2018		Year Ended 31.03.2017	
	Before extraordina ry items	After extraordina ry items	Before extraordinary items	After extraordinar y items
(a) Basic				
Profit after tax	(65,07,344)	(65,07,344)	(6,24,46,298)	(6,24,46,298)
Weighted average number of shares outstanding	5,44,71,200	5,44,71,200	5,44,71,200	5,44,71,200
Basic EPS	(0.12)	(0.12)	(1.15)	(1.15)
Face value per share	1	1	1	1
(b) Diluted				
Profit after tax	(65,07,344)	(65,07,344)	(6,24,46,298)	(6,24,46,298)
Adjusted net profit for the year	(65,07,344)	(65,07,344)	(6,24,46,298)	(6,24,46,298)
Weighted average number of shares outstanding for diluted EPS	5,44,71,200	5,44,71,200	5,44,71,200	5,44,71,200
Diluted EPS	(0.12)	(0.12)	(1.15)	(1.15)
Face value per share	1	1	1	1

2.22 SEGMENT REPORTING

The Company is engaged in the business of film exhibition and production. There are no separately identifiable business segment considering the proportion of revenues, profits and assets of the Company. Hence no separate disclosures have been made in line with Ind AS – 108 on Segment Reporting.

2.23 RELATED PARTY TRANSACTIONS

Particulars	Name of the Parties	Nature of relationship	31.03.2018	31.03.2017
Screening Revenue	Visual communication services	Other related Parties	16,00,000	12,35,833
Screening Expenses	Visual communication services	Other related Parties	7,68,000	5,95,112
Receivable at Year end	Vasanth Colour Laboratories Limited	Other related Parties	8,97,57,589	8,90,76,589
Payable at Year end	Ranga Vasanth	Key Management Personnel	6,26,26,169	6,14,30,433
Payable at Year end	Anitha Vasanth	Key Management Personnel	61,00,000	61,00,000
Key Management Personnel	Other related Parties			
Ranga Vasanth B	Vasanth Colour Laboratories Limited			
Anitha Vasanth	Visual communication services			

2.24 DUES TO MICRO AND SMALL ENTERPRISES

Particulars	31.03.2018	31.03.2017	31.03.2016
Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	Nil	Nil	Nil
Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	Nil	Nil	Nil
Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	Nil	Nil	Nil
Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	Nil	Nil	Nil
Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	Nil	Nil	Nil

Interest due and payable towards suppliers registered under MSMED Act, for payments already made.	Nil	Nil	Nil
Further interest remaining due and payable for earlier years.	Nil	Nil	Nil

2.25 In the opinion of Board of Directors, all current assets, loans and advances, Investments have at least the value as stated in the Balance Sheet, if realized in the ordinary course of business.

2.26 Contingent Liability on account of disputed Employees State Insurance is Rs 4,66,885/. (Previous Year Rs. 4,66,885/-).

2.27 IMPAIRMENT OF ASSETS

During the previous year, the Company owing to decision by the supreme court was under obligation to vacate the lease hold premises being occupied, where the screening of movie was carried out. Due to this significant event, the Company had to give the possession of the lease hold premises including land and building upper tenant thereto, which has led to impairment of buildings constructed on such land and as such its carrying value is Nil as on balance sheet date. Hence, the net block value of the Multiplex building aggregating to Rs. 4,86,65,839/- is impaired in full during the previous year. During the current year, the company further impaired certain assets aggregating to Rs 8,65,391/- pursuant to testing of its impairment as on the Balance sheet date. Owing to this, the company has not generated any revenue from operation from the screening of movies.

2.28 Confirmation of balances in respect of debtors and creditors has not been obtained.

2.29 FIRST TIME ADOPTION OF IND AS 101

These are company's first financial statements prepared in accordance with Ind AS. The accounting policies set out in note no. 1.1 have been applied in preparing the financial statements for the year ended March 31, 2018, the comparative information presented in these financial statements for the year ended March 31, 2017 and in the preparation of an opening Ind AS balance sheet at April 01, 2016 (transition date). In preparing its opening Ind AS balance sheet, the Company has adjusted the amount reported previously in financial statements prepared in accordance with IGAAP.

2.30 EXEMPTIONS AVAILED AND APPLIED

"Ind AS 101 allows first-time adopters certain exemptions from the retrospective application of certain requirements under Ind AS. The Company has applied the following exemptions:

- (i) Deemed cost: Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind AS, measured as per the IGAAP and use that as its deemed cost as at the date of transition. This exemption can also be used for intangible assets covered by Ind AS 38 Intangible assets. Accordingly, the Company has elected to measure all of its property, plant and equipment, intangible assets at their IGAAP carrying value;
- (ii) Ind AS 27 requires investments in subsidiaries, joint ventures and associates to be recorded at cost or in accordance with Ind AS 109 in its separate financial statements. The Company has availed the above exemption and recognized the investment in subsidiaries at the IGAAP carrying amount at the date of transition to Ind AS;"

2.31 RECONCILIATION

There was no reconciliation items between financial statements prepared under IGAAP and those prepared under Ind AS.

2.32 ADDITIONAL DISCLOSURES AS REQUIRED UNDER SCHEDULE III OF THE COMPANIES ACT

Particulars	2017-18	2016-17
(i) Expenditure in foreign currency	-	-
(ii) Income in foreign currency	-	-
(iii) CIF value of imports	-	-
(iv) Derivative instruments & unhedged foreign currency exposure	-	-
(v) Capital & other commitments	-	-

1 CORPORATE INFORMATION

Vision Cinemas Limited (VCL) was incorporated on 18th June, 1992. VCL is a Company in the business of Processing of cine and telefilms, video films, satellite and cable TV and tape recorders, processing, printing, titling, recording and dubbing etc and to carry on business as producers of feature films and as distributors, hirers, exhibitors and negative holders of documentary and feature films of all languages.

The Company has investment in Pyramid Entertainment India Private Limited, being its wholly owned subsidiary. The Company and its subsidiaries (hereinafter collectively referred to as 'the Group') are incorporated in India and are engaged in the business of Processing of cine and telefilms, video films, satellite and cable TV and tape recorders, processing, printing, titling, recording and dubbing etc and to carry on business as producers of feature films and as distributors, hirers, exhibitors and negative holders of documentary and feature films of all languages.

SIGNIFICANT ACCOUNTING POLICIES TO THE CONSOLIDATED ACCOUNTS

1.1 BASIS OF PREPARATION

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015.

For all the period up to and including the year ended March 31, 2017, the Company prepared its financial statements in accordance accounting standards notified under the section 133 of the Companies Act 2013, read with paragraph 7 of the Companies (Accounts) Rules 2014 (Indian GAAP). These financial statements for the year ended March 31, 2018 are the first financial statements of the Company prepared in accordance with Ind AS. Refer to note 2.29 for detailed information on adoption of Ind AS. The financial statements have been prepared on an accrual basis and under the historical cost convention, except for certain assets and liabilities which have been measured at fair value.

1.2 PRINCIPLES OF CONSOLIDATION

The financial Statement of the Subsidiary company used in the consolidation are drawn up to the same reporting date as of the Company.

The Consolidated financial statements have been prepared on the following basis:

- i. The Consolidated Financial Statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the company's separate Financial Statements.
- ii. The Consolidated of the financial statements of the holding company and its Subsidiary is done to the extent possible on a line by line bases by adding together like items of assets, liabilities, income and expenses; inter group transactions, balances and unrealized inter company profits have been eliminated in the process of consolidation.
- iii. The excess of cost to the Company of its investments in subsidiary companies over its share of the equity of the subsidiary companies at the dates on which the investments in the subsidiary companies are made, is recognized as 'Goodwill' being an asset in the consolidated financial statements. Alternatively, where the share of equity in the subsidiary

company as on the date of investment is in excess of cost of investment in the company, it is recognized as 'Capital Reserve' and shown under the head 'Reserves and Surplus', in the consolidated financial statement.

iv. Non-Controlling interest in subsidiary represents the minority shareholders proportionate share of net asset and net income.

1.3 USE OF ESTIMATES:

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. Significant estimates used by the management in the preparation of these financial statements include classification of assets and liabilities into current and non-current, estimates of the economic useful lives of fixed assets, provisions for bad and doubtful debts. Any revision to accounting estimates is recognised prospectively.

1.4 INVENTORY:

Stock in trade is valued at lower of cost or the closing rate as per the quotation of Recognized Stock Exchange as on the balance sheet date.

1.5 EVENTS OCCURRING AFTER BALANCE SHEET DATE :

Material events occurring after the date of Balance sheet are taken into cognizance.

1.6 EXPENDITURE :

Expenses are accounted on the accrual basis and provisions are made for all known losses and liabilities.

1.7 REVENUE RECOGNITION:

a) Screening Income:

In cases where the Company has a formal contract with the advertiser or advertising agency, revenue is recognized as specified in the contract. In other cases, revenue is recognized after completion of screening of related advertisement.

b) Project Management/Development Income:

Income is recognized as and when the bill is raised.

1.8 PROPERTY, PLANT AND EQUIPMENT:

- Fixed assets are stated at cost of acquisition including directly attributable costs for bringing the asset into intended use, less accumulated depreciation, amortization and impairment losses.

- Borrowing costs directly attributable to acquisition or construction of those Fixed assets which necessarily take a substantial period of time to get ready for their intended use are capitalized.

- Expenditure directly relating to expansion is capitalized only if it increases the life or functionality of an asset beyond its original standard of performance.

- Depreciation is provided on straight line method on the basis of useful life of each asset set out under Schedule-II of the Companies Act, 2013 on a pro-rata basis.

- Deemed cost of transition to Ind AS – For transition to Ind AS, the Company has elected to continue with the carrying value of all of its PPE recognised as on April 01, 2016 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date

INTANGIBLE ASSETS :

1.9 Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Intangible assets are amortized on a straight line basis over a period of 3 years, which is estimated to be the useful life of the asset.

1.10 INVESTMENTS:

Long-term investments are stated at cost. Provision for diminution in the value of long-term investments is made only if such decline is not temporary in the opinion of the management.

1.11 EMPLOYEES RETIREMENT BENEFITS:

a. Short term employee benefits being all those benefits payable within 12 months of rendering the services such as salaries, house rent allowance & expected cost of bonus are recognised in the period in which the employee renders the related services.

b. Provident fund and Employee State Insurance: The company's contribution to the recognized Provident Fund and ESIC does not arise as the criteria for the number of employees as required by the respective Acts are not met.

c. Ex-gratia: Ex gratia payment to employees is accounted on payment basis

d. Gratuity: The company makes annual contributions to funds administered by trustees and managed by insurance companies for amounts notified by the said insurance companies. The company accounts for the net present value of its obligation for gratuity benefits based on an independent external actuarial valuation determined on the basis of the projected unit cash method carried out annually. Actuarial gains and losses are immediately recognized in the Profit and Loss Account. Provision in respect of leave encashment benefit is made based on accrual basis.

1.12 BORROWING COSTS :

Borrowing costs directly attributable to the acquisition or construction of qualifying fixed assets are capitalised as part of the cost of the assets, upto the date the asset is put to use. Other borrowing costs are charged to the Profit and Loss Account in the year in which they are incurred.

1.13 LEASE:

Asset taken on Lease under which, all the risk and rewards of ownership are effectively retained by the lessor is classified as Operating Lease. Operating lease payments are recognized as an expense on accrual basis in accordance with the respective Lease Agreements under the head "Rent" in notes to statement of profit and loss.

1.14 CASH FLOW STATEMENTS:

Cash flows are reported using the indirect method, whereby net profits before tax is adjusted for the effects of transactions of a non-cash nature and the changes during the period in inventories and operating receivables and payables. The cash flows from regular revenue generating, investing and financing activities of the Company are shown separately.

1.15 EARNINGS PER SHARE:

Basic earning per share is computed by dividing the net profit after tax by the weighted average number of equity share outstanding during the period.

The number of shares used in computing Diluted Earnings per Share comprises the weighted average shares considered for deriving basic Earnings per Share, and also the weighted average number of Equity Shares that could have been issued on the conversion of all dilutive potential Equity Shares.

1.16 TAXES ON INCOME:

Tax expense comprises both current and deferred taxes. The current charge for income taxes is calculated in accordance with the relevant tax regulations. Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date.

Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. Deferred tax assets are recognized on carry forward of unabsorbed depreciation and tax losses only if there is virtual certainty that such deferred tax assets can be realized against future taxable profits.

Unrecognized deferred tax assets of earlier years are re-assessed and recognized to the extent that it has become reasonably certain that future taxable income will be available against which such deferred tax assets can be realized.

Minimum Alternative tax (MAT) credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In the year in which the MAT credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in Guidance Note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the statement of profit and loss and shown as MAT Credit Entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal income tax during the specified period.

1.17 IMPAIRMENT OF ASSETS :

At the end of each year, the company determines whether a provision should be made for impairment loss on fixed assets by considering the indications that an impairment loss may have occurred in accordance with Ind AS-36 "Impairment of Assets" issued by MCA, where the recoverable amount of any fixed asset is lower than its carrying amount, a provision for impairment loss on Fixed asset is made for the difference, if any.

1.18 PROVISIONS & CONTINGENCIES:

Depending upon the facts of each case and after due evaluation of legal aspects, claims against the Company not acknowledged as debts are treated as contingent liabilities and the same is disclosed in notes.

1.19 CASH & CASH EQUIVALENTS

Cash and cash equivalents comprise cash at bank, cash in hand and short term investments with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

For and on behalf of the Board
VISION CINEMAS LIMITED

Ranga Vasanth
Director

Anitha Vasanth
Director

Place: Bangalore
Date: 30th May 2018

As per my report of even date
FOR V Sagar & Co
CHARTERED ACCOUNTANT
Reg No. 016658S

Place: Bangalore
Date: 30th May 2018

V Sagar
Proprietor
Membership No. 239221