



VISION CINEMAS LTD
(Formerly VISION TECHNOLOGY INDIA LTD)
BANGALORE

19th ANNUAL
REPORT
2011 – 2012

Board of Directors : RANGAVASANTH B.
Chairman & Managing Director

SHAMALA B. R.
Director

ANITHA VASANTH
Whole time Director

Auditors : S.JANARDHAN &
ASSOCIATES,
Chartered Accountants
Bangalore.

Regd. Office : 44/1 (old No 110) K H Road
Bangalore 560 027.

Bankers : ICICI BANK LIMITED
INDIAN BANK

NOTICE

Notice is hereby given that the 19th Annual General Meeting of VISION CINEMAS LTD, will be held on Saturday the 29th December 2012 at 9.00 am at the PAI VAIBHAV #19/A, H. Siddaiah Road, Bangalore 560 002 to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Balance Sheet as at 30-06-2012 and the Profit and Loss Account for the year ended on that date, together with the reports of the auditors and the directors thereon.
2. To appoint auditors and fix their remuneration,
3. Any other subject with the permission of the Chair.

Bangalore
Date:30.11.2012

By Order of the Board
Sd/-
Rangavasnth. B
Chairman & Managing Director

NOTES:

1. A member entitled to attend and vote in the above meeting is entitled to appoint a Proxy to attend and vote instead of himself. A Proxy need not be a member of the Company.
2. Proxies, to be effective, must be lodged at the Regd. Office of the Company at least 48 hours before the time fixed for the commencement of the meeting.
3. Please bring the Admission Slip with you duly filled in and hand over the same at the entrance to the Meeting Hall.
4. Members, who hold shares in dematerialized form, are requested to bring their depository account number (Client ID No.) for easier identification and recording of attendance at the meeting.
5. Please bring your copy of the Annual Report to the meeting, as it is not possible to supply extra copies at the venue.

DIRECTOR'S REPORT

Your Directors are pleased to present their Eighteenth Annual Report for the year ended 30-06-2012.

FINANCIAL RESULTS :

	2011 - 12 (Rs.in Lacs)	2010 - 11 (Rs. in Lacs)
Turnover	316.70	277.44
Increase / Decrease in Stock	----	---
Total Revenues	316.70	277.44
Profit /Loss before Interest and Depreciation	159.36	45.50
Interest	24.68	--
Profit/Loss before Depreciation	134.68	45.50
Depreciation	83.72	19.68
Net Profit/Loss before taxation	50.96	25.82
Provision for taxation	0.00	0.00
Profit/Loss after tax	50.96	25.82

OPERATIONS AND FUTURE PROSPECTS:

The operations of the company are expected to improve in the coming years.

AUDITORS :

M/s S. Janardhan & Associates, Chartered Accountants, Bangalore, the auditors of the company, retire at this Annual General Meeting and are eligible for re appointment.

MANAGEMENT CLARIFICATIONS TO AUDITORS REPORT :

With regard to the qualifications made by the Auditors in para (ix) of their Annexure Report, your directors wish to mention as follows.

- i) The liability to the principals are under dispute. If the liability is determined in their favour, the TDS amounts will be remitted.
- ii) Dues to Service Tax is under appeal

Board of Directors : The Company is exempted from the provisions of Clause 49 of the Listing Agreement regarding minimum number of independent directors on the Board as well a Audit Committee.

Fixed Deposits : The Company has not accepted any fixed deposits from the public during the year.

Directors responsibility statement pursuant to Sec.217 (2AA) of the Companies Act, 1956.

1. In the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures.
2. The directors 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 2011 - 12 and of the loss of the company for the same period.
3. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
4. The Directors have prepared the annual accounts on a going concern basis.

Particulars of Employees under Section 217 (2A) :

During the year, there were no employees who were in receipt of remuneration in excess of the limits prescribed under the above section.

Information under Sec.217 (1)(e) of the Companies Act, 1956

Conservation of Energy : } These are not applicable to
Technology Absorption : } to the Company

Foreign Exchange Earnings : - Nil -

Foreign Exchange out go : - Nil -

MANAGEMENT DISCUSSION AND ANALYSIS.

A report on the Management discussion and analysis as required under clause 51 of the Listing Agreement is attached herewith (Annexure I)

Corporate Governance

A report on the corporate governance is attached herewith as required by the amended clause 49 of the listing agreement (Annexure – II).

Shareholder Information

The required shareholder information is furnished in Annexure – III to this report.

Acknowledgement :

The Directors wish to place on record their appreciation for the continued support received from their customers, bankers and employees of the Company.

By order of the Board

sd/-

Rangavasanth.B
Chairman and Managing
Director

Place : Bangalore
Dated : 30th November 2012

sd/-

Anitha Vasanth
Whole Time Director

MANAGEMENT DISCUSSION AND ANALYSIS

There has been no major change in operation of the last 12 months ended 30.06.2012.

Your company has been concentrating on consolidation of its assets and liabilities.

Your Company has planned New projects in the media space are being planned for the current year.

ANNEXURE – II

Corporate Governance Report

1) Company's philosophy on Corporate Governance

The Board is committed to adopting best practices for corporate governance in line with SEBI code, in addition to proper compliance of any obligation under any law for the time being in force.

2) Board of Directors:

1.1 Constitution of the Board

The composition of the Board with regard to the number of Executive and Non-Executive Directors meets with the requirements laid down as follows:

Out of the four Directors presently on the Board of the Company, there are two Executive Directors, viz, Mr.Rangavasanth B, Chairman and Managing Director and Mrs.Anita Vasanth, Wholetime Director. There is one Non-Executive Director, viz, Mrs.B.R.Shamala.

However, there are no independent Directors. The Company is on the look out for suitable persons to be considered for independent, non-executive, non-promoter Directors.

Thus, while the company has complied with the requirement that at least half of the Board members should be non-executive Directors, the condition that half of the Board should be independent Directors is to be complied with.

2.2. Meetings:

Meetings of the Board are held as and when the occasion demands and there are important matters to be considered, but at least not later than three months once.

During the year under review, 12 meetings were held by the Board of Directors on 18-07-2011,09-08-2011,29-09-2011,17-10-2011,19-10-2011,23-11-2011,18-01-2012,21-03-2012,17-04-2012,30-04-2012,30-05-2012,25-06-2012.

All the three Directors have attended all the Board meetings as above.

Mr. Rangavasanth. B and Mrs. Anitha Vasanth attended the last AGM held on 23-12-2011.

2.3 Remuneration to Executive Directors:

Particulars	Mr.Rangavasanth B Chairman and Managing Director	Mrs.Anita Vasanth Wholetime Director
1. Salary	--	--
2. Allowances and perquisites	--	--
3. Contribution to P.F., Gratuity and Superannuation Funds	--	--
4. Stock Options	--	--
Total	--	--

In both the above cases, the appointments are for a period of five years from the date of appointment. Both the whole time directors have waived their remuneration for the current year.

No remuneration or sitting fees were paid to the non-executive Directors during the year.

Committees of Directors:

The Board has constituted committees of Directors as follows to deal with matters which need timely decisions.

Share Transfer Committee:

The Board of Directors of the company have constituted a committee of Directors consisting of Mr.Rangavasanth B, Chairman and Managing Director and Mrs. Anita Vasanth, Wholetime Director to approve share transfers from time to time. The committee had met four times during the year.

Investor Grievance Committee:

The Board had constituted an Investor Grievances Committee, to consider the grievances of shareholders / investors regarding share transfers, etc. This committee consists of Mr.Rangavasanth B. Chairman and Managing Director and Mrs.Anitha Vasanth, Director. The Committee met once during the year on 30.06.2011 and disposed of all pending investors complaints. Managing Director is acting as the Compliance Officer at present.

All the complaints received by the company have been redressed as on 30.06.2012 and no complaints are outstanding with the company as on the date of the report.

Audit Committee :

An audit committee was constituted on 18-04-2010 with the following directors as members.

Mrs..B.R.Shamala	-	Director
Mr. Rangavasanth B	-	Chairman and Managing Director

During the year, the committee held six meetings. The terms of reference are in accordance with the requirement of clause 49 of the listing agreement and include:

- a) Revision of the Company's financial reporting process and financial statement.
- b) Review of accounting and financial policies and practices.
- c) Review of internal control and internal audit systems.
- d) Discussion with the internal and external auditors
- e) Reviewing company's financial and risk management policies.

Remuneration Committee:

The company has constituted a Remuneration Committee with the following Directors:

1. Mrs. B.R. Shamala - Chairman
2. Mrs. Anitha Vasanth

The brief terms of reference include:

- a) to determine on behalf of the Board the company's policy on specific remuneration package to executive directors.
- b) To avoid conflict of interest and to review and suggest to the Board and to the members the remuneration payable to the executive directors.

During the year, there were no meetings of the Remuneration Committee as there was no remuneration to the directors during the year.

General Body Meetings:

Location and time for the last four Annual General Meetings:

<u>Year</u>	<u>Location</u>	<u>Date of meeting</u>	<u>Time</u>
2007-2008 (15 months)	Ac Hall, KSCA Club House, No. M.G.Road, Bangalore 560 001.	27.01.2009	09.00 a.m.
2008-2009 (15 months)	Ac Hall, KSCA Club House, No. M.G.Road, Bangalore 560 001.	29.12.2009	09.00 a.m.
2009-2010 (15 months)	Ac Hall, KSCA Club House, No. M.G.Road, Bangalore 560 001.	30.12.2010	09.00 a.m.
2010-2011 (15 months)	PAI VAIBHAV #19/A, H.Siddaiah Road, Bangalore 560 002	23.12.2011	09.00 a.m.

Disclosures :

Income:

Lease rental received – Rs 22,60,440 (previous year – Rs. 20,66,400 /-)

Expenses:

Project operation cost Rs.nil (Previous year Rs. 2,56,90,820 /-)

(ii) Remuneration Paid to Key Management Personnel:

(a) Mr. Ranga Vasanth (Managing Director) : Remuneration has been waived off.

(b) Mrs. Anitha Vasanth (Whole-time Director) : Remuneration has been waived Off.

Disclosures regarding certain non-compliance.

There were no instances of non-compliance or penalty, stricture imposed on the company by the Stock Exchange or SEBI or any other statutory authorities on any matters related to Capital markets, during the last three years.

Means of communication:

The quarterly results of the company were furnished to the Stock Exchanges as required and were also published in the newspaper.

ANNEXURE – III

SHAREHOLDERS INFORMATION

- Registered Office** : 44/1 old No 110, K H Road
Bangalore – 560 027
- Compliance Officer** : Mr.B.Rangavasanth, Chairman & Managing
Director
- Annual General Meeting:** **Date & Time** : Saturday, 29th December 2012
at 09.00 a.m.
Venue : PAI VAIBHAV
#19/A, H.Siddaiah Road,
Bangalore 560 002
- Book Closure Dates** : ~~NIL~~ 24 December 2012
- Stock Exchange Listing:** The company's shares are listed on the Bombay
Stock Exchange Ltd, Mumbai and the Bangalore
Stock Exchange Ltd.
- Stock code** : 526441 – BSE
- Stock Market data** : There was no trading in our shares on the Bangalore Stock
Exchange.

Registrars and Transfer Agents:

The Company's Registrars and Transfer Agents for both demat and physical, are M/s Integrated enterprises (India) Ltd (formerly known as M/s.Alpha system Private Limited), # 30, Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bangalore 560 003.

Share Transfer system:

Share transfer requests received in physical form are approved and returned within 15 days from the date of receipt. Demat requests are also normally confirmed within 15 days from the date of receipt.

Shareholding pattern as on 30-06-2012

<u>Particulars</u>	<u>No. of shares held</u>	<u>% to total</u>
NRI / OBCs	--	--
Mutual funds	--	--
Banks	105000	00.19
Other companies	2613717	04.79
Directors & relatives	21007321	38.56
Public	30745162	56.46
Total -	54471200	100.00

Distribution of shareholding as on 30-06-2012

Shares or Debentures holding		Share/Debenture holders			Share/Debenture holders	
		No. Members	No. of Shares	% to Total	In Rs.	% to Total
Up to	5000	5387	5024263	9.22%	5024263	9.22%
5001	to 10000	315	2277434	4.18%	2277434	4.18%
10001	to 20000	176	2556927	4.69%	2556927	4.69%
20001	to 30000	53	1283557	2.36%	1283557	2.36%
30001	to 40000	17	589293	1.08%	589293	1.08%
40001	to 50000	27	1228663	2.26%	1228663	2.26%
50001	to 100000	64	4622178	8.49%	4622178	8.49%
100001	& above	61	36888885	67.72%	36888885	67.72%
TOTAL		6100	54471200	100.00%	54471200	100.00%

Dematerialization of shares as on 30-06-2012

Out of the total number of shares, 37784327 shares have been dematerialized as on 30-06-2012. This accounts for 69.36% of the total equity share capital of the company and 100% of the listed equity shares of the Company.

Plant location : 44/1 old No.110, K.H.Road
Bangalore – 560 027

Investor correspondence : All correspondences by investors may be addressed to :
VISION CINEMAS LTD
(Formerly VISION TECHNOLOGY INDIA LTD)
Share Department
No.44/1 (old No.110), K.H.Road
Bangalore – 560 027
Tel : 080 - 22221074/22228227
Fax : 080 - 22221074
Email : visiontechindia@yahoo.com

Nomination

Individual shareholders can avail of the nomination facilities, as provided in Sec.109A of the Companies Act. For your information, a copy of the prescribed nomination form in Form No.2B is enclosed.

Shareholders may please note that transfer of shares in favour of the nominee on production of the death certificate of the deceased shareholders will be a valid discharge by the company.

The nomination made by a shareholder can be changed or cancelled by giving due notice to the company. The nomination shall also stand rescinded upon transfer of shares by the shareholder.

ANNEXURE TO DIRECTORS' REPORT - COMPLIANCE CERTIFICATE OF CORPORATE GOVERNANCE

Auditors certificate on compliance with Mandatory recommendations of Kumar Mangalam Birla Committee Report on Corporate Governance.

We have examined the relevant records of Vision Technology India Limited (the company) for the year ended 30th June of 2012 relating to compliance with the requirements of corporate governance as contained in the Kumar Mangalam Birla Committee Report and state that in our opinion and to the best of our knowledge and according to the information and explanations given to us, the company has complied with the mandatory requirements contained in the aforesaid report and as stipulated under Clause 49 of the Listing Agreement with the Stock Exchange subject to the following observations:

Board of Directors

The company has four directors inclusive of an Executive Chairman. The company has no independent Director, while the listing agreement specifies that at least half of the board should comprise of Independent Directors.

Audit Committee

The Audit Committee does not contain independent Directors. An Executive Director is a part of the audit Committee. The audit committee has met six times during the reporting year. The role of the audit committee needs to be strengthened considering the size and nature of operations of the company.

For S.Janardhan & Associates
Chartered Accountants,
Registration No. 005310S

VIJAY BHATIA
Partner
Membership No.201862

Place: Bangalore
Date: 30/11/2012

AUDITOR'S REPORT

To
The Members of
Vision Cinemas Limited (Formerly known as Vision Technology India Limited)

We have audited the attached Balance Sheet of Vision Cinemas Limited (Formerly known as Vision Technology India Limited) as at 30th June 2012, Statement of Profit and Loss for the year ended on that date and the cash flow statement of the of the Company for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express our opinion on these financial statements based on our audit.

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

1. As required by the Companies (Auditor's Report) Order, 2003 as amended by the Companies (Auditors Report) Order, 2004 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, we enclose in the Annexure, a statement on the matters specified in paragraphs 4 and 5 of the said Order.
2. Further to our comments in the Annexure referred to in Para above, we report that:
 - a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of the books;
 - c) The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - d) In our opinion, the Balance, Statement of Profit and Loss and Cash Flow Statement dealt with by this report have been prepared in compliance with the Accounting Standards referred to in Section 211 (3C) of the Companies Act, 1956;
 - e) On the basis of written representations received from the directors, as on 30th June 2012 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 30th June 2012 from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956;

- f) In our opinion, and according to the best of our information and according to the explanations given to us, the said accounts read with the Accounting Policies and Notes thereon, give the information required by the Companies Act, 1956 in the manner so required and gives a true and fair view in conformity with the accounting principles generally accepted in India:
- a) In the case of Balance Sheet, of the state of affairs of the company as at 30th June 2012,
 - b) In the case of Statement of Profit and Loss, of the profit for the year ended on that date, and
 - c) In the case of Cash Flow Statement, of the cash flows for the year ended on that date.

**For S.JANARDHAN & ASSOCIATES
CHARTERED ACCOUNTANTS
Registration No. 005310S**

**Place: Bangalore
Date: 30.11.2012**

**(VIJAY BHATIA)
PARTNER
Membership No.201862**

ANNEXURE I

Re: M/s. VISION CINEMAS LIMITED (Formerly known as Vision Technology India Limited)
Bangalore

(Referred to in paragraph 1 of our report of even date)

- i)
 - a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
 - b) As per the information and explanations given to us, fixed assets have not been physically verified by the management during the year.
 - c) The Company has not disposed off any fixed assets during the year and hence provisions of this clause are not applicable to the Company.
- ii) The company has not held any inventory at any time during the year and hence in our opinion, the provisions of Clause 4(ii) (a), (b) and (c) of the said order are not applicable to the company.
- iii)
 - a) The company has not granted any loans secured/unsecured to companies, firms, or other parties covered in the register maintained under the Section 301 of the Companies Act 1956 during the year. Hence provisions of sub-clause (b) to (d) of clause (iii) of the order are not applicable.
 - e) The Company has taken interest free unsecured loans from Directors, who are covered in the register maintained under the Section 301 of the Companies Act, 1956. The maximum amount involved in such transactions is Rs. 2,56,84,158 and the balance as at the end of the year is Nil.
 - f) The terms and conditions on which unsecured loans taken from parties covered under section 301 of the Companies Act, 1956 are not prima facie prejudicial to the interest of the company.
 - g) The Company is regular in repaying the principal amount as stipulated.
- iv) In our opinion and according to the information and explanations given to us, the internal control should be further strengthened in order to be commensurate with the size of the company and the nature of its business with regard to purchase of plant & machinery, equipment and with regard to the sale of services. However, on the basis of our examination and information and according to the explanations given to us, we have neither come across, nor have we been informed of any instance of major weaknesses and continuing failure to correct major weaknesses in the aforesaid internal control procedures.
- v)
 - a) According to the information and explanations given to us, we are of the opinion that all the transactions that need to be entered into the register maintained under section 301 of the Companies Act, 1956 have been so entered.
 - b) In respect of each of the transactions exceeding the value of five lakhs rupees in respect of any party in the financial year under review made in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956, they have been made at prices which are reasonable with regard to the prevailing market prices at the relevant time.
- vi) The company has not accepted any deposit from the public and as such the provisions of paragraph 4(vi) of the said Order are not applicable.
- vii) In our opinion the company has an internal audit system commensurate with the nature and size of business.
- viii) The Central Government has not prescribed the maintenance of cost records as required under clause (d) of sub-section (1) of section 209 of the Companies Act, 1956.

ix)

a) According to the information and explanations given to us and on the basis of our examination of books of accounts, the company has not been regular in depositing with appropriate authorities any undisputed statutory dues including, Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-Tax, Sales-Tax, Wealth-Tax, Customs duty, Excise Duty, Cess and other material statutory dues applicable to the company. Following are the Statutory Dues which are outstanding for a period of more than Six Months from the date they became payable:

- a) Tax Deducted At Source Rs. 3,46,058/-
- b) Service Tax Rs. 11,02,845/-
- c) Profession Tax Rs. 53,405/-
- d) VAT Rs. 82,229/-

b) According to the information and explanations given to us, there are no dues of Sales Tax, Income Tax, Customs Duty Wealth Tax, Excise Duty and Cess, which have not been deposited on account of any dispute.

x) In our opinion, the Company's accumulated losses at the end of the financial year are less than fifty percent of its net worth and it has not incurred any cash losses in the financial year and in the immediately preceding financial year.

xi) According to information and explanations given to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities and hence provisions of this clause is not applicable.

xii) According to information and explanations given to us, the company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.

xiii) In our opinion, the Company is not a chit fund or a nidhi/mutual benefit fund/society.

xiv) In our opinion, the company is not dealing in or trading in shares, securities, debentures, and other investments. Accordingly, the provisions of clause 4(xiv) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.

xv) According to information and explanations given to us, in our opinion, the Company has not given any guarantee for loans taken by others from banks or financial institutions.

xvi) In our opinion, the company has not raised any term loans during the year. Accordingly, the provisions of clause 4(xvi) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.

xvii) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term investment.

xviii) During the year, the company has not made preferential allotment of shares to parties and Companies covered in the register maintained under section 301 of the Companies Act, 1956 and as such the Provisions of clause 4(xviii) are not applicable to the Company.

xix) During the year, the company has not issued any debentures.

xx) The Company has not raised any money by public issues during the year and hence, the provisions of paragraph 4(xx) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.

xxi) During the course of our examination of the books of account carried out in accordance with the generally accepted accounting practices in India and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by the management.

**For S.JANARDHAN & ASSOCIATES
CHARTERED ACCOUNTANTS
Registration No. 005310S**

**Place: Bangalore
Date: 30.11.2012**

**(VIJAY BHATIA)
PARTNER
Membership No.201862**

VISION TECHNOLOGY INDIA LIMITED

SCHEDULE - 17

STATEMENT ON SIGNIFICANT ACCOUNTING POLICIES

1. Basis of Accounting / Preparation:

The consolidated financial statements (CFS) relate to Vision Technology India Limited. (hereinafter referred to as the "Company") and its Subsidiary Pyramid Entertainment India Private Limited (with effect from 11-06-2011) (hereinafter referred as the "Group").

The accounts of the Group are prepared and presented under the historical cost convention on the accrual basis of accounting in accordance with the accounting principles generally accepted in India ("GAAP") and comply with the mandatory accounting standards notified by the Central Government of India under the Companies (Accounting Standards) Rules, 2006 and with the relevant provisions of the Companies Act, 1956.

The preparation of financial statements in conformity with GAAP 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 financial statements and the results of operations during the reporting periods. Management believes that the estimates used in the preparation of the consolidated financial statements are prudent and reasonable. Actual results could vary from these estimates. Any revision to accounting estimates is recognised in the period in which such results are known / materialized.

2. Principles of Consolidation:

- (a) The consolidated financial statements of Vision Technology India Limited together with audited financial statements of its subsidiary have been considered for the purpose of consolidation.
- (b) The financial statements of the parent company and its subsidiary have been combined to the extent possible on a line by line basis by adding together like items of assets, liabilities, income and expenses. The results of the subsidiaries acquired or disposed off during the year are included in the consolidated profit and loss account from the effective date of the acquisition or upto the effective date of disposal as appropriate. All significant intra-group balances and transactions have been eliminated on consolidation. The amounts shown in respect of reserves comprise the amount of relevant reserves as per the balance sheet of the parent

company and its shares in the post acquisition change in the relevant reserves of the subsidiaries.

- (c) 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 parent company's financial statements.
- (d) Minority interest in the net income and in the net asset of the consolidated financial statements are computed and shown separately. Losses applicable to minority in excess of the minority interest in the subsidiaries equity are allocated against the interest of the group.
- (e) Unamortized carrying value of the goodwill is tested for impairment as at each balance sheet date.
- (f) The Subsidiary Company considered in the Consolidated Financial statements is:

Name of the Company	Country of Incorporation	Percentage of holding as on 30 th June, 2012	Accounting Period
Direct Subsidiaries			
Pyramid Entertainment India Private Limited	India	100%	1st April 2011 to 31st March 2012

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 the 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.

4. Fixed Assets:

- Fixed Assets are stated at cost of acquisition plus subsequent improvements thereto including taxes, duties, freight and other incidental expenses related to acquisition and installation including finance charges which are directly attributable to the fixed assets less accumulated depreciation and impairment loss.
- Capital Work in Progress comprises of the cost of fixed assets that are not put to use as at the Balance Sheet date and advance paid towards acquisition of Fixed Assets and relevant financial charges incurred thereon.
- The excess of cost to the Company of its investments in the subsidiary Company over its share of the equity of the subsidiary Company, at the dates on which the investments in the subsidiary Company was made, is recognised as "Goodwill" being an asset in the consolidated financial statement

Depreciation:

- Depreciation on Fixed Assets is provided using Written Down Value method at the rates prescribed under Schedule XIV of the companies Act, 1956 on proportionate basis.
- Cost of assets wherever less than Rs. 5000 is written off fully in the year of purchase.

5. Impairment of Assets:

The Company assesses at each Balance Sheet date, whether there is any indication that an asset including Goodwill may be impaired based on internal/external factors. If any such indication exists, the Company estimates the recoverable amount of the asset. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital.

6. Leases:

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased term are classified as operating leases. Operating lease payments are recognized as an expense in the Profit and Loss Account on a straight-line basis over the lease term. Initial direct costs incurred specifically to earn revenues from an operating lease are deferred and allocated to income over the lease term in proportion to the recognition of rent income or are recognised as in expense in the statement of profit and loss in the period in which they are incurred.

7. Inventory Valuation:

The Company has not carried any stock during and as at the end of the year and hence the question of valuation of inventories does not arise.

8. Investments:

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long term investments. Long term investments are carried at cost. However, provision for diminution in value is made to recognize a diminution other than temporary in the value of investments.

9. Revenue Recognition:

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.

Share of revenue from food court outlets:

Incomes from above outlets are generally recognized on a monthly basis or otherwise as per the agreement entered into with the client.

Ticket collections are recognized as and when the tickets are sold to the customers.

Project Management/Development Income:

Income is recognized as and when the bill is raised.

11. Employee Benefits:

In respect of Parent Company:

- **Provident Fund:** The Company has not made any contributions towards such funds, as the provisions of the said act are not applicable.
- **Gratuity:** The Company has not made provision for Gratuity as none of the employees currently employed with the company have met the criteria as defined under the Gratuity Act of 1972.
- **Leave Encashment:** The Company does not have any policy for encashment of leave. Hence the company has not made any provision for leave encashment.

In respect of Indian Subsidiaries:

- **Provident Fund:** Eligible employees receive benefits from a Provident Fund, which is a defined contribution plan. Aggregate contributions along with interest thereon, are paid at retirement, death, incapacitation or termination of employment. Both the employee and the Company make monthly contributions to the Government administered Provident Fund. The Company has no obligation beyond its contribution.
- **Gratuity:** The Company has not made provision for Gratuity as none of the employees currently employed with the company have met the criteria as defined under the Gratuity Act of 1972.
- **Leave Encashment:** The Company does not have any policy for encashment of leave. Hence the company has not made any provision for leave encashment.

12. Borrowing Cost:

Borrowing costs relating to acquisition of qualifying assets are capitalized until the time all substantial activities necessary to prepare the qualifying assets for their intended use are complete. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs not eligible for capitalization are charged to revenue.

13. Taxes:

- Tax expense comprises of current and deferred tax. Current Income Tax is measured based on the tax liability computed after considering tax allowances and exemptions.
- Deferred tax is recognized, subject to the consideration of prudence in respect of deferred tax assets, on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.
- 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.

14. Earnings per share:

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

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

15. Contingent Liability:

Provisions involving substantial degree of estimation in measurement are recognized, when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but are disclosed in the Notes. Contingent assets are neither recognized nor disclosed in the financial statements.

Signatures Accounting Policies and Notes to accounts
"For and on behalf of the Board"
Vision Cinemas Limited

As per our report of even date
S.Janardhan & Associates
Chartered Accountants
Firms' Registration No.0053105

Ranga Vasanth B
Director

Anitha Vasanth
Director

Vijay Bhatia
Partner
Membership No. 201862

Place: Bangalore
Date: 30.11.2012

AUDITOR'S REPORT ON CONSOLIDATED ACCOUNTS

We have audited the attached Consolidated Balance Sheet of M/s Vision Cinemas Limited (Formerly, Vision Technology India Limited) and its Subsidiary (collectively referred to as "Vision group") as at 30th June 2012 and the Statement of Profit and Loss for the year ended on that date.

These financial statements are the responsibility of the Company's management. Our responsibility is to express our opinion on these financial statements based on our audit.

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

We report that the consolidated financial statements have been prepared by the Company in accordance with the requirements of Accounting Standard (AS) 21, Consolidated Financial Statements, prescribed by the Company's (Accounting Standards) Rules 2006 and on the basis of the separate audited financial statements of M/s Vision Cinemas Limited (Formerly, Vision Technology India Limited) and its Subsidiary Company included in the Consolidated Financial Statements.

1. On the basis of the information and expiations given to us and on the consideration of the separate audit reports on individual audited financial statements of M/s Vision Cinemas Limited(formerly known as Vision Technology India Limited) and its aforesaid Subsidiary Company, we are of the opinion that:

- a) the Consolidated Balance Sheet gives a true and fair view of the consolidated state of affairs of M/s Vision Cinemas Limited (formerly, Vision Technology India Limited) and its Subsidiary Company as at 30th June 2012 and
- b) The Consolidated Statement of Profit and Loss gives a true and fair view of the consolidated results of operations of M/s Vision Cinemas Limited (formerly, Vision Technology India Limited) and its Subsidiary Company for the year ended on that date.

**For S.JANARDHAN & ASSOCIATES
CHARTERED ACCOUNTANTS
Registration No. 005310S**

**Place: Bangalore
Date: 30.11.2012**

**(VIJAY BHATIA)
PARTNER
Membership No.201862**

SIGNIFICANT ACCOUNTING POLICIES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 30TH June, 2012.

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.

1.1 METHOD OF ACCOUNTING:

The financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under Historical Cost convention on accrual basis. GAAP comprises mandatory Accounting Standards as specified in the Companies (Accounting Standards) Rules, 2006.

Preparation of Financial Statements in conformity with Generally Accepted Accounting Principles requires management to make estimates & assumptions that affect the reported balance of assets & liabilities and disclosures relating to Contingent assets & liabilities as on the date of Financial Statement and reported amounts of Income & expenditure during the period. Actual results could differ from these estimates, differences if any between the actual results and estimates are recognized in the period in which the results are known or materialized.

Presentation and disclosure of financial statements during the year ended June 30, 2012 the revised Schedule VI notified under the Companies Act 1956, has become applicable to the Company, for preparation and presentation of its financial statements. The adoption of revised Schedule VI does not impact recognition and measurement principles followed by the Company for preparation of financial statements. However, it has significant impact on presentation and disclosures made in the financial statements. The Company has also reclassified the previous year figures in accordance with the requirements applicable in the current year.

All the assets and liabilities have been classified as current or non-current as per Company's normal operating cycle and other criteria set out in the Schedule VI to the Companies Act, 1956. The Company has ascertained its operating cycle as 12 months for the purpose of current-non current classification of assets and liabilities.

1.2 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.

1.3 INVENTORY:

The Company is in the field of Film exhibition and hence the question of valuation of inventories does not arise.

1.4 EVENTS OCCURRING AFTER BALANCE SHEET DATE :

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

1.5 EXPENDITURE :

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

1.6 DEPRECIATION:

(i) Depreciation is provided on straight line method at the rates set out under Schedule-XIV of the Companies Act, 1956 on a pro-rata basis corresponding to the date of installation on single shift basis.

(ii) Assets purchased during the year where the actual cost does not exceed Rs. 5,000/- are depreciated at the rate of 100% in the year of purchase.

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 TANGIBLE FIXED ASSETS:

- 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.

1.9 INTANGIBLE ASSETS :

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:

Provident Fund & Employee State Insurance – The Company has not made any contributions towards such funds, as the provisions of the said act are not applicable.

Gratuity - The Company has not made provision for Gratuity as none of the employees currently employed with the company have met the criteria as defined under the Gratuity Act of 1972.

Leave Encashment - The Company does not have any policy for encashment of leave. Hence the company has not made any provision for leave encashment.

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:

i) Basic Earnings per share is calculated by dividing the net earning available to the Equity Shareholders by the weighted average number of Equity Shares outstanding during the year.

ii) Diluted Earnings per share is calculated by dividing the net earnings available to existing and potential Equity Shareholders by aggregate of the weighted average number of Equity Shares considered for deriving basic earnings per share.

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 A.S-28 "Impairment of Assets" issued by ICAI, 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.

Since there is no Impairment loss recognized during the previous year, the effect for the same has not been given in the Financial Statements.

1.18 CONTINGENT LIABILITIES:

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.

VISION CINEMAS LIMITED
(formerly Vision Technology India Ltd)
CASH FLOW STATEMENT FOR THE YEAR ENDED 30th June, 2012

PARTICULARS	CURRENT YEAR 30.06.2012 Rs.	PREVIOUS YEAR 30.06.2011 Rs.
A) CASH FLOW FROM OPERATING ACTIVITIES		
Net profit before tax	422,442	2,581,621
Adjustments for:		
Dividend income	(95,000)	
Depreciation	1,929,412	1,968,494
Interest Income	(211,478)	
Cashflows before Working capital changes	2,045,376	4,550,115
Adjustment for Working Capital Changes:		
Change in Short Term Loans And Advances	(21,283)	
Change in Other Current Assets	11,022,709	(71,936,967)
Change in Trade payables	(8,094,710)	(41,167)
Change in Other Current Liabilities	7,081,736	
	12,033,828	(67,428,019)
Less: Direct Taxes paid	-	-
Net Cash flow used in Operating Activities 'A'	12,033,828	(67,428,019)
B) CASH FLOW FROM INVESTING ACTIVITIES		
Dividend Received	95,000	
Interest Income	211,478	
Investment in Subsidiary		(47,000,000)
Net Cash flow from Investing Activities 'B'	306,478	(47,000,000)

VISION CINEMAS LIMITED
(formerly Vision Technology India Ltd)
CASH FLOW STATEMENT FOR THE YEAR ENDED 30th June, 2012

PARTICULARS	CURRENT YEAR 30.06.2012 Rs.	PREVIOUS YEAR 30.06.2011 Rs.
C) CASH FLOW FROM FINANCING ACTIVITES		
Issue of Share capital	-	83,276,000
Interest Paid	-	-
Proceeds from issue of Warrants		19,129,500
Adjustment in Reserves pursuant to AS-15(Revised)	-	
Payment of dividend		
(Payment of)/Receipts from Long term Borrowings		
(Payment of)/Receipts from Long term Liabilities		
(Payment of)/Receipts from Short term Borrowings	(25,661,623)	25,483,045
Net Cash flow from Financing Activites 'C'	(25,661,623)	127,888,545
NET DECREASE IN CASH/CASH EQUIVALENTS (A+B+C)	(13,321,317)	13,460,526
Add: Opening Balance of Cash or Cash equivalents	13,544,838	84,312
Closing balance of Cash or Cash equivalents	223,521	13,544,838

Accompanying Notes form an integral part of the Financial Statements

For and on behalf of the Board

Place :Bangalore
Date : 30-11-2012

Anitha Vasanth Ranga Vasanth
Director Managing Director

As per our report of even date
FOR S Janardhan and Associates
CHARTERED ACCOUNTANTS
Reg No. 005310S

Place :Bangalore
Date : 30-11-2012

Vijay Bhatia
Partner
Membership No. 201862

VISION CINEMAS LIMITED
(formerly Vision Technology India Ltd)
BALANCE SHEET AS AT 30TH JUNE, 2012

	Note No.	30.06.2012 Rs.	30.06.2011 Rs.
I. EQUITY AND LIABILITIES			
Shareholders' Funds			
(a) Share Capital	2.1	54,471,200	54,471,200
(b) Reserves and Surplus	2.2	68,035,375	67,612,933
(c) Share Warrants		19,129,500	19,129,500
Current liabilities			
(a) Trade payables	2.3	13,646,287	21,740,997
(b) Other current liabilities	2.4	8,680,987	1,599,251
(c) Short-term Borrowings	2.5	-	25,661,623
(d) Short-term provisions	2.6	447,128	447,128
TOTAL		164,410,478	190,662,632
II. ASSETS			
Non-current assets			
(a) Fixed Assets			
(i) Tangible assets		7,527,249	9,456,661
(b) Long-term loans and advances	2.7	30,369,658	30,369,658
(c) Long-Term Investments	2.8	47,000,000	47,000,000
Current Assets			
(a) Cash and cash equivalents	2.9	223,521	13,544,838
(b) Short-term loans and advances	2.10	21,283	-
(c) Other current assets	2.11	79,268,767	90,291,475
TOTAL		164,410,478	190,662,632

Schedules and accounting policies form part of the Balance sheet

For and on behalf of the Board

Place :Bangalore
Date : 30-11-2012

Anitha Vasanth Ranga Vasanth
Director Managing Director

As per our report of even date
FOR S Janardhan and Associates
CHARTERED ACCOUNTANTS
Reg No. 005310S

Place :Bangalore
Date : 30-11-2012

Vijay Bhatia
Partner
Membership No. 201862

VISION CINEMAS LIMITED
(formerly Vision Technology India Ltd)
STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDING 30TH JUNE, 2012

	Note No.	30.06.2012 Rs.	30.06.2011 Rs.
Revenue from operations(Gross)	2.12	6,370,830	24,144,227
Other Income	2.13	2,566,918	3,690,016
Total Revenue		8,937,748	27,834,243
Expenses:			
Operation Costs		3,020,944	21,955,400
Employee benefits expense	2.14	287,241	261,250
Depreciation and amortisation expense	2.15	1,929,412	1,968,494
Other expenses	2.16	3,277,709	1,067,478
Total Expenses		8,515,306	25,252,622
Profit before exceptional and extraordinary items and tax		422,442	2,581,621
Profit for the period		422,442	2,581,621
Earnings per share:			
Basic/Diluted		0.28	1.72

Schedules and accounting policies form part of the Profit and Loss Account

For and on behalf of the Board

Place :Bangalore
Date : 30-11-2012

Anitha Vasanth
Director

Ranga Vasanth
Managing Director

As per our report of even date
FOR S Janardhan and Associates
CHARTERED ACCOUNTANTS
Reg No. 005310S

Place :Bangalore
Date : 30-11-2012

Vijay Bhatia
Partner
Membership No. 201862

VISION CINEMAS LIMITED
(formerly Vision Technology India Ltd)

2 NOTES ON ACCOUNTS FOR THE YEAR ENDED 30th JUNE 2012

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

2.1 SHARE CAPITAL

Particulars	As at 30.06.2012	As at 30.06.2011
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
Issued and Subscribed and fully Paid-up		
5,44,71,200 (Previous Year 5,44,71,200) Equity Shares of Rs. 1/- each fully paid up	<u>54,471,200</u> <u>54,471,200</u>	<u>54,471,200</u> <u>54,471,200</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	As at 30th June 2012		As at 30th June 2011	
	Number of Shares	Amount	Number of Shares	Amount
Equity Shares:				
Balance as at the beginning of the previous year	54,471,200	54,471,200	117,904,000	117,904,000
Less: Redcution In Share Capital	54,471,200	54,471,200	82,532,800	82,532,800
Add: Shares issued during the year			19,100,000	19,100,000
Balance as at the end of the year	54,471,200	54,471,200	54,471,200	54,471,200

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
S.I.Media LLP	10,000,000	18.36%	10,000,000	18.36%
Vasanth Color Labs. Ltd.	5,000,000	9.18%	5,000,000	9.18%

2.2 RESERVES AND SURPLUS

Particulars	As at 30.06.2012		As at 30.06.2011	
(a) Capital Reserve				
Opening balance	55,125		55,125	
Add : Transfer During the year	-		-	
Balance as at the end of the year		55,125		55,125
(b) Share Premium				
Opening balance	64,176,000		64,176,000	
Add : Transfer During the year	-		-	
Balance as at the end of the year		64,176,000		64,176,000
(c) Forfeiture of Shares (arising out of reduction in capital as per court order)				
Opening balance	8,096,250		8,096,250	
Add : Transfer During the year	-		-	
Balance as at the end of the year		8,096,250		8,096,250

(d) Profit and Loss Account			
Opening balance	(4,714,441)	(7,296,062)	
Add : Transfer from Profit and Loss Account	422,442	2,581,621	
Balance as at the end of the year		(4,291,999)	(4,714,441)
TOTAL		<u>68,035,375</u>	<u>67,612,933</u>

2.3 TRADE PAYABLES

Particulars	As at 30.06.2012	As at 30.06.2011
Trades payables		
- due to micro small and medium enterprises	Nil	Nil
-Others	13,646,287	21,740,997
(Refer Note No. 2.23 regarding disclosure as required under the provisions of MSMED Act)		
TOTAL	<u>13,646,287</u>	<u>21,740,997</u>

2.4 OTHER CURRENT LIABILITIES

Particulars	As at 30.06.2012	As at 30.06.2011
Book Overdraft from Scheduled Banks		
ICICI BANK A/C 000205002135	219,645	-
INDIAN BANK 461654164	6,224,115	-
Kotak Mahindra Bank	400,000	-
Others payable		
Outstanding Expenses	93,319	118,178
Statutory Dues(Including Providend Fund,Withholding Taxes Payables)	1,743,908	1,481,073
TOTAL	<u>8,680,987</u>	<u>1,599,251</u>

There are no amounts due for payment to the Investor Education and Protection Fund under Section 205 C of the Companies Act, 1956.

2.5 SHORT TERM BORROWINGS

Particulars	As at 30.06.2012	As at 30.06.2011
Unsecured Loans:		
Ranga Vasanth	-	13,698,000
Anitha Vasanth	-	11,963,623
TOTAL	<u>-</u>	<u>25,661,623</u>

2.6 SHORT TERM PROVISIONS

Particulars	As at 30.06.2012	As at 30.06.2011
Provision for Fringe Benefit Tax	25,728	25,728
Provision for Income Tax (Net of Advance Tax)	421,400	421,400
TOTAL	<u>447,128</u>	<u>447,128</u>

2.7 LONG TERM LOANS AND ADVANCES

Particulars	As at 30.06.2012	As at 30.06.2011
(Unsecured, Considered good)		
Security Deposit - Others	869,658	869,658
Loans and advances to related parties		
Share Application Money-Pyramid Entertainment(India) Private Limited	29,500,000	29,500,000
TOTAL	<u>30,369,658</u>	<u>30,369,658</u>

2.8 LONG-TERM INVESTMENTS			
Particulars	As at 30.06.2012	As at 30.06.2011	
Investments in Subsidiary			
50,000 Equity shares of 10 each, Fully paid Pyramid Entertainment (India) Private Limited	47,000,000	47,000,000	
TOTAL	47,000,000	47,000,000	
2.9 CASH AND BANK BALANCES			
Particulars	As at 30.06.2012	As at 30.06.2011	
Cash and Cash equivalents			
Cash on hand	221,938	72,514	
Balances with Banks in Current Account	1,583	632,324	
Other bank balances			
Deposits with maturity for more than 3 months but less than 12 months			
ICICI Bank	-	12,840,000	
TOTAL	223,521	13,544,838	
2.10 SHORT TERM LOANS AND ADVANCES			
Particulars	As at 30.06.2012	As at 30.06.2011	
Unsecured, considered good			
Withholding of taxes	21,283	-	
TOTAL	21,283	-	
2.11 OTHER CURRENT ASSETS			
Particulars	As at 30.06.2012	As at 30.06.2011	
(Unsecured, considered good)			
Due From Related Parties			
Pyramid Entertainment (India) Private Limited	58,080,773	24,144,227	
Vasanth Color Laboratories Ltd	21,187,994	66,147,248	
TOTAL	79,268,767	90,291,475	
2.12 REVENUE FROM OPERATIONS			
Particulars	Year ended 30th June 2012	Year ended 30th June 2011	
Project Revenue	-	24,144,227	
Screening Income	6,370,830	-	
TOTAL	6,370,830	24,144,227	
2.13 OTHER INCOME			
Particulars	Year ended 30th June 2012	Year ended 30th June 2011	
Interest	211,478	-	
Lease Rentals Earned	2,260,440	2,066,400	
Advertising Revenue	-	1,623,616	
Dividend Received	95,000	-	
TOTAL	2,566,918	3,690,016	
2.14 EMPLOYEE BENEFIT EXPENSES			
Particulars	Year ended 30th June 2012	Year ended 30th June 2011	
Salaries	287,241	261,250	
TOTAL	287,241	261,250	
2.15 DEPRECIATION AND AMORTISATION EXPENSES			
Particulars	Year ended 30th June 2012	Year ended 30th June 2011	
Depreciation on tangible assets	1,929,412	1,968,494	
TOTAL	1,929,412	1,968,494	

2.16 OTHER EXPENSES

Particulars	Year ended 30th June 2012	Year ended 30th June 2011
Audit fees - Statutory	44,944	44,120
Communication Expenses	5,177	24,804
General expenses	1,015,009	506,964
Insurance	3,061	-
Rates and taxes	247,777	38,867
Rent	1,800,000	356,400
Travelling and Conveyance	161,741	96,323
TOTAL	3,277,709	1,067,478

2.17 EARNINGS PER SHARE

Particulars	Year ended 30th June 2012	Year ended 30th June 2011
	After extraordinary items	After extraordinary items
(a) Basic		
Profit after tax	422,442	2,581,621
Weighted average number of shares outstanding	1,500,000	1,500,000
Basic EPS	0.28	1.72
Face value per share	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 an outstanding balance to the tune of Rs 2,06,37,994 (Previous year: Rs 1,76,02,478/-) in Other Current Assets due from Vasanth Color Laboratories Limited, a company in which directors are interested. The Management has a perception that this amount is recoverable and ensures that the same need not be written off. There is also an outstanding balance to the tune of Rs 5,80,80,773 (Previous year Rs. 47,10,24,78/-) due from Pyramid Entertainment India Private Limited, a fully owned subsidiary of the company.

2.20 The information required by paras 3 and 4 of part II of schedule VI of the companies Act, 1956 is Nil.

2.21 On account 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 current financial year.

2.22 RELATED PARTY TRANSACTIONS

Name of the Related Party	Relationship
Ranga Vasanth	Key Managerial Personnel
Anitha Vasanth	Key Managerial Personnel
M/s Pyramid Entertainment India Private Limited	Subsidiary
M/s Vasanth Color Laboratories India Limited	Other Related Parties
M/s SI Media LLP	Other Related Parties

Particulars	Subsidiaries	Key Management	Other Related Parties
Lease Rental Received	-		2,260,440 <i>(3,690,016)</i>
Project Revenue	<i>(24,144,227)</i>		
Screening Revenue	3,557,346	-	2,813,484
Unsecured Loans Given/(Borrowed)	58,080,773	-	21,187,994
Investments in Subsidiary	76,500,000 <i>(76,500,000)</i>	-	-
Equity Accepted			<i>(65,400,000)</i>

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

2.23 DUES TO MICRO AND SMALL ENTERPRISES

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

For and on behalf of the Board

Place :Bangalore
Date : 30-11-2012

Anitha Vasanth Ranga Vasanth
Director Managing Directo

As per our report of even date
FOR S Janardhan and Associates
CHARTERED ACCOUNTANTS
Reg No. 005310S

Place :Bangalore
Date : 30-11-2012

Vijay Bhatia
Partner
Membership No. 201862

VISION CINEMAS LIMITED
(formerly Vision Technology India Ltd)
SUB-NOTES TO THE BALANCE SHEET & PROFIT AND LOSS ACCOUNT

Particulars	AS AT	
	As at 30.06.2012	As at 30.06.2011
1 Outstanding Expenses		
Audit Fees Payable- S Janardhan and Associates	38,718.60	96,988.00
Salary and Wages Payable	54,600.00	21,190.00
Total	93,318.60	118,178.00
2 Withholding Taxes Payable		
Professional Tax	53,405.00	53,405.00
TDS Payable - Salary	30,765.00	30,765.00
TDS Payable - Contractors	5,515.00	-
TDS Payable - Rent	200,250.00	-
TDS Payable - Professionals	268,899.40	211,829.00
Vat payable	82,229.00	82,229.00
Service Tax Payable	1,102,845.00	1,102,845.00
Total	1,743,908.40	1,481,073.00
3 Security Deposit - Others(Dr)		
Bangalore Stock Exchange Limited	300,000.00	300,000.00
KEB Deposits	252,110.00	252,110.00
Rental Deposit-Chennai	306,848.00	306,848.00
Telephone Deposit	9,000.00	9,000.00
Water Deposit	1,700.00	1,700.00
Total	869,658.00	869,658.00
4 Trade Payables-Others		
Ambika Trade Impex	259,875.00	2,369,157.00
Ami Traders	5,148,265.00	5,408,140.00
Mayank Enterprises	6,116,586.00	6,116,586.00
Meridian Sales Agency Pvt Ltd	2,111,594.00	2,711,928.00
Shivraj Traders	-	3,510,900.00
Smartlink Tradex P L	-	1,615,219.00
United Ads	9,967.00	9,067.00
Total	13,646,287.00	21,740,997.00
5 Balances with Banks		
HDFC Bank	1,583.38	1,583.33
ICICI Bank	-	514,159.53
Indian Bank	-	116,581.00
Total	1,583.38	632,323.86
6 TDS Receivable		
TDS Receivable (2012-13)	21,283.00	-
Total	21,283.00	-
7 Interest Income		
Interest on Fixed Deposits	211,478.00	-
Total	211,478.00	-
8 Communication Expenses		
Telephone Expenses	949.00	24,804.00
Postage and Telegram	4,228.00	-
Total	5,177.00	24,804.00

Particulars	AS AT	AS AT
	As at 30.06.2012	As at 30.06.2011
9 General Expenses		
Advertisement	97,172.00	48,087.00
Legal Expenses	225,150.00	166,704.00
Custodial Fees And Maintainance Charges	33,322.00	60,840.00
Printing and stationery	23,070.00	30,775.00
Professional Charges	548,620.00	49,000.00
Processing Fee	22,433.00	100,000.00
AGM Expenses	23,820.00	-
Miscellaneous Expenses	41,422.32	51,558.47
Total	1,015,009.32	506,964.47

Note: 2.8

Fixed Assets

SI No	Particulars	RATE %	Gross Block			Accumulated Depreciation			Net Block		
			Balance as at 1st July 2011	Additions/ (Disposals)	Revaluations/ (Impairments)	Balance as at 30th June 2012	Balance as at 1st July 2011	Depreciation charge for the year	On disposals	Balance as at 30th June 2012	Balance as at 30th June 2011
Tangible Assets											
	Building	3.34%	10,934,127.00			10,934,127.00	5,934,625.00	365,200.00	6,299,825.00	4,634,302.00	4,999,502.00
	Plant & Machinery	7.07%	4,722,651.00			4,722,651.00	3,634,801.00	333,891.00	3,968,692.00	753,959.00	1,087,850.00
	Plant & Machinery	4.75%	21,283,056.00			21,283,056.00	19,231,961.00	1,010,945.00	20,242,906.00	1,040,150.00	2,051,095.00
	Furniture & Fixtures	6.33%	2,525,582.00			2,525,582.00	1,771,797.00	159,869.00	1,931,666.00	593,916.00	753,785.00
	Office Equipment	4.75%	1,252,773.00			1,252,773.00	688,344.00	59,507.00	747,851.00	504,922.00	564,429.00
	Vehicles	9.50%	1,774,552.00			1,774,552.00	1,774,552.00	-	1,774,552.00	-	-
	Vehicles	7.07%	3,062.00			3,062.00	3,062.00	-	3,062.00	-	-
	Computers (on Straight line basis)	16.21%	10,898,950.00			10,898,950.00	10,898,950.00	-	10,898,950.00	-	-
	Total		53,394,753.00	-	-	53,394,753.00	43,938,092.00	1,929,412.00	45,867,504.00	7,527,249.00	9,456,661.00

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VISION CINEMAS LIMITED

Cash Flow Statement for the year ended 31st March 2012

Particulars	Year ended March 31, 2012
A. Cash Flow from Operating Activities	9,285,614
Profit before Taxation and extraordinary items	
Adjustments for Depreciation	4,182,808
Interest Expenditure	2,467,840
Dividend Received	(95,000)
Interest Income	(243,637)
Operating Profit before working capital changes	6,312,011
Changes in Working Capital:	
Increase/(Decrease) in Trade Payables	(27,661,444)
Increase/(Decrease) in Short Term Provisions	1,707,548
Increase/(Decrease) in Other Current Liabilities	12,687,316
(Increase)/Decrease in Trade Receivables	(895,636)
(Increase)/Decrease in Short term Loans and advances	(1,741,494)
(Increase)/Decrease in Long Term Loans and advances	433,000
(Increase)/Decrease in Other Current assets	31,854,015
Cash generated from Operations	22,695,314
Taxes paid (Net of refunds)	(1,718,000)
Net cash generated from operations before extraordinary items	30,262,928
Net cash generated from operating activities	30,262,928
B. Cash Flow from Investing Activities	
Purchase of Tangible/Intangible Assets	(1,425,251)
Increase in intangible asset	2,188,828
Capital Work in Progress	(16,508,782)
Dividend Received	95,000
Interest received	243,637
Net Cash from Investing Activities	(15,406,569)
C. Cash flow from Financing Activities	
Interest paid	(2,467,840)
Increase/(Repayment) of borrowings	(25,285,634)
Net cash raised in Financing activities	(27,753,474)
Net increase in cash and cash equivalents	(12,897,114)
Cash and Cash equivalents at the beginning of the year	13,950,292
Cash and Cash equivalents at the end of the year	1,053,178

Cash flow statement for the previous year is not prepared as the financial year of the subsidiary company was different from that of holding company

Date: 30/11/2012

Place: Bangalore

As per our report of even date
for S.Janardhan and Associates
Chartered Accountants
Firms' Registration No.005310S

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

Ranga Vasanth
Director

Anitha Vasanth
Director

Vijay Bhatia
Partner
Membership No.201862

VISION CINEMAS LIMITED
Formerly, Vision Technology India Limited
CONSOLIDATED BALANCE SHEET AS AT 30TH JUNE, 2012

	Note No.	30.06.2012 Rs.	30.06.2011 Rs.
I. EQUITY AND LIABILITIES			
Shareholders' Funds			
(a) Share Capital	2.1	54,471,200	54,471,200
(b) Reserves and Surplus	2.2	72,817,864	65,122,001
(c) Share Warrants		19,129,500	19,129,500
Non-current liabilities			
(a) Long-term borrowings	2.3	3,819,337	5,157,721
(b) Long-term provisions		-	-
(c) Deferred Tax Liabilities (Net)	2.4	-	97,044
(d) Long term liabilities	2.5	3,927,555	3,586,634
Current liabilities			
(a) Trade payables	2.6	14,432,346	42,093,790
(b) Other current liabilities	2.7	25,459,254	12,771,938
(c) Short-term Borrowings	2.8	4,335,709	28,623,880
(d) Short-term provisions	2.9	2,249,676	542,128
TOTAL		200,642,440	231,595,836
II. ASSETS			
Non-current assets			
(a) Fixed Assets			
(i) Tangible assets	2.10	42,620,719	45,378,275
(ii) Intangible assets	2.10	43,026,443	45,215,271
(iii) Capital work-in-progress		71,360,261	54,851,479
(b) Non-current Investments		-	-
(c) Deferred tax assets (Net)	2.11	31,205	-
(d) Long-term loans and advances	2.12	2,938,448	3,371,448
(e) Other non-current assets			
Current Assets			
(a) Current Investments		-	-
(b) Inventories		-	-
(c) Trade receivables	2.13	1,251,413	355,777
(d) Cash and cash equivalents	2.14	1,053,178	13,950,292
(e) Short-term loans and advances	2.15	4,617,539	2,876,045
(f) Other current assets	2.16	33,743,234	65,597,248
TOTAL		200,642,440	231,595,836

The accompanying notes are an integral part of the financial statements.

For and on behalf of the Board
VISION CINEMAS LIMITED

Bangalore
30-11-2012

Anitha Vasanth Ranga Vasanth
Director Director

As per our report of even date
FOR S Janardhan and Associates
Chartered Accountants
Reg No. 0053105

Bangalore
30-11-2012

Vijay Bhatia
Partner
Membership No. 201862

VISION CINEMAS LIMITED
Formerly, Vision Technology India Limited
CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDING 30TH JUNE, 2012

	Note No.	30.06.2012 Rs.	30.06.2011 Rs.
Revenue from operations(Gross)	2.17	16,948,654	1,243,588
Other Income	2.18	14,721,585	3,788,745
Total Revenue		31,670,239	5,032,333
Expenses:			
Employee benefits expense	2.19	855,315	367,057
Finance costs	2.20	2,467,840	165,606
Depreciation and amortisation expense	2.10	4,182,808	2,213,334
Other expenses	2.21	14,878,663	2,156,147
Total Expenses		22,384,626	4,902,144
Profit before exceptional and extraordinary items and tax		9,285,614	130,189
Exceptional items	2.22	-	
Profit before extraordinary items and tax		9,285,614	130,189
Extraordinary Items			
Profit before Tax		9,285,614	130,189
Tax expense:			
(1) Current tax		1,718,000	-
(2) Deferred tax		(128,249)	-
Profit for the year from continuing operations		7,695,863	130,189
Profit for the period		7,695,863	130,189
Earnings per share:			
(1) Basic		0.17	0.00
(2) Diluted		0.17	0.00

The accompanying notes are an integral part of the financial statements.

For and on behalf of the Board
VISION CINEMAS LIMITED

Bangalore
30-11-2012

Anitha Vasanth
Director

Ranga Vasanth
Director

As per our report of even date
FOR S Janardhan and Associates
Chartered Accountants
Reg No. 005310S

Bangalore
30-11-2012

Vijay Bhatia
Partner
Membership No. 201862

VISION CINEMAS LIMITED
Formerly, Vision Technology India Limited

2 CONSOLIDATED NOTES ON ACCOUNTS FOR THE YEAR ENDED 30TH JUNE 2012

The previous year figures have been regrouped / reclassified, wherever necessary and the same is not comparable since the consolidation is done for the period of 12 months in the current year as compared to the previous year of 15 days

2.1 SHARE CAPITAL

Particulars	As at 30.06.2012	As at 30.06.2011
Authorised		
15,00,00,000 (Previous Year 15,00,00,000) Equity Shares of Rs. 1/- each	150,000,000	150,000,000
Issued and Subscribed and fully Paid-up		
5,44,71,200 (Previous Year 5,44,71,200) Equity Shares of Rs. 1/- each fully paid up	54,471,200	54,471,200
	<u>54,471,200</u>	<u>54,471,200</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	As at 30th June 2012 Amount	As at 30th June 2011
Equity Shares:		
Balance as at the beginning of the previous year	54,471,200	54,471,200
Add: Shares issued during the year	-	-
Balance as at the end of the year	<u>54,471,200</u>	<u>54,471,200</u>

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
SI Media LLP	1,000,000.00	18.36%	1,000,000.00	18.36%
Vasanth Color Labs	5,000,000.00	9.18%	5,000,000.00	9.18%

2.2 RESERVES AND SURPLUS

Particulars	As at 30.06.2012		As at 30.06.2011	
(a) Capital Reserve				
Opening balance	15,624		55,125	
Add : Transfer During the year	-		-	
Less: Pre acquisition Profit	-		39,501	
Balance as at the end of the year	<u>15,624</u>		<u>15,624</u>	
(b) Share Premium				
Opening balance	64,176,000		64,176,000	
Add : Transfer During the year	-		-	
Balance as at the end of the year	<u>64,176,000</u>		<u>64,176,000</u>	
(c) Forfeiture of Shares (arising out of reduction in capital as per court order)				
Opening balance	8,096,250		8,096,250	
Add : Transfer During the year	-		-	
Balance as at the end of the year	<u>8,096,250</u>		<u>8,096,250</u>	
(d) Surplus in Statement of Profit and Loss				
Opening balance	(7,165,873)		(7,296,062)	
Add : Transfer from Profit and Loss Account	7,695,863		130,189	
Balance as at the end of the year	<u>529,990</u>		<u>(7,165,873)</u>	
TOTAL	<u>72,817,864</u>		<u>65,122,001</u>	

2.3 LONG TERM BORROWINGS

Particulars	As at 30.06.2012	As at 30.06.2011
Term Loan from Saraswat Bank	3,308,700	4,540,730
Vehicle Loan from Saraswat Bank A/c	510,637	616,991
	<u>3,819,337.00</u>	<u>5,157,721.00</u>

a) Term Loan Account with Saraswat Bank is secured by first charge on the fixed assets of the company
Terms of Repayment: Repayable in 60 monthly instalments from the date of the Loan (January 2011) alongwith interest of 15% p.a.

b) Vehicle loan from the respective banks are secured by the respective vehicles against which the loans are granted
Terms of Repayment: Repayable in 60 monthly instalments from the date of the Loan (October 2010) alongwith interest of 10.5% p.a.

2.4 DEFERRED TAX LIABILITY

Particulars	As at 30.06.2012	As at 30.06.2011
On account fiscal allowance of depreciation	-	97,044
	<u>-</u>	<u>97,044.08</u>

2.5 LONG TERM LIABILITIES

Particulars	As at 30.06.2012	As at 30.06.2011
Security Deposits from Tenants	3,927,555.00	3,586,634
	<u>3,927,555.00</u>	<u>3,586,634.00</u>

2.6 TRADE PAYABLES

Particulars	As at 30.06.2012	As at 30.06.2011
Trades payables		
-Others	14,432,346	42,093,790
	<u>14,432,346</u>	<u>42,093,790</u>

TOTAL

Refer Note: Refer to Note No. 2.25 regarding further disclosures relating to MSMED Act.

2.7 OTHER CURRENT LIABILITIES

Particulars	As at 30.06.2012	As at 30.06.2011
Current maturities of long term debt		
Term Loan from Saraswat Bank	1,767,600	-
Vehicle Loan with Saraswat Bank	257,928	257,928
Book Overdraft from Scheduled Banks		
ICICI BANK A/C 000205002135	219,645	-
INDIAN BANK 461654164	6,224,115	-
Kotak Mahindra Bank	400,000	-
O/D on Cash Credit Agst FD	1,404,994	1,404,994
Saraswat Bank	11,436,149	10,089,718
Icici Bank 000 20 501 4651	1,995	-
Advance received from related party	550,000	-
Indian Bank 745313018	387,819	-
Outstanding Expenses	93,319	-
Statutory Dues Payable	85,197	142,511
Others payable		
Withholding Taxes Payable	1,919,944	127,675
Others	710,548	749,112
	<u>25,459,254</u>	<u>12,771,938</u>

TOTAL

There are no amounts due for payment to the Investor Education and Protection Fund under Section 205 C of the Companies Act, 1956 as at the year end.

a) Working Capital Facilities (Cash Credit Account from Saraswat Bank: Secured against the first charge on the entire and future current assets, all stocks/debtors and other current assets of the company.

2.8 SHORT TERM BORROWINGS

Particulars	As at 30.06.2012	As at 30.06.2011
Unsecured Loans:		
Ranga Vasanth	1,892,643.00	14,416,240
Anitha Vasanth	2,443,066.00	14,207,640
	<u>4,335,709</u>	<u>28,623,880</u>

TOTAL

2.9 SHORT TERM PROVISIONS

Particulars	As at 30.06.2012	As at 30.06.2011
Provision for Gratuity	84,548	
Provision for Fringe Benefit Tax	25,728	120,728
Provision for Income Tax (Net of Advance Tax)	2,139,400	421,400
	<u>2,249,676</u>	<u>542,128</u>

TOTAL

2.11 LONG TERM LOANS AND ADVANCES		
Particulars	As at 30.06.2012	As at 30.06.2011
(Unsecured, Considered good)		
Security Deposit - Others	978,448	1,411,448
Deposits with maturity for more than 12 months	1,960,000	1,960,000
TOTAL	2,938,448	3,371,448
2.12 DEFERRED TAX ASSET		
Particulars	As at 30.06.2012	As at 30.06.2011
On account fiscal allowance of depreciation	31,205	-
	31,205.00	-
2.13 TRADE RECEIVABLES		
Particulars	As at 30.06.2012	As at 30.06.2011
<u>Unsecured, considered good</u>		
Outstanding for a period exceeding six months from the date they are due for payment		
- from related Parties	-	-
- from Other customers	-	-
Others	1,251,413	355,777
TOTAL	1,251,413	355,777
2.14 CASH AND BANK BALANCES		
Particulars	As at 30.06.2012	As at 30.06.2011
Cash and Cash equivalents		
Cash on hand	295,981	380,925
Balances with Banks		
in Current Account	757,197	729,367
Other bank balances		
Deposits with maturity for more than 3 months but less than 12 months		
ICICI Bank	-	12,840,000
TOTAL	1,053,178	13,950,292
2.15 SHORT TERM LOANS AND ADVANCES		
Particulars	As at 30.06.2012	As at 30.06.2011
<u>Unsecured, considered good</u>		
Loans and advances to related parties	-	550,000
Balances with Customs, Central Excise, VAT etc.	47,773	
Advances recoverable in cash or kind	4,469,338	2,273,800
Other Loans and Advances		
Loans and advances to Employees	26,900	-
TDS Receivable	73,528	52,245
TOTAL	4,617,539	2,876,045
2.16 OTHER CURRENT ASSETS		
Particulars	As at 30.06.2012	As at 30.06.2011
(Unsecured, considered good)		
Due From Related Parties		
Pyramid Entertainment(India) Private Limited	-	-
Vasanth Color Laboratories Ltd	33,743,234	65,597,248
TOTAL	33,743,234	65,597,248
2.17 REVENUE FROM OPERATIONS		
Particulars	Year ended 30th June 2012	Year ended 30th June 2011
Screening Income	16,948,654	1,243,588
TOTAL	16,948,654	1,243,588

2.18 OTHER INCOME

Particulars	Year ended	
	30th June 2012	Year ended 30th June 2011
Interest	243,637	24,994
Lease Rentals Earned	2,260,440	2,066,400
Advertising Revenue	-	1,623,616
Dividend Received	95,000	-
Income From Games	1,692,777	-
Income From Parking	2,363,901	-
Share on Revenue From Canteen Food & Beverages	7,026,467	36,000
Others	1,039,363	37,735
TOTAL	14,721,585	3,788,745

2.19 EMPLOYEE BENEFIT EXPENSES

Particulars	Year ended	
	30th June 2012	Year ended 30th June 2011
Gratuity	84,548	-
Salaries	770,767	367,057
TOTAL	855,315	367,057

(Refer Note: on disclosure requirement as per Accounting Standard 15 on Employee benefits)

2.20 FINANCE COSTS

Particulars	Year ended	
	30th June 2012	Year ended 30th June 2011
Interest	2,467,840	165,606
TOTAL	2,467,840	165,606

2.20 DEPRECIATION AND AMORTISATION EXPENSES

Particulars	Year ended	
	30th June 2012	Year ended 30th June 2011
Depreciation on tangible assets	4,182,808	2,213,334
Amortisation on Intangible assets	-	-
TOTAL	4,182,808	2,213,334

2.21 OTHER EXPENSES

Particulars	Year ended	
	30th June 2012	Year ended 30th June 2011
Audit fees - Statutory	44,944	99,270
Screening Expenses	7,617,010	577,649
Communication Expenses	183,508	36,822
Promotional Expense	751,013	59,723
General expenses	3,319,648	738,304
Repairs and maintenance :-	-	49,459
Insurance	657,034	-
Rates and taxes	56,710	118,977
Rent	1,800,000	356,400
Travelling and Conveyance	448,796	119,543
TOTAL	14,878,663	2,156,147

2.22 EARNINGS PER SHARE

Particulars	Year ended		Year ended 31st	
	31st June 2012		June 2012	
	Basic extraordinary items	After extraordinary items	Basic extraordinary items	After extraordinary items
(a) Basic				
Profit after tax	9,285,614	9,285,614	130,189	130,189
Weighted average number of shares outstanding	54,471,200	54,471,200	54,471,200	54,471,200
Basic EPS	0.17	0.17	0.00	0.00
(b) Diluted				
Profit after tax	9,285,614	9,285,614	130,189	130,189
Adjusted net profit for the year	9,285,614	9,285,614	130,189	130,189
Weighted average number of shares outstanding for diluted EPS	54,471,200	54,471,200	54,471,200	54,471,200
Diluted EPS	0.17	0.17	0.00	0.00
Face value per share	1	1	1	1

2.23 Employee Benefits

The details required under AS 15 – Employee Benefits is as follow

The Employees' Gratuity Fund Scheme managed by the Life Insurance Corporation of India is a defined benefit plan. The present value of the obligation is determined based on actuarial valuation using the projected unit credit method, which recognises each period of service as giving rise to additional unit of employees benefit entitlement and measures each unit separately to build up the final obligation. The obligation for Compensated absence is recognised in the same manner as gratuity.

Particulars	31.3.2012		31.3.2011	
	Rs.	Gratuity	Rs.	Gratuity
Obligations at Period beginning				Nil
Service cost		84,548		Nil
Interest cost				
Actuarial (Gain) / Loss				
Benefits paid				
Obligations transferred out on scheme				
Obligations at Period at the end of the year		84,548		Nil

2.24 SEGMENT REPORTING

The company's predominant risks and returns are from single business segment, which constitute the major revenue of the company for the reporting period. Since, this being a single business segment, the segment information as per Accounting Standard 17, "Segment Reporting", is not disclosed.

2.25 RELATED PARTY TRANSACTIONS

Particulars	Nature of relationship	Related Party	30.06.2012	30.06.2011
	Other related Parties	Vasanth Colour Laboratories Limited		
Lease Rental Received			2,206,400	3,690,016
	Other related Parties	Vasanth Colour Laboratories Limited		
Equity Accepted (Including Premium)			65,400,000	65,400,000
	Other related Parties	Vasanth Colour Laboratories Limited		
Receivable at Year end			33,743,234	65,597,248
	Key Management Personnel	Ranga Vasanth		
Payable at Year end			1,892,643	14,416,240
	Key Management Personnel	Anitha Vasanth		
			2,443,066	14,207,640

Key Management Personnel
Ranga Vasanth B
Anitha Vasanth

Other related Parties
Vasanth Colour Laboratories Limited

2.25 DUES TO MICRO AND SMALL ENTERPRISES

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

2.26 OPERATING LEASE OBLIGATIONS

The company has taken office, other facilities under cancelable and non-cancelable operating leases, which are renewable on a periodic basis.

Particulars	Year ended 31st June 2012	Year ended 31st June 2011
Lease rent recognized in the Profit and Loss Account	1,800,000	356,400
Minimum lease payments outstanding in respect of these areas under:		
Not later than one year	1,800,000	1,800,000
Later than one year and not later than 5 years	7,200,000	7,200,000

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

2.28 IMPAIRMENT OF ASSETS

Pursuant to Accounting Standard AS-28- Impairment of assets issued by the Companies Accounting Standards Rules, 2006, the Company assessed its fixed assets for impairment as at 31st March 2012 and concluded that there has been no significant impaired fixed asset that needs to be recognized in the books of account.

2.29 Confirmation of balances in respect of debtors and creditors has not been obtained in a few cases.

For and on behalf of the Board
VISION CINEMAS LIMITED

Bangalore
30-11-2012

Anitha Vasanth
Director

Ranga Vasanth
Director

As per our report of even date
FOR S Janardhan and Associates
Chartered Accountants
Reg No. 0053105

Bangalore
30-11-2012

Vijay Bhatia
Partner
Membership No. 201862

VISION CINEMAS LIMITED
Formerly, Vision Technology India Limited

SCHEDULE FOR DEPRECIATION ON FIXED ASSETS FORMING PART OF CONSOLIDATED BALANCE SHEET

SCHEDULE - 2.10

Particulars	Depr Rate	GROSS BLOCK			DEPRECIATION			NET BLOCK		
		Opening Balance As at 01.07.11	Additions (Deletions)	Closing as at 30.06.2012	Opening Balance As at 01.07.11	Depreciation for the Year		Closing Balance As at 30.06.2012	As at 30.06.2012	As at 30.06.2011
						for the Year	Deletions			
BUILDINGS	3.34%	10,934,127	-	10,934,127	5,934,625	365,200	-	6,299,825	4,634,302	4,999,502
	3.34%	38,536,844	-	38,536,844	13,370,588	1,287,131	-	14,657,719	23,879,125	25,166,256
PLANT & MACHINERY	7.07%	4,722,651	-	4,722,651	3,634,801	333,891	-	3,968,692	753,959	1,087,850
	4.75%	21,283,056	-	21,283,056	19,231,961	1,010,945	-	20,242,906	1,040,150	2,051,095
	4.75%	13,649,488	-	13,649,488	4,349,740	648,351	-	4,998,091	8,651,397	9,299,748
OFFICE EQUIPMENTS	4.75%	1,252,773	110,750	1,363,523	688,344	64,767	-	753,111	610,412	564,429
COMPUTERS	16.21%	10,898,950	-	10,898,950	10,898,950	-	-	10,898,950	-	-
		238,643	-	238,643	209,643	29,000	-	238,643	-	29,000
FURNITURE AND FIXTURES	6.33%	2,525,582	1,314,500	3,840,082	1,771,797	243,077	-	2,014,874	1,825,208	753,785
	6.33%	3,166,573	-	3,166,573	1,739,964	200,444	-	1,940,408	1,226,165	1,426,609
VEHICLES	9.50%	1,774,552	-	1,774,552	1,774,552	-	-	1,774,552	-	-
	7.07%	3,062	-	3,062	3,062	-	-	3,062	-	-
TOTAL		108,986,301	1,425,250	110,411,551	63,608,026	4,182,806	-	67,790,832	42,620,719	45,378,275

1.7

1.6

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VISION CINEMAS LIMITED

1 SIGNIFICANT ACCOUNTING POLICIES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR

The Company is a Small and Medium Sized Company as defined in the General Instructions in respect of Accounting Standards notified under the Companies Act, 1956. Accordingly, the Company has complied with the Accounting Standards as applicable to a Small and Medium Sized Company. Wherever the Company has made additional disclosures, what ought not to be disclosed, separate notes have been given under the respective disclosure.

1.1 METHOD OF ACCOUNTING:

The financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under Historical Cost convention on accrual basis. GAAP comprises mandatory Accounting Standards as specified in the Companies (Accounting Standards) Rules, 2006.

Preparation of Financial Statements in conformity with Generally Accepted Accounting Principles requires management to make estimates & assumptions that affect the reported balance of assets & liabilities and disclosures relating to Contingent assets & liabilities as on the date of Financial Statement and reported amounts of Income & expenditure during the period. Actual results could differ from these estimates, differences if any between the actual results and estimates are recognized in the period in which the results are known or materialized.

Presentation and disclosure of financial statements during the year ended March 31, 2012 the revised Schedule VI notified under the Companies Act 1956, has become applicable to the Company, for preparation and presentation of its financial statements. The adoption of revised Schedule VI does not impact recognition and measurement principles followed by the Company for preparation of financial statements. However, it has significant impact on presentation and disclosures made in the financial statements. The Company has also reclassified the previous year figures in accordance with the requirements applicable in the current year.

All the assets and liabilities have been classified as current or non-current as per Company's normal operating cycle and other criteria set out in the Schedule VI to the Companies Act, 1956. The Company has ascertained its operating cycle as 12 months for the purpose of current-non current classification of assets and liabilities.

1.2 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.

1.3 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.

1.4 EVENTS OCCURRING AFTER BALANCE SHEET DATE:

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

1.5 EXPENDITURE :

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

1.6 DEPRECIATION:

(i) Depreciation is provided on straight line method at the rates set out under Schedule-XIV of the Companies Act, 1956 on a pro-rata basis corresponding to the date of installation on single shift basis.

(ii) Assets purchased during the year where the actual cost does not exceed Rs. 5,000/- are depreciated at the rate of 100% in the year of purchase.

1.7 REVENUE RECOGNITION:

Income is accounted on accrual basis except in cases of uncertainty. Brokerage income is recognized as income on trade date basis.

1.8 TANGIBLE FIXED ASSETS:

- 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.

1.9 INTANGIBLE ASSETS :

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 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.

1.15 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.

1.16 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 A.S-28 "Impairment of Assets" issued by ICAI, 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.

Since there is no Impairment loss recognized during the previous year, the effect for the same has not been given in the Financial Statements.

1.17 CONTINGENT LIABILITIES:

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.

VISION CINEMAS LIMITED
SUB-NOTES TO THE BALANCE SHEET & PROFIT AND LOSS ACCOUNT

Particulars	PYRAMID	VITL	TOTAL
	As at 30.06.2012	As at 30.06.2012	As at 30.06.2012
Deposits from Outlets			
Maghai Pan Mahal Deposit	25,000.00	-	25,000.00
Raman Café Deposit	-	-	-
Ss Enterprises - Food Court	2,000,000.00	-	2,000,000.00
Advances from Parties Multiplex	1,902,555.00	-	1,902,555.00
	3,927,555.00	-	3,927,555.00
1 Outstanding Expenses			
Audit Fees Payable-S Janardhan and Associates		38,718.60	38,718.60
Salary and Wages Payable		54,600.00	54,600.00
Total	-	93,318.60	93,318.60
2 Withholding Taxes Payable			
Professional Tax	3,850.00	53,405.00	57,255.00
TDS Payable - Salary		30,765.00	30,765.00
TDS Payable - Contractors	64,754.02	5,515.00	70,269.02
TDS Payable - Rent		200,250.00	200,250.00
TDS Payable - Professionals	24,088.00	268,899.40	292,987.40
TDS Payable - Commission	46,196.00	-	46,196.00
Vat payable		82,229.00	82,229.00
Service Tax Payable	37,148.00	1,102,845.00	1,139,993.00
Total	176,036.02	1,743,908.40	1,919,944.42
Other Current Liabilities - Others			
Service Charges on Tickets	127,344.00	-	127,344.00
Show Tax	2,006.00	-	2,006.00
Advance Booking From Ticktes	100,000.00	-	100,000.00
Electricity Chgs Payable A/c	481,198.17	-	481,198.17
	710,548.17	-	710,548.17
3 Security Deposit - Others(Dr)			
Bangalore Stock Exchange Limited		300,000.00	300,000.00
KEB Deposits	108,790.00	252,110.00	360,900.00
Rental Deposit-VV Puram	-	306,848.00	306,848.00
Telephone Deposit		9,000.00	9,000.00
Water Deposit		1,700.00	1,700.00
Total	108,790.00	869,658.00	978,448.00
4 Trade Payables-Others			
Ambika Trade Impex		259,875.00	259,875.00
Ami Traders		5,148,265.00	5,148,265.00
Mayank Enterprises		6,116,586.00	6,116,586.00
Meridian Sales Agency Pvt Ltd		2,111,594.00	2,111,594.00
Shivraj Traders		-	-
Smartlink Tradex P L		-	-
United Ads		9,967.00	9,967.00
Others	786,059.12	-	786,059.12
Total	786,059.12	13,646,287.00	14,432,346.12

Particulars	PYRAMID	VTIL	TOTAL
	As at 30.06.2012	As at 30.06.2012	As at 30.06.2012
Deposits from Outlets			
Maghai Pan Mahal Deposit	25,000.00	-	25,000.00
Raman Café Deposit	-	-	-
Ss Enterprises - Food Court	2,000,000.00	-	2,000,000.00
Advances from Parties Multiplex	1,902,555.00	-	1,902,555.00
	3,927,555.00	-	3,927,555.00
5 Balances with Banks			
HDFC Bank		1,583.38	1,583.38
ICICI Bank		-	-
Indian Bank		-	-
Syndicate Bank	32,438.72		32,438.72
Bank Gurantee ETO in IB	433,000.00	-	433,000.00
Margin Money - Saraswat Bk	290,175.00	-	290,175.00
Total	755,613.72	1,583.38	757,197.10
Advances recoverable in cash or kind			
Advances to suppliers	3,571,701.02	-	3,571,701.02
Suresh Cash Loan III	175,000.00	-	175,000.00
Anil Jain-Cash Loan MD.	300,000.00	-	300,000.00
Others	422,637.00	-	422,637.00
	4,469,338.02	-	4,469,338.02
6 TDS Receivable			
TDS Receivable (2012-13)	52,245.00	21,283.00	73,528.00
Total	52,245.00	21,283.00	73,528.00
7 Interest Income			
Interest on Current Deposits		211,478.00	211,478.00
Total	-	211,478.00	211,478.00
8 Communication Expenses			
Telephone Expenses	157,468.60	949.00	158,417.60
Postage and Telegram	20,862.00	4,228.00	25,090.00
Total	178,330.60	5,177.00	183,507.60
9 General Expenses			
Advertisement	33,209.00	97,172.00	130,381.00
Bank Charges	57,598.68	6,252.32	63,851.00
Legal Expenses	274,000.00	225,150.00	499,150.00
Custodial Fees And Maintainance Charges	-	33,322.00	33,322.00
Printing and stationery	66,540.00	23,070.00	89,610.00
Professional Charges		548,620.00	548,620.00
Processing Fee	37,636.00	22,433.00	60,069.00
Corporation Tax		226,159.00	226,159.00
AGM Expenses		23,820.00	23,820.00
Miscellaneous Expenses	2,164,349.00	35,170.00	2,199,519.00
Total	2,633,332.68	1,241,168.32	3,874,501.00

VISION CINEMAS LTD
 (Formerly VISION TECHNOLOGY INDIA LTD)
Regd. Office: # 110, K.H.Road, Bangalore – 27

ATTENDANCE SLIP

(Please fill in this slip and hand it over at the entrance of the meeting venue)

Name of the Member.....FolioNo / DP &
 Client ID No Address of member.....

Name of the Member.....FolioNo / DP &
 holder.....
 Number of
 Shares.....

I hereby record my presence at the 19th Annual General Meeting of the members of Vision Technology India Limited being held at **PAI VAIBHAV #19/A, H.Siddaiah Road, Bangalore 560 002** on Saturday the 29th December 2012 at 9.00 a.m.

Signature of the Member or
 Signature of the Proxy Holder.....

VISION CINEMAS LTD
Regd. Office: # 110, K.H.Road, Bangalore – 27

PROXY FORM

Name of the Member.....Folio
 No..... No of Shares
 held.....

I/We.....

being a Member/Members of **VISION CINEMAS LTD** hereby

appoint....Mr/Ms.....
failing him/her.....

Mr/Ms.....as my/our

Proxy to attend for me/us and vote on my/our behalf at the adjourned Fifteenth Annual General Meeting of the members of **VISION CINEMAS LTD** to be held at **PAI VAIBHAV #19/A, H.Siddaiah Road, Bangalore 560 002** on Saturday the 29th December 2012 at 9.00 a.m

Signed this.....day of.....2012.

Reg.Folio No.....
 No.of Shares held.....

Note: The proxy must be signed, in case of joint holding by all the joint holders. The proxy must be returned so as to reach the Registered Office of the Company not less than 48 hours before the Scheduled time for the commencement of the aforesaid Annual General Meeting. The Proxy need not be a member of the Company.

FORM 2 B
(See rules 4CC and 5D)
NOMINATION FORM
(to be filled in by individual applying singly or jointly)
(if jointly, only upto two persons)

I/We.....and
.....the
holder/s of shares bearing number(s).....of M/s Vision
Technology India Limited, wish to make a nomination and do hereby nominate the
following person in whom all rights of transfer and/or amount payable in respect of
shares shall vest in the event of my/our death.

Name and Address of Nominee:

Name :.....

Address :.....

.....

.....

.....

.....

Date of birth*

.....

(* to be furnished in case the nominee is a minor)

** The nominee is a minor whose guardian is

Name and Address

.....

.....

.....

(** to be deleted if not applicable)

Signature of the first holder:

Name :.....

.....

Signature of the second holder:

Name :.....

.....

Address

.....

Date:

Signature of two witness

Signature with date

Name and Address

1.

2.