



Corporate Information

Board of Directors

Bindiganavale Rangavasanth	▶▶▶	Managing Director
AnitaVasanth	▶▶▶	Director (Executive) & Chief Financial Officer
Bindiganavale Ranga Shamaladevi	▶▶▶	Director (Executive)
Kunal Ashok*	▶▶▶	Director (Independent) Director
Hariharan Muthuswamy*	▶▶▶	(Independent)

Company Secretary

▶▶▶ Mr. Hitarth Shah**

Statutory Auditor

▶▶▶ Jayamal Thakore & Co | Chartered Accountants***
27, Embassy Market, Nr. Dinesh Hall, Behind Sales India, Ashram Road, Ahmedbad - 380009

Secretarial Auditor

▶▶▶ Richi Prerak & Assocites | Practicing Company Secretaries***
S-12A, Vikram Chambers, Nr. Kotak Mahindra Bank, Income Tax, Ahmedabad - 380009

Bankers

▶▶▶ ICICI Bank
▶▶▶ Indian Bank

Registrar and Share Transfer Agent

▶▶▶ Integrated Registry Management Services Private Limited, 5A, 5th Floor, Kences Towers, 1, Ramakrishna Street North Usman Road, T. Nagar, Chennai, TN - 600017

Committees of the Board

▶▶▶ Audit Committee*
Kunal Ashok - Chairman Bindiganavale Rangavasanth - Member Hariharan Muthuswamy –Member
▶▶▶ Nomination and Remuneration Committee*
Hariharan Muthuswamy – Chairman Bindiganavale Rangavasanth - Member Kunal Ashok – Member
▶▶▶ Stakeholder Relationship Committee*
Hariharan Muthuswamy – Chairman Bindiganavale Rangavasanth - Member Kunal Ashok – Member Anita Vasanth - Member

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Registered Office

▶▶▶ 14, 1st Floor, 6th Cross, Jayamahal Extension, Bangalore Bangalore - 560046

▶▶▶ * Appointed wef July 1, 2019 committees framed on same date | ** Appointed wef June 15, 2019

***Auditor appointed w.e.f. 23/12/2019 | PCS appointed w.e.f.01/06/2019



NOTICE

NOTICE is hereby given that the Twenty Seventh Annual General Meeting of the Members of Vision Cinemas Limited will be held on Monday, the 28th day of September, 2020 at 11:30 a.m., at Registered office of the company through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') facility to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Financial Statements of the Company for the financial year ended March 31, 2020, the Consolidated Financial Statements for the said financial year and the Reports of the Board of Directors and the Auditors.

2. To appoint a Director in place of Smt. Anita Vasanth (DIN: 01763255), who retires by rotation, being an eligible to offer herself for re-appointment.

3. To ratify the appointment of M/s Jayamal Thakore & Co. as Statutory Auditors of the company to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of sub-section 8 of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including statutory modifications or re-enactments thereof for the time being in force) and after taking into account the recommendations of Audit committee Messrs. Jayamal Thakore & Co, Chartered Accountants (Registration No. 104098W), be and are hereby ratified as the Statutory Auditors of the Company for auditing the Accounts for F.Y. 2019-20 whose appointment was made by Board in their Meeting held on December 23, 2019, to hold office until the conclusion of ensuing Annual General Meeting pursuant to the casual vacancy in the office of auditor caused due to resignation by the erstwhile auditors, on such remuneration plus Goods & Service Tax as applicable and reimbursement of out-of pocket expenses in connection with the audit as may be mutually agreed upon by the Board of Directors upon the recommendations by the Audit Committee and the Statutory Auditors."

4. To appoint of M/s Jayamal Thakore & Co. as Statutory Auditors of the company to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of sub-section 8 of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including statutory modifications or re-enactments thereof for the time being in force) and after taking into account the recommendations of Audit committee and subject to approval of members, Messrs. Jayamal Thakore & Co, Chartered Accountants (Registration No. 104098W), be and are hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of 27th Annual General Meeting of the company until the conclusion of the 32nd Annual General Meeting to be held in the year 2024-25, on such remuneration plus Goods & Service Tax as applicable and reimbursement of out-of pocket expenses in connection with the audit as may be mutually agreed upon by the Board of Directors upon the recommendations by the Audit Committee and the Statutory Auditors."



SPECIAL BUSINESS:

5. To give approval for Related Party Transactions and in this regard pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force), and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the members of the Company be and is hereby accorded to the Board of Directors to approve related party transactions, which are not on arm’s length basis, entered or to be entered into by the Company for an amount not exceeding Rs. 10 Crores, severally for each of the following parties:

Name of Related Party	Nature
S I Media LLP	188 (1) (a) to (f)
Vasanth Colour Laboratories Ltd.	188 (1) (a) to (f)
Pyramid Entertainment (India) Private Limited	188 (1) (a) to (f)

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to perform and execute all such deeds, matters and things including delegation of such authority as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto.”

6. To approve consolidation of equity shares from face value Rs. 1/-each to Rs. 10/- each and if thought fit, to pass, with or without modification(s), the following resolution as a Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 61(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof for the time being in force) read with Article 3 and other enabling provisions of the Articles of Association of the Company subject to the approvals, consents, permissions and sanctions, if any, required from any authority or government, consent of members be and is hereby accorded to consolidate entire authorized, issued, subscribed and paid-up share capital of the company from Rs.1/- (Rupees One Only) each to Rs. 10/- (Rupees Ten Only) each so that every 10 (Ten) equity shares having nominal value of Rs. 1/- (Rupees One only) each held by the member be consolidated and re-designated into 1 (One) equity share having nominal value of Rs. 10/- (Rupee Ten Only) each with effect from the Record Date as may be fixed for the said purpose.

RESOLVED FURTHER THAT the Board of Directors /Committee(s) of the Board thereof, shall not issue fractional share certificate(s) resulting from aforesaid consolidation instead consolidate all such fractional entitlement (s), if any and there upon issue & allot equity shares in lieu thereof to a nominee(s) to be selected by the Board/Committee(s), who shall hold the equity shares as trustee(s) on behalf of the members entitled to fractional entitlement (s) with the express understanding that such nominee(s) shall sell the same in the market at such time or times as may be decided by the Board /Committee(s) and distribute their net sale proceeds after adjusting the cost and expenses in respect thereof, to the members in proportion to their respective fractional entitlement(s).

RESOLVED FURTHER THAT consolidation of equity shares be determined on the basis of those shareholders whose names appear in the Register of Members as on the “Record Date” as may be fixed by the Board of Directors (which term shall include any committee thereof)of the Company in this regard.



RESOLVED FURTHER THAT for members holding equity shares in physical form as on the Record Date, the share certificates for such equity shares be treated as cancelled from the record date and that fresh share certificates be issued for the fully paid consolidated Equity Shares to such members in accordance with the Companies (Share Capital and Debenture) Rules, 2014 and for members holding equity shares in dematerialized form as on the Record Date, their respective beneficiary accounts be credited with consolidated fully paid up equity shares in lieu of equity shares held as on the Record Date.

RESOLVED FURTHER THAT Mr. B. Rangavasanth and Mrs. Anita Vasanth, Directors or Company Secretary of the Company, be and are hereby jointly and severally authorised to do all such acts, deeds, matters and things as may be necessary, proper, incidental or expedient for the purpose of completing the process of consolidation and giving effect to the foregoing resolution or to delegate all or any of the powers herein vested in by the Board, to any officer(s) of the Company as may be required in this regard.”

**By Order of the Board of Directors
For Vision Cinemas Limited**

**Sd/-
Bindiganavale Ranganasanth
Managing Director
DIN: 01763289**

**August 21, 2020
Bangalore**

Notes:

- In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its circular dated 5 May 2020 read with circulars dated 8 April 2020 and 13 April 2020 (collectively referred to as 'MCA Circulars') and SEBI circular dated 12 May 2020 permitted the holding of the Annual General Meeting ('AGM') through VC/OAVM facility, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the 'Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and MCA Circulars, the AGM of the Company is being conducted through VC/OAVM, hereinafter called as 'e-AGM'.
- The deemed venue for Twenty Seventh e-AGM shall be the registered office of the Company.
- Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this e-AGM is being held pursuant to the MCA Circulars through VC/OAVM facility, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the e-AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- Corporate members intending to send their authorized representative(s) to attend the meeting (e-AGM) are requested to send to the company a duly certified board resolution authorizing their said representative(s) to attend and vote on their behalf at the meeting.
- The Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed hereto.



- The facility of joining the e-AGM through VC/OAVM will be opened 15 minutes before and will be open upto 15 minutes after the scheduled start time of the e-AGM, i.e. from 11.15 A.M. to 11.45 A.M. and will be available for 1,000 members on a first-come first-served basis. This rule would however not apply to participation of shareholders holding 2% or more shareholding, promoters, institutional investors, directors, key and senior managerial personnel, auditors etc.
- Pursuant to the provisions of Section 91 of the Act, the Register of Members and Share Transfer Books will remain closed on all days from Tuesday, September 22, 2020 to Monday, September 28, 2020, both days inclusive.
- In terms of section 101 and 136 of the Act, read together with the Rules made thereunder, the listed companies may send the notice of annual general meeting and the annual report, including Financial Statements, Board Report etc. by electronic mode. Pursuant to the said provisions of the Act read with MCA Circulars, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website at www.visioncinemas.in and website of the Stock Exchanges i.e. BSE Ltd. at www.bseindia.com.
- Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions in writing to the Company Secretary at least ten days before the date of the Meeting, so that the information required may be made available at the Meeting.
- Members holding shares in physical form and desirous to convert their shares in dematerialized form are requested to send their request along with share certificates to the Depository Participant. Further, all the members are requested to provide their email ID, if any, to the Company and RTA in following manner:

Name	Folio No. DP ID/Client ID	Folio No. DP ID/Client ID

- Members holding shares in dematerialized form are requested to intimate all changes with respect to their address/bank details/mandate etc. to their respective Depository Participant. The Company or its share transfer agent will not act on any direct request from these members for change of such details. However request for any change in respect of shares held in physical form should be sent to Company or Registrar & Share Transfer Agent.
- To receive shareholders' communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/update their e-mail address with their respective depository participant, where shares are held in electronic form. Where shares are held in physical form, members are advised to register their e-mail address with irg@integratedindia.in.
- Further, those members who have not registered their e-mail addresses and mobile nos. and in consequence could not be served the Annual Report and Notice of e-AGM, may temporarily get themselves registered with irg@integratedindia.in for obtaining the same.
- With a view to helping us serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.



- In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the e-AGM.
- Since the meeting will be conducted through VC/OAVM facility, the Route Map is not annexed in this Notice.
- In case a person has become a member of the Company after dispatch of AGM Notice, but on or before the cut-off date for e-voting, i.e., Monday, September 21, 2020, such person may obtain the User ID and Password from RTA by e-mail request on irg@integratedindia.in
- In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 27th Annual General Meeting by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Ltd. (CDSL). The detailed process, instructions and manner for e-voting facility is enclosed herewith.

Instructions for e-voting

1. The voting period begins on Friday, September 25, 2020 at 0900 Hrs (09:00 a.m.) IST and ends on Sunday, September 27, 2020 at 1700 Hrs (05:00 p.m.) IST. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Monday, September 21, 2020 may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. The shareholders should log on to the e-voting website www.evotingindia.com
3. Click on Shareholders
4. Now Enter your User ID
5. For CDSL: 16 digits beneficiary ID,
6. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
7. Members holding shares in Physical Form should enter Folio Number registered with the Company.
8. Next enter the Image Verification as displayed and Click on Login.
9. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
10. In Case of you are a first time user:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip / Address slips indicated in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none">• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).



11. After entering these details appropriately, click on “SUBMIT” tab
12. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
13. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
14. Click on the EVSN for the Vision Cinemas Ltd. on which you choose to vote.
15. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
16. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
17. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
18. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
19. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
20. If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
21. Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

Voting at e-AGM:

- i. Only those members/shareholders, who will be present in the e-AGM through video conferencing facility and have not cast their vote through remote e-voting, such members, shall cast their vote on the resolutions through the polling paper only by sending their emails which are registered with the company. The said email shall only be sent to us at cs@visioncinemas.in.
- ii. However, members who have voted through remote e-voting will be eligible to attend the e-AGM.
- iii. Members attending the e-AGM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.



Instructions for members for attending the e-AGM:

- i. Members will be able to attend the e-AGM through VC/OAVM or view the live webcast of AGM provided by Google Meet at meet.google.com/mak-thuf-dfc using their login credentials. The link for e-AGM will be available in member's login where the EVENT and the name of the Company can be selected. Members who do not have User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned above.
- ii. Members are encouraged to join the meeting through Laptops with Google Chrome for better experience.
- iii. Further, members will be required to allow camera, if any, and hence use internet with a good speed to avoid any disturbance during the meeting.
- iv. While all efforts would be made to make the VC/OAVM meeting smooth, participants connecting through mobile devices, tablets, laptops etc. may at times experience audio/video loss due to fluctuation in their respective networks. Use of a stable Wi-Fi or LAN connection can mitigate some of the technical glitches.
- v. Members, who would like to express their views or ask questions during the e-AGM will have to register themselves as a speaker by sending an advance mail on cs@visioncinemas.in, with subject "Speaker Registration" during the period starting from September 21, 2020 (9.00 a.m.) upto September 23, 2020 (5.00 p.m.). Only those members who have registered themselves as a speaker will be allowed to express their views/ask questions during the e-AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the e-AGM. Please note that only questions of the members holding the shares as on cut-off will be considered.
- vi. A video guide assisting the members attending e-AGM either as a speaker or participant is available for quick reference at URL meet.google.com/mak-thuf-dfc.
- vii. Members who need technical assistance before or during the twentieth e-AGM can contact Google Meet at meet.google.com/mak-thuf-dfc or Helpline: +91 9886509287.

General Instructions:

- i. The Board of Directors has appointed Messrs. Richi Prerak & Associates, Practicing Company Secretaries, as the Scrutinizer to the e-voting process and voting at the e-AGM in a fair and transparent manner.
- ii. The Chairman shall formally propose to the members participating through VC/OAVM facility to vote on the resolutions as set out in the Notice of the twentieth e-AGM and announce the start of the casting of vote through the e-voting system of Google Meet.
- iii. The Scrutinizer shall, immediately after the conclusion of voting at the e-AGM, first count the votes cast at the meeting, thereafter unblock the votes through e-voting in the presence of at least two witnesses, not in the employment of the Company and make a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the Company, who shall countersign the same.
- iv. The Scrutinizer shall submit his report to the Chairman or in his absence Managing Director & CEO of the Company, who shall declare the result of the voting. The results declared along with the scrutinizer's report shall be placed on the Company's website www.visioncinemas.in and website of CDSL and shall also be communicated to the stock exchanges where the shares of the Company are listed. The resolutions shall be deemed to be passed at the AGM of the Company.



EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

Item No. 3 & 4:

The Board of Directors of the Company in their meeting held on January 30, 2020 appointed M/s. Jayamal Thakore & Co., Chartered Accountants (ICAI Registration no. 104098W), Ahmedabad as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. V Sagar & Co., Chartered Accountants. The appointment of M/s. Jayamal Thakore & Co., Chartered Accountants (ICAI Registration no. 104098W), Ahmedabad was to be ratified at convened EGM, but due to COVID-19, the EGM convened was called off and thus the Agenda of ratification was carried forward to upcoming General meeting to ensure rights of holder and compliance with law is made in true sense. The Company vide its communication dated March 16, 2020 informed its stakeholders that the Convened EGM was postponed Sine die and as the situation became worse with passage of time, the EGM was called off.

The Board of Directors of the Company on the recommendation of the Audit Committee, recommended for the approval of the Members, the appointment of Messrs. Jayamal Thakore & Co., Chartered Accountants (ICAI Registration no. 104098W), as the Statutory Auditors of the Company for a period of five years from the conclusion of this AGM till the conclusion of the 32nd AGM.

M/s. Jayamal Thakore & Co., Chartered Accountants have given their consent to act as the Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act.

Two resolutions are placed before the members for same matter; one is with respect to ratification of Auditors for their appointment to Audit FY 2019-20 and another is with respect to their appointment for term of five years, as their term would end at this AGM due to appointment in casual vacancy.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

Item No. 5 from Special Business

The Company frequently enters into transactions with parties as defined under section 2 (76) of the Companies Act, 2013. The Company is currently making all the transactions with related parties in ordinary course of business, which are approved by the audit committee and Board of Directors of the Company. The Company may, in future have to enter into certain business transactions with related parties during, which may not be on arm's length basis, and as Section 188 requires Member's approval, the Company proposes to take prior approval from Members for Nature and amount of transactions, which may have to be entered in future by the Company.

The Board further assures that the management of the Company either expressly or impliedly shall not enter into any related party transaction to take any personal benefit or to defeat interest of the Company.

S I Media LLP, Vasanth Colour Laboratories Ltd., Pyramid Entertainment (India) Private Limited and their related parties as covered under 2(76) & 2(77) of the Companies Act, 2013 are interested in the said resolution.

The Board recommends above resolution to be passed as an ordinary resolution.

Item No. 6 from Special Business:

Further in order to improve the value of shares for the benefit the of shareholders of the Company, Board of Directors in its meeting held on February 18, 2020 have accorded consent to consolidate entire authorized, issued, subscribed and paid-up share capital of the company from Rs.1/- (Rupees One) each to Rs. 10/- (Rupees Ten) each so that every 10 (Ten) equity shares having nominal value of Rs. 1/- (Rupees One) each held by the member be consolidated and re-designated into 1 (One) equity share having nominal value of Rs. 10/- (Rupee



Ten) each with effect from the Record Date as may be fixed for the said purpose.

The shareholders may please note that presently the nominal value of each equity share of the Company is Rs.1/- (Rupees One) per share and consequent upon the consolidation, it will become Rs.10/- (Rupees Ten) per share. The date on which this consolidation would become effective, will be decided by the Board after obtaining the shareholder's approval, which will be notified through the Stock Exchange and Newspaper Advertisement.

The Board of Directors /Committee(s) of the Board thereof, shall not issue fractional share certificate(s)resulting from aforesaid consolidation instead consolidate all such fractional entitlement (s), if any and thereupon issue & allot equity shares in lieu thereof to a nominee(s) to be selected by the Board/Committee(s),who shall hold the equity shares as trustee(s) on behalf of the members entitled to fractional entitlement(s)with the express understanding that such nominee(s) shall sell the same in the market at such time or times as may be decided by the Board /Committee(s) and distribute their net sale proceeds after adjusting the cost and expenses in respect thereof, to the members in proportion to their respective fractional entitlement(s) .

The proposed consolidation of equity shares of the Company from Rs. 1/- (Rupees one) per share to Rs.10/- (Rupees Ten) per share, requires alteration of Memorandum of Association of the Company.

Accordingly, clause V of Memorandum of Association is proposed to be altered in the manner as set out in at item no. 4 of special business for the Meeting.

None of the Directors, Key Managerial Personnel of Company and their relatives are concerned or interested, financially or otherwise in the said resolution.

**By Order of the Board of Directors
For Vision Cinemas Limited**

**Sd/-
Bindiganavale Ranganasanth
Managing Director
DIN: 01763289**

**August 21, 2020
Bangalore**



Ballot / Polling Paper

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

Name of the Company: **Vision Cinemas Limited**

Registered office: #14, 1st Floor, 6th Cross, Jayamahal Extension, Bangalore - 560046

1. Name of the first named shareholder (Block letters) : _____
2. Postal Address : _____
3. Registered Folio / Client ID : _____
4. Class : Equity Shares

I hereby exercise my vote in respect of Ordinary / Special Resolution enumerated below by recording my assent or dissent to the said resolution in the following manner :

R. No.	Item No.	No. of Shares	I Assent	I Dissent	I abstain from Voting
1.	To consider and adopt the Financial Statements of the Company for the financial year ended March 31, 2020, the Consolidated Financial Statements for the said financial year and the Reports of the Board of Directors and the Auditors.				
2.	To appoint a Director in place of Smt Anita Vasanth (DIN: 01763255), who retires by rotation, and being eligible to offer herself for reappointment.				
3.	To ratify the appointment of M/s Jayamal Thakore & Co. as Statutory Auditors of the company				
4.	To appoint of M/s Jayamal Thakore & Co. as Statutory Auditors of the company for the term of five years				
5.	To give approval for Related Party Transactions.				
6.	To approve consolidation of equity shares from face value Rs. 1/- each to Rs. 10/- each				

Signature

September 28, 2020
Bangalore



DIRECTORS' REPORT

To

**The Members,
Vision Cinemas Limited**

Your Directors have pleasure in presenting the Twenty Seventh Annual Report on the business and operations together with the Audited Financial Statements for the year ended on March 31, 2020. The performance of the Company for the year ended on March 31, 2020 is summarized below:

FINANCIAL PERFORMANCE

The Financial Results of the Company for the year are as under:

(Rs. In Lacs)

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Revenue	75.25	26.10
Expenses	72.89	18.59
Net Profit / (Loss) from Operation before Tax	2.36	7.00
Exceptional items	0.98	0.00
Net Profit / (Loss) from Operation before Tax	1.38	7.00
Tax expenses (Current & Deferred)	0.46	1.54
Net Profit / (Loss) after tax	0.92	5.96
Earnings Per Share	0.00	0.01

During the financial year 2019-20 saw a rise in revenue as well as huge rise in expenses resulted into decrease in Net profits of the Company during the year. The turnover of the company is Rs. 75.25 lacs as compared previous year of Rs. 26.10 Lacs.

DIVIDEND

The Company sees favorable market conditions and growth prospects in years to come. The Company has secured profits after a long time. The residual amount of profits, after writing off previous losses, being too less, the Board has recommended not to declare any Dividend for the current year and primarily create sufficient buffer to tackle any future situation.

AMOUNTS TO BE CARRIED TO ANY RESERVES:

The Board has proposed transfer of surplus of profit and loss account to reserve.

MATERIAL CHANGES AND COMMITMENTS:

There are no other material changes and commitments that have occurred between the end of financial year of the company and the date of this report affecting the financial position of the company as on 31st March, 2020.

SUBSIDIARIES, JOINT VENTURE AND ASSOCIATE COMPANIES:

As on March 31, 2020, the Company had One (1) subsidiary company. There has been no material change in the nature of business of the subsidiary. The Company did not have any Associate Companies or Joint Ventures at the end of this Financial Year. A statement in Form AOC-1 pursuant to the first proviso to Section 129 of the Act read with rule 5 of the Companies (Accounts) Rules, 2014 containing salient features of the financial statement of subsidiaries/associate companies/ joint ventures forms part of this Report.



FIXED DEPOSITS

The Company neither accepted nor invited deposit from the public falling within the ambit of Section 73 of the Companies Act, 2013 and The Companies (Acceptance of Deposits) Rules, 2014.

SHARE CAPITAL

The paid up Equity Share Capital as on March 31, 2020 was Rs.7,08,24,705/-.During the year under review, the Company has not issued any shares with differential voting rights nor granted stock option nor sweat equity nor issued any convertible instrument.

Further, the Company have already submitted relevant return of allotments to update records of MCA and display above capital, but due to certain technical glitches in website of MCA, the same displays only the erstwhile paid up capital of the Company. The Company is constantly making required efforts to update the same.

Further, the return of allotment being submitted after closure of Financial Year, the Audit report also shows and reflects erstwhile paid up capital. (The Allotment was effected before closure of financial year, but only return to be submitted with Ministry was pending)

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule, 8 of The Companies (Accounts) Rules, 2014, is annexed herewith as "Annexure - I".

AUDITORS

• Statutory Auditors

The Statutory Auditors of the Company, Messrs. V Sagar and Co., Chartered Accountants (FRN: 016658S), Ahmedabad, were appointed as the Statutory Auditors of the Company at the 25th AGM held on 05/09/2019 to hold the office from conclusion of 25th AGM until the conclusion of the 30th AGM of the Company. But the said firm had resigned from the position as Auditors w.e.f May 5, 2019 and thus the Board has appointed Messrs. Jayamal Thakore & Co, Chartered Accountants (Registration No. 104098W).

• Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company had appointed Messrs. Richi Prerak & Associates, Practicing Company Secretaries, Ahmedabad to undertake the Secretarial Audit of the Company for the financial year 2019-20. The Report of the Secretarial Audit is annexed herewith as "Annexure - II". The comment to the qualification, reservation or adverse remark in the Secretarial Audit Report of the Company is as follows:

The Company had only 3 Directors on Board and all of them were Promoter / Promoter Group. In near Past, the Health of Mr. Rangavasanth, the Managing Director and who is at the helm of operations of the Company, was deteriorated and was on a complete bed rest for long period. Thus, there was a sharp down fall in Company's Compliance structure and reporting to stakeholders and meeting expectations of Authorities vide various regulations. The company acknowledges late submissions and certain violations like improper structure of Board, but now, as the Management being again active, It has immediately taken required steps to set up Compliance Module and also replaced the Compliance team who shall guide the Management to be regular in submissions and meet stakeholder expectations.

AUDITORS REPORT

The Auditors' Report on the accounts of the Company for the financial year ended March 31, 2020 is self-explanatory and does not call for any further explanations or comments that may be treated as adequate compliance of provisions of the Companies Act, 2013



DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS

The Statutory Auditors and the Secretarial Auditors of the Company have not reported any frauds to the Audit Committee or to the Board of Directors as prescribed under Section 143(12) of the Companies Act, 2013, including rules made thereunder.

EXTRACT OF ANNUAL RETURN

The extract of Annual Return in Form No. MGT – 9 shall form part of the Board’s report in ‘Annexure- III’.

DIRECTORS

During the year under review, there was change in the Directors. The Designation of Mr. Bindiganavale Rangavasanth (DIN- 01763289) has been changed to Managing Director and Mrs. Anita Vasanth (DIN: 01763255) has been appointed as CFO w.e.f. 30th May, 2019 to fulfill the one of the Criteria of appointment of KMP.

The Board of Directors of the Company had in its meeting held on July 1, 2019 appointed Shri Kunal Ashok (DIN:08497957) and Shri Hariharan Muthuswamy (DIN: 08497968) as an Additional Director in category of Independent Director. The office of an additional director Shri. Kunal Ashok (DIN: 08497957) categorized as Non-Executive, Independent Director of the Company and his appointment was regularized as director in 26th Annual General Meeting held on September 5, 2019 and Shri Hariharan Muthuswamy (DIN: 08497968) categorized as Non-Executive, Independent Director of the Company and his appointment was also regularized as director in 26th Annual General held on September 5, 2019 as a director of the company.

Pursuant to Section 149(13) of the Companies Act, 2013, the office of Independent Director shall not be liable to retirement by rotation at any subsequent Annual General Meetings of the Company.

Further, pursuant to the provisions of the section 152 (6) of the Companies Act, 2013, the office of Smt. Anita Vasanth (DIN: 01763255) is liable to retire by rotation.

The Company has taken declaration under 149(6) of the Companies Act, 2013 from the Independent Directors.

Brief profile of the directors proposed to be appointed or re-appointed, nature of their expertise in specific functional areas and names of the companies in which he hold directorship, memberships of committees of the Boards, their shareholding in the Company are disclosed as **Annexure -IV**.

COMMITTEES OF BOARD

During the year under review, Company has constituted three Committee. The Company has appointed Two Independent Directors on 1st July, 2019 and constituted three Committees; i) Audit Committee ii) Nomination & Remuneration Committee iii) Stakeholders Relationship Committee. On Changes in Board, the Composition of the Committees has been constituted. The same is as follows:

1. Audit Committee

The constitution of Audit Committee includes two (2) Non Executive Independent directors, namely Mr. Kunal Ashok, Chairman and Mr. Hariharan Muthuswamy, member of the Audit Committee and One (1) Promoter and Director, Mr. Bindiganavale Rangavasanth, member of the Audit Committee who is having financial and accounting knowledge. The Company Secretary of the Company, Mr. Hitarth Sunilkumar Shah acts as the Secretary to the Audit Committee. The constitution of Audit Committee meets with the requirements under Section 177 of the Companies Act, 2013.

Kunal Ashok	Chairman
Bindiganavale Rangavasanth	Member
Hariharan Muthuswamy	Member

The Committee periodically discussed the Financial Reporting process, reviewed the Financial Statements, and discussed the quality of the applied accounting principles and significant judgment that affected the Company's Financial Statements. The audit Committee reviewed with adequacy of internal control systems with the management, statutory and internal auditors.

Terms of Reference:

The terms of reference of the Audit Committee include approving and implementing the audit procedures, reviewing financial reporting systems, internal control systems and control procedures and ensuring compliance with the regulatory guidelines under Section 177 of the Companies Act, 2013.

Powers of the Audit Committee:

The Audit Committee has powers that include the following:

- a) To investigate any activity of the Company within its terms of reference
- b) To seek information from any employee
- c) To obtain outside legal and other professional advice
- d) To secure attendance of outsiders with relevant expertise, if it considers necessary.

Audit committee meeting:

The Audit Committee duly met at regular intervals during the mentioned financial year and in respect of which meetings proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose. The Company has conducted 6 meetings during the year dated 01/07/2019, 31/07/2019, 14/08/2019, 07/11/2019, 23/12/2019 and 14/02/2020.

Attendance of Audit Committee Meeting:

Sr. No.	Name of Committee Member	No. of Meeting	
		Held	Attended
1.	Kunal Ashok	6	6
2.	Hariharan Muthuswamy	6	6
3.	Bindiganavale Rangavasanth	6	6

2. Nomination & Remuneration Committee

The Nomination and remuneration committee is entrusted with the responsibility of finalizing the remuneration of Executive / Whole Time Directors.

Presently, Mr. Hariharan Muthuswamy, Independent Director is Chairman of Nomination and Remuneration Committee and Mr. Kunal Ashok, Independent Director and Mr. Bindiganavale Rangavasanth, Promoter and director are members of the Committee. The Company Secretary of the Company acts as the Secretary to the Nomination and Remuneration Committee.

Hariharan Muthuswamy	Chairman
Kunal Ashok	Member
Bindiganavale Rangavasanth	Member

The Committee met 3(Three) times during the year 2019-2020. The dates on which the Nomination and remuneration committee meetings were held are 31/07/2019, 01/10/2019 and 23/12/2019. It has complied with the provisions of Section 178 of the Companies Act, 2013.

Attendance of Nomination and Remuneration Committee Meeting:

Sr. No.	Name of Committee Member	No. of Meeting	
		Held	Attended
1.	Hariharan Muthuswamy	3	3
2.	Kunal Ashok	3	3
3.	Bindiganavale Rangavasanth	3	3

3. Stakeholders Relationship Committee

The Board of Directors of the Company has constituted a Stakeholders Relationship Committee as per Companies Act, 2013.

Presently, the Stakeholders Relationship Committee comprising of Shri. Hariharan Muthuswamy, Chairman of the Committee, Shri. Kunal Ashok, Shri Bindiganavale Rangavasanth and Smt. Anita Vasanth. Members of the Committee, inter alia, approve issue of duplicate certificates and oversee and reviews all matters connected with the securities transfers. The Committee also looks into redressal of shareholders' complaints like transfer of shares, non-receipts of balance sheet, non-receipt of declared dividends etc. The Committee oversees the performance of the Registrar and Transfer Agents and recommends measures for overall improvement in the quality of investor services.

Hariharan Muthuswamy	Chairman
Kunal Ashok	Member
Bindiganavale Rangavasanth	Member
Anita Vasanth	Member

The Company has designated the below cited e-mail ID of the Grievance Redressal Division / Compliance Officer Mr. Hitarth Sunilkumar Shah exclusively for the purpose of registering complaints by investors.
E-mail ID – cs.@visioncinemas.in

None of the request for transfers, dematerialization and re-materialization was pending for approval as on 31st March, 2020. The Committee met 3 (Three) times during the year on 31/07/2019, 07/11/2019 and 14/02/2020.

Sr. No.	Name of Committee Member	No. of Meeting	
		Held	Attended
1.	Hariharan Muthuswamy	3	3
2.	Kunal Ashok	3	3
3.	Bindiganavale Rangavasanth	3	3
4.	Anita Vasanth	3	3

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

There was no employee drawing remuneration in excess of limits prescribed under section 197(12) of the Companies Act, 2013 read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.



INDUSTRIAL RELATIONS

The industrial relations have remained cordial and harmonious during the year.

BUSINESS RESPONSIBILITY REPORT:

The Business Responsibility Report as stipulated under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable to the Company for the FY ended 31st March, 2020.

DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3) (c) of the Companies Act, 2013:

- that in the preparation of the annual financial statements for the year ended March 31, 2020, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- that such accounting policies as mentioned in the Notes to the Financial Statements have been selected and applied consistently and judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2020 and of the profit of the Company for the year ended on that date;
- that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- that the annual financial statements have been prepared on a going concern basis;
- that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively
- that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

CORPORATE GOVERNANCE

The provisions regarding Corporate Governance as contained in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are not applicable to the Company. However, the Company is voluntarily following some of the provisions of the said regulations to the extent possible which are contained in the Report of Corporate Governance voluntarily given by the Company attached as “Annexure - V” forming part of this Director’s Report.

REGISTRAR AND SHARE TRANSFER AGENT (RTA)

The Company has appointed M/s Integrated Registry Management Services Private Limited as its Registrar and Share Transfer Agent (RTA). Any queries relating to transfer or transmission of shares of the Company may be brought to the knowledge of RTA by the Shareholders.

INTERNAL POLICIES OF THE COMPANY

We seek to promote and follow the highest level of ethical standards in all our business transactions guided by our value system. In accordance with the provisions of the Companies Act, 2013 as well as SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR) Regulations, 2015”), mandated to formulate and implement certain policies for all listed companies

All such policies which are adopted by the Company are available on the website of the Company. Summary of the same is as follows:

No.	Name of Policy	Brief description	Web link
1	Policy on Related party transactions	This policy provides for mechanism on how the Company shall undertake Related party Transactions.	https://www.visioncinemas.in/investor-relations
2	Prevention of Sexual Harassment	This policy describes about what measures the Company takes to protect its Women employees.	https://www.visioncinemas.in/investor-relations
3	Risk Management Policy	This Policy describes how the Company shall face and treat the Risk	https://www.visioncinemas.in/investor-relations
4	Board Diversity	Approach to diversity on the Board of Directors of Vision Cinemas Limited	https://www.visioncinemas.in/investor-relations
5	Code of Conduct and code of practices and procedures for fair disclosure of UPSI	As required by SEBI (Prohibition of Insider Trading) Regulations, 2015	https://www.visioncinemas.in/investor-relations
6	Policy on Remuneration of Directors, KMP and Senior Employees	As required under Section 178 of the Companies Act, 2013 and Companies (Meetings of Board and its Powers) Rules, 2014	https://www.visioncinemas.in/investor-relations
7	Policy for Preservation of Documents	As required under Regulation 9 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	https://www.visioncinemas.in/investor-relations
8	Whistle Blower Policy	As required under Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	https://www.visioncinemas.in/investor-relations

NUMBER OF MEETINGS HELD DURING THE YEAR

The details of all the meetings of board of directors and its committees during the year along with attendance of Directors at the Meetings are given at point no. 2 to 5 of Corporate Governance Report.

EVALUATION OF BOARD

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out annual performance evaluation of its own performance. The evaluation carried out by the Board is with respect to the Directors available during the Financial Year and therefore, the evaluation done by Board did not include the Independent Director's Evaluation.

INTERNAL CONTROL SYSTEM

The Company has in place adequate internal financial controls with reference to Financial Statements. During the year no reportable material weakness in the design or operation were observed.

The internal audit covers a wide variety of operational matters and ensures compliance with specific standard with regards to availability and suitability of policies and procedures.

The Company did not have any Internal Auditor during the Financial Year under the review.

RISK MANAGEMENT POLICY

The Company is not statutorily required to form risk management committee. But for voluntary compliance the Company has already developed and implemented a Risk Management Policy for the Company and the Audit Committee of the Company shall evaluate the risk management system regularly.

POLICY ON PREVENTION OF SEXUAL HARASSMENT

The Company has in place a Prevention of Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal Act, 2013. An Internal Complaints



Committee has been set up to redress complaints received regarding sexual harassment. All employees of the Company are covered under this policy.

During the year 2019-20, no complaints were received by the Company related to sexual harassment.

CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

The Company has entered into Related Party Transactions during the financial year. All Related Party Transactions were placed before the Audit Committee of the Board of Directors for their approval. The Audit Committee has granted omnibus approval for Related Party Transactions as per the provisions and restrictions contained in the erstwhile Listing Agreement and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The Company has formulated a policy on materiality of Related Party Transactions and also on dealing with Related Party Transactions.

Pursuant to Clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014, the particulars of contracts/arrangements entered into by the Company with related parties referred to in sub section (1) of Section 188 of the Act are required to be disclosed in Form AOC-2. But the Company had not entered into any contract or arrangement with related parties in terms of Section 188 (1) of the Companies Act, 2013. The disclosure of related party transactions as required to be made under Section 134(3) (h) of the Companies Act, 2013 in Form AOC-2 is therefore, not applicable. Transactions with related parties, as per requirements of Accounting Standard 18 are disclosed in the notes to accounts annexed to the financial statements. Policy on transactions to be undertaken with related parties can be accessed through above mentioned link.

Your Directors draw attention of the members to Notes to the financial statement which sets out related party disclosures.

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

The Company keeps its Directors informed of the activities of the Company, its management and operations and provides an overall industry perspective as well as issues being faced by the industry in a proactive manner. The details of various familiarization programs provided to the Directors of the Company is available on the Company's website on www.visioncinemas.in.

LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

During the year, the company has neither given any loans nor guarantees nor provided any security nor made any investment during the year under review.

SUSTAINABILITY AND CORPORATE SOCIAL RESPONSIBILITY:

We are continuously striving to promote better and more effective sustainability policy and practices. In order to ensure transparent communication of our sustainability efforts to all our stakeholders we have made conscious efforts through technology innovation and effective communication and transparency.

The Company, though not statutorily applicable, undertakes to directly and indirectly support Make in India, Jal Shakti Abhiyan under newly formed Ministry of Jal Shakti and resources and Save the Environment initiatives, contributing a bit to the Vision of Hon'ble Prime Minister.

Further, the Company considers CSR as part of its activity and believes that it is imperative for the growth of the country and company. The company is not required to constitute Corporate Social Responsibility Committee of Board under Section 135(1) of Companies Act, 2013. Also, the disclosures as per Rule 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014 are not applicable to the Company.

VIGIL MECHANISM

The provisions of section 177 (9) and (10) of the Companies Act, 2013 mandate every listed Company to establish vigil mechanism for directors and employees to report genuine concern in such manner as may be prescribed. We are pleased to report that your Company has formulated such mechanism. The Company has adopted relevant Whistle Blower Policy and the same is available on the website of the Company on www.visioncinemas.in. The provisions of the said policy provided for adequate safeguards against the victimization of persons who use such



mechanism and make provisions for direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases.

Any director or employee of the Company, who observes any Unethical Behavior or Improper Practices or Wrongful conduct and / or financial or non financial mal practices or non compliance with legal requirements concerning the Company, is free to report to the specified officer in the mode as provided in the policy.

LISTING FEES

The Equity Shares of your Company are listed and actively traded on the BSE Limited (BSE). The Company has paid Annual Listing fees to the stock exchanges for the Financial Year 2019-2020 within the stipulated time.

ACKNOWLEDGEMENT

The Board of Director express their sincere thanks and wishes to place on record its deep appreciation for the continued support, confidence and co-operation that the company has received from Production Houses, Media, Film Makers, customers, suppliers, investors, bankers, government agencies and other associates. Your Directors also place on record their deep appreciation of the employees for the valued and continuous support at all levels for their services and commitment during the year.

For and on behalf of Board of Directors

Sd/-

Bindiganavale Rangavasanth
Managing Director
(DIN: 01763289)

Date: August 21, 2020
Place: Bangalore



Form AOC-I

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs.)

Sr. No.	1
Name of the subsidiary	PYRAMID ENTERTAINMENT INDIA PVT. LTD.
Reporting period for the subsidiary concerned	31 st March, 2020
Reporting currency	Indian Rupees
Share capital	5,00,000
Reserves & surplus	-
Total assets	Rs. 1,30,61,058
Total Liabilities	Rs. 1,30,61,058
Investments	-
Turnover	-
Profit/Loss before taxation	(10,66,635)
Provision for taxation	-
Profit/Loss after taxation	(10,66,635)
Proposed Dividend	-
% of shareholding	99.8%

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

There are no Associate Companies or Joint Ventures of the Company.



Annexure - I

Information as per Section 134(3)(m) of the Companies Act, 2013 and forming part of the Directors Report for the year ended March 31, 2020

A) Conservation of energy:

(i) the steps taken or impact on conservation of energy:

The Company constantly strives to save the energy. The Company has in place a system of shutting down all electronic systems, machines and peripherals to save the energy.

(ii) the steps taken by the company for utilising alternate sources of energy:

Not Applicable

(iii) the capital investment on energy conservation equipments:

Not Applicable

(B) Technology absorption:

Not Applicable

Foreign Exchange Earnings and Outgo:

(Figures in Rupees)

Particulars	2019-20	2018-19
Foreign Exchange earnings	-	-
Foreign Exchange outgo	-	-



Annexure - II

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,

The Members,

VISION CINEMAS LIMITED

#14, 6th Cross, Jayamahal Extension,
Bangalore - 560046

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Vision Cinemas Limited** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit; we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31, 2020 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2020 according to the provisions of:

- 1) The Companies Act, 2013 (the Act) and the Rules made thereunder (as amended from time to time);
- 2) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- 3) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- 4) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- 5) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (d) The Securities and Exchange Board of India (Share Based Employees Benefits) Regulations, 2014
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009-Not Applicable as the securities of the Company have not been delisted from any Stock Exchange during the year under review;
 - (h) The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998;
 - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We have also examined compliance with the applicable Standards / Clauses / Regulations of the following:

- i. Secretarial Standards issued by The Institute of the Company Secretaries of India (ICSI) and made effective from time to time.
- ii. The Uniform Listing Agreement entered into by the Company with BSE Limited.

During the Audit period under review, the Company has generally complied with all material aspects of the applicable provisions of the Act, Rules, Regulations, Guidelines, Standards etc. as mentioned above, subject to following remarks and observations:

1. *It was observed that Board meets frequently, but Notices of Board meeting are not given in advance as required under section 173 of the Companies Act, 2013 also Attendance sheets of Meetings are not made available to us.*
2. *Website of the Company though being functional, does not have certain contents and disclosures as required under Regulation 46 of SEBI (LODR), 2015.*
3. *Previous Statutory Auditors had resigned during the FY 2019-20, following which Board made appointment of M/s V Sagar & Co., their appointment was to be ratified in EGM which was scheduled and later on postponed Sine-die due to COVID. Though this being justifiable reason for delay in ratifying, this is being reported for drawing stakeholders' kind attention.*
4. *Company had not appointed Internal Auditors; as per explanation provided to us, the company is in process of finalizing appointment as on date of this report.*
5. *Company does not have a proper constitution of Board; Number of Independent Directors are lower than requirements under the Act and SEBI (LODR), 2015*
6. *Certain forms including PAS-3 for allotment in previous FYs pending to be submitted with Registrar of Companies.*
7. *Change in RTA initiated during the year but later withdrawn*
8. *Company had proposed increase in Face value of shares from Rs. 1 to Rs. 10 and increase in Authorised capital, which was though passed in General meetings, was not affected and no information or forms submitted to give effect with ROC.*
9. *BSE has levied a Fine / Penalty of Rs. 74,35,736 for various non compliances from FY 2012-13 to 2018-19. The same remains unpaid and as per explanation given to us, company has sought relief in penalties against documents already submitted in time but not taken on record by BSE.*
10. *There was a delay in submission of Annual Report for FY 2018-19 with BSE, for which Exchange had levied penalty, which was later waived of by BSE in General for all defaulting companies.*
11. *Company have not observed SS-1 and SS-2 generally.*
12. *There is a mismatch of 1,71,495 shares in records of BSE and Depositories when compared to records of Company and RTA.*

We further report that:

Due to absence of documentation and details, we are unable to provide our opinion on following Industry specific laws applicable to the Company:

- a) All Cinematograph Acts and Rules as applicable to the Company;
- b) Food Safety and Standards Act, 2006 and Rules 2011 with allied rules and regulations;



c) All the building bye-laws applicable on the construction and renovation of Cinemas/ Multiplexes constructed or renovated during the year

d) Litigations ongoing before SEBI / SAT/HC/NCLT with respect to previous non compliance / defaults.

We further report that:

The changes in the composition of Board that took place during the year under review were generally carried out in compliance of the provisions of Act.

We were informed that there were no dissenting views of the members' on any of the matters during the year that were required to be captured and recorded as part of the minutes.

We further report that :

Based on the review of compliance mechanism established by the Company, the information provided by the Company, its officers and authorized representatives during the conduct of the audit, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable general laws, rules, regulations and guidelines.

We further report that:

The compliance by the Company of the applicable financial laws like Direct and Indirect Tax laws, have not been reviewed in this Audit since the same have been subject to the review by the Statutory Auditor(s) and other designated professionals.

We further report that:

During the audit period under review, there were no instances of:

- a) Public Issues / Right issue of shares/ debentures/sweat equity etc.;
- b) Redemption / buy-back of securities;
- c) Merger / amalgamation / reconstruction, etc.;
- d) Foreign technical collaborations.

Note: This report is to be read with our letter of even date which is annexed as **Annexure – A** and forms an integral part of this report.

For Richi Prerak & Associates
Practicing Company Secretaries

Richi M. Shah
Partner
M.No.: 47622 | C.P.: 20539
FRN: P2018GJ071000
UDIN: A047622B000652314

September 2, 2020
Ahmedabad



Annexure A

To,
The Members
VISION CINEMAS LIMITED
#14, 1st Floor, 6th Cross, Jayamahal Extension,
Bangalore, KA 560046 IN

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

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

For Richi Prerak & Associates
Company Secretary in practice

Sd/-

Richi M. Shah
Partner
M. No. 47622 | C.P.: 20539
FRN: P2018GJ071000
UDIN: A047622B000652314

September 2, 2020
Ahmedabad



Annexure - III

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2020

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:		
1	CIN	L33129KA1992PLC013262
2	Registration Date	18/06/1992
3	Name of the Company	VISION CINEMAS LIMITED
4	Category/Sub-category of the Company	Company limited by shares
		Indian Non-Government Company
5	Address of the Registered office & contact details	Regd. Office: #14, 1st Floor, 6th Cross, Jayamahal Extension, Bangalore - 560046
6	Whether listed company	Listed
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Integrated Registry Management Services Private Limited 5A,5thFloor,KencesTowers,1,RamakrishnaStreetNorth UsmanRoad,T.Nagar,Chennai,TN-600017

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

No	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Motion picture or video tape projection in cinemas, in the open air or in other projection facilities	59141	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

No	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Pyramid Entertainment (India) Private Limited	U92413KA2005PTC037625	Subsidiary	99.80	2(87)

IV. SHARE HOLDINGPATTERN

(Equity share capital breakup as percentage of total equity)

(i) Category -wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01 -04 -201 8]				No. of Shares held at the end of the year [As on 31 -03 -201 9]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	12475346	19500	12494846	17.64	12475346	19500	12494846	17.64	0.00%
b) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Bodies Corporate	15000000	-	15000000	21.18	15000000	-	15000000	21.18	-
e) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub Total (A) (1)	27475346	19500	27494846	38.82%	27475346	19500	27494846	38.82%	0.00%
(2) Foreign									
a) NRI Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Other Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Bodies Corp.	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub Total (A) (2)	-	-	-	0.00%	-	-	-	0.00%	0.00%
Total (A)	27475346	19500	27494846	38.82	27475346	19500	27494846	38.82	0.00%
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Central / State Govt.	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
e) Insurance Companies	-	-	-	0.00%	-	-	-	0.00%	-
f) FIs	11700	-	11700	0.02	11700	-	11700	0.02	-
g) Foreign Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
h) Others (specify)	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub -total (B)(1): -	11700	-	11700	0.02	11700	-	11700	0.02	-

2. Non - Institutions									
a) Bodies Corporate									
i) Indian	647558	1633500	2281058	3.22	592498	1636500	2228998	3.15	-0.07%
ii) Overseas	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	13361776	1253611	14615387	20.64	13823423	1249711	15073134	21.28	0.65
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	24896344	232785	25129129	35.48	24696245	232785	24929030	35.20	-0.28
c) Others (specify)									
Non Resident Indians (Repat& Non -repat)	1060719	-	1060719	1.50	1060719	-	1060719	1.50	
Overseas Corporate Bodies	-	-	-	0.00%	-	-	-	0.00	0.00
Foreign Nationals	-	-	-	0.00%	-	-	-	0.00	0.00
Clearing Members	231866	-	231866	0.33	18778	-	18778	0.03	-0.30%
Trusts	-	-	-	0.00%	7500	-	7500	0.01	-0.01%
HUF	-	-	-	0.00%	-	-	-	0.00%	0.00%
Foreign Bodies - DR	-	-	-	0.00%	-	-	-	0.00%	0.00%
Others (either not covered above or bifurcation not available)	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub -total (B)(2): -	40198263	3119896	43318159	61.16	40199163	3118996	43318159	61.16	0.00
Total Public (B)	40209963	3119896	43329859	61.18	40210863	3118996	43329859	61.18	0.00
C. Shares held by Custodian for GDRs & ADRs									
	-	-	-	0.00%	-	-	-	0.00%	0.00%
Grand Total (A+B+C)	67685309	3139396	70824705	100	67686209	3138496	70824705	100	-

(ii) Shareholding of Promoter

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
01	Bindiganavale Ranga Vasanth Kumar	2726263	3.85	-	2726263	3.85	-	-
02	Vishnu Vasanth	2106450	2.97	-	2106450	2.97	-	-
03	Vinitha Vasanth	711963	1.01	-	711963	1.01	-	-
04	Anita Vasanth	6950170	9.81	-	6950170	9.81	-	-
05	Vasanth Colour Laboratories Limited	5000000	7.06	-	5000000	7.06	-	-
06	S I Media LLP	10000000	14.12	-	10000000	14.12	-	-
Sub TotalA		27494846	38.82%	-	27494846	38.82%	-	-

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

SN	Name of Promoter / Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	Bindiganavale Ranga Vasanth Kumar	01.04.2019		2726263	3.85%	--	--
	At the year end	31.03.2020	No Change	--	--	2726263	3.85 %
2	Vishnu Vasanth	01.04.2019		2106450	2.97 %	--	--
	At the year end	31.03.2020	No Change	--	--	2106450	2.97 %
3	Vinitha Vasanth	01.04.2019		711963	1.01 %	--	--
	At the year end	31.03.2020	No Change	--	--	711963	1.01 %
4	Anita Vasanth	01.04.2019		6950170	9.81 %	--	--
	At the Year end	31.03.2020	No Change	--	--	6950170	9.81 %
5	Vasanth Colour Laboratories Limited	01.04.2019		5000000	7.06 %	--	--
	At the year end	31.03.2020	No Change	--	--	5000000	7.06 %
6	S I Media LLP	01.04.2018		10000000	14.12 %	--	--
	At the Year end	31.03.2019	No Change	--	--	10000000	14.12 %

(iv) Shareholding Pattern of top ten Shareholders
(Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	For each of the Top 10 shareholders	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	ANITA S PIRGAL						
	At the beginning of the year	01.04.2019		3000000	4.24 %	--	--
	At the end of the year	31.03.2020	No Change	--	--	3000000	4.24 %
2	SHAHNAWAZ N KHERAJ						
	At the beginning of the year	01.04.2019		2210557	3.12 %	--	--
	At the end of the year	31.03.2020	No Change	--	--	2210557	3.12 %
3	BACHULAL M RATHOD						
	At the beginning of the year	01.04.2019		1525660	2.15 %	--	--
	At the end of the year	31.03.2020	No Change	--	--	1525660	2.15 %
4	PRATHIMA DODHALA						
	At the beginning of the year	01.04.2019		1500161	2.12 %		
		19.04.2019	Transfer	(100)	0.00		
		03.05.2019	Transfer	(15800)	0.02		
		10.05.2019	Transfer	(11800)	0.02		
		17.05.2019	Transfer	(3353)	0.00		
		24.05.2019	Transfer	(400)	0.00		
		31.05.2019	Transfer	(500)	0.00		
		14.06.2019	Transfer	(74)	0.00		
		21.06.2019	Transfer	(5934)	0.01		
		29.06.2019	Transfer	(28679)	0.04		

		05.07.2019	Transfer	(1150)	0.00		
		12.07.2019	Transfer	(22962)	0.03		
		19.07.2019	Transfer	(700)	0.00		
		26.07.2019	Transfer	(3064)	0.00		
		02.08.2019	Transfer	(5260)	0.01		
		09.08.2019	Transfer	(1775)	0.00		
		16.08.2019	Transfer	(111)	0.00		
		23.08.2019	Transfer	(12064)	0.02		
		30.08.2019	Transfer	(16767)	0.02		
		06.09.2019	Transfer	(5904)	0.01		
		13.09.2019	Transfer	(301)	0.00		
		20.09.2019	Transfer	(21168)	0.03		
		30.09.2019	Transfer	(11552)	0.02		
		04.10.2019	Transfer	(3799)	0.01		
		11.10.2019	Transfer	(5406)	0.01		
		18.10.2019	Transfer	(3220)	0.00		
		25.10.2019	Transfer	(2646)	0.00		
		01.11.2019	Transfer	(3895)	0.01		
		08.11.2019	Transfer	(8550)	0.01		
		15.11.2019	Transfer	(10807)	0.02		
		22.11.2019	Transfer	(4602)	0.01		
		29.11.2019	Transfer	(15032)	0.02		
		06.12.2019	Transfer	(7360)	0.01		
		20.12.2019	Transfer	(9000)	0.01		
		27.12.2019	Transfer	(24250)	0.03		
		31.12.2019	Transfer	(8634)	0.01		
		03.01.2020	Transfer	(6860)	0.01		
		10.01.2020	Transfer	(8322)	0.01		
		17.01.2020	Transfer	(15701)	0.02		
		07.02.2020	Transfer	(509)	0.00		
		21.02.2020	Transfer	(6605)	0.01		
		28.02.2020	Transfer	(3001)	0.00		
		06.03.2020	Transfer	(579)	0.00		
	At the end of the year	31.03.2020	No Change	--	--	1181965	1.67 %
5	BURLINGTON FINANCIAL SER P LTD.						
	At the beginning of the year	01.04.2019		1200000	1.69 %	--	--

	At the end of the year	31.03.2020	No Change	--	--	1200000	1.69 %
6	MUKESH K BHANUSHALI						
	At the beginning of the year	01.04.2019		1022001	1.44 %	--	--
		14.06.2019	Transfer	799	0.00		
		30.09.2019	Transfer	1	0.00		
		20.12.2019	Transfer	(10000)	-0.01		
	At the end of the year	31.03.2020	No Change	--	--	1012800	1.43%
7	DHIRAJ VALJI KHANIYA						
	At the beginning of the year	01.04.2019		1000000	1.41 %	--	--
		10.05.2019	Transfer	(84981)	(0.12)		
		21.06.2019	Transfer	(107019)	(0.15)		
		05.07.2019	Transfer	(4273)	(0.01)		
		26.07.2019	Transfer	(12188)	(0.02)		
		02.08.2019	Transfer	(31500)	(0.04)		
		18.10.2019	Transfer	(5350)	(0.01)		
		15.11.2019	Transfer	(9298)	(0.01)		
		22.11.2019	Transfer	(2000)	(0.00)		
		06.12.2019	Transfer	(9689)	(0.01)		
		13.12.2019	Transfer	(22765)	(0.03)		
		03.01.2020	Transfer	(1640)	(0.00)		
	At the end of the year	31.03.2020	No Change	--	--	709297	1.00 %
8	Prasad huvanMaruthi Doneepudi						
	At the beginning of the year	01.04.2019		970778	1.37%	--	--
	At the end of the year	31.03.2020	No Change	--	--	970778	1.37%

9	K H Raja Mohamad Bin Maiden						
	At the beginning of the year	01.04.2019		837000	1.18 %	--	--
	At the end of the year	31.03.2020	No Change	--	--	837000	1.18 %
10	Sanjaykumar						
	At the beginning of the year	01.04.2019		798750	1.13%	--	--
	At the end of the year	31.03.2020	No Change	--	--	798750	1.13 %

(v) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	Bindiganavale Ranga Vasanth Kumar						
	Beginning of the year	01.04.2019		2726263	3.85 %	--	--
	At the year end	31.03.2020	No Change	--	--	2726263	3.85 %
2	Anita Vasanth						
	Beginning of the year	01.04.2019		6950170	9.81 %	--	--
	At the year end	31.03.2020	No Change	--	--	6950170	9.81 %



V. INDEBTEDNESS

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

(Rs.)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	6,86,63,714	-	6,86,63,714
ii) Interest due but not paid	-	0.00	-	0.00
iii) Interest accrued but not due	-	0.00	-	0.00
Total (i+ii+iii)	-	6,86,63,714	-	6,86,63,714
Change in Indebtedness during the financial year				
* Addition	-	2,49,000	-	2,49,000
* Reduction	-	(6,11,01,897)	-	(6,11,01,897)
Net Change	-	(6,08,52,897)	-	(6,08,52,897)
Indebtedness at the end of the financial year				
i) Principal Amount	-	78,10,817	-	78,10,817
ii) Interest due but not paid	-	0.00	-	0.00
iii) Interest accrued but not due	-	0.00	-	0.00
Total (i+ii+iii)	-	78,10,817	-	78,10,817

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Bindiganavale Ranga Vasanth	-	
	Name			
	Designation	Managing Director	Whole Time Director	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	--	--	--
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	--	--	--
2	Stock Option	--	--	--
3	Sweat Equity	--	--	--
4	Commission	--	--	--
	- as % of profit	--	--	--
	- others, specify	--	--	--
5	Others, please specify			
	Total (A)	-	-	-
	Ceiling as per the Act	N.A.	N.A.	

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

*During the year under review, Mr. Kunal Ashok & Mr. Hariharan Muthuswamy has been appointed as Independent Directors w.e.f. 1st July, 2019.

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD					
SN.	Particulars of Remuneration	Name of Key Managerial Personnel			Total Amount
	Name	-	Anita Vasanth *	Nitu Gupta / Hitarth Shah **	
	Designation	CEO	CFO	CS	
1	Gross salary	--	--	1,90,000	--
	(a) Salary as per provisions contained in section 17(1) of the Income -tax Act, 1961	--	--	--	--
	(b) Value of perquisites u/s 17(2) Income -tax Act, 1961	--	--	--	--
	(c) Profits in lieu of salary under section 17(3) Income - tax Act, 1961	--	--	--	--
2	Stock Option	--	--	--	--
3	Sweat Equity	--	--	--	--
4	Commission	--	--	--	--
	- as % of profit	--	--	--	--
	- others, specify	--	--	--	--
5	Others, please specify	--	--	--	--
	Total	N.A.	N.A.	1,90,000	

*During the year under review, Designation of Anita Vasanth was Executive Director. Also, She has been appointed as CFO w.e.f. 30 May, 2019.

** During the year under review, there was no Company Secretary in the Company. Mr. Hitarth Shah has been appointed as Company secretary w.e.f. 15th June, 2019. Earlier CS Nitu Gupta withdrew salary of Rs. 75,000 and resigned from office w.e.f. 12th June, 2019.

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. Company					
Penalty	Not Applicable				
Punishment					
Compounding					
B. Directors					
Penalty	Not Applicable				
Punishment					
Compounding					
C. Other officers in default					
Penalty	Not Applicable				
Punishment					
Compounding					



Annexure – IV

Brief Profile of Directors:

1. Smt. Bindiganavale Ranga Shamaladevi(DIN:01859367)

Smt. BindiganavaleRangaShamladevi is an Executive Director of the Company. Her valuable relationships in the Indian film industry have been instrumental in our expansion into distribution in India as well as home entertainment and music. Her experience has helped her deliver positive impact and relevant messaging towards building the image of the Company. She is associated with the Company since very long and has a wide experience in handling the field of Cinemas.

2. Muthuswamy Hariharan(DIN:08497968)

Mr. Hariharan, aged 59 years, holds Master’s degree in Business Management apart from Diploma in Business Management and a Bachelor’s degree.

He has a wide and notable experience in Media and Entertainment Industry. He has, in past worked with SSIL, Motion Graphics, Visual Communication and Vikram Studios.

His wide experience in the Industry and technical knowhow about minute aspects of the Industry in which Company functions and plans to expand, would be of great help to Company.

3. Mr.KunalAshok(DIN:08497957)

Mr. Kunal has a background in Electronics & Telecommunication Engineering from BMSCE, Bangalore. He is the recipient of various advertising and marketing awards.

He possesses wide experience of more than fifteen years in Marketing and Advertising. In past he has also held positions as Director – Marketing & Business Development at DaVita Care India and South East Asia. DaVita is a Fortune 500 US based dialysis and kidney care provider.

Mr. Kunal also has experience in advertising with Percept / h, a division of Hakuhodo, Freethinkers, Origami Creative Concepts. Apart from above, he has also managed and worked with reputed and industry renowned conglomerates which includes Toyota, Accenture, Future Group, Central, Brand Factory etc.

He is also actively associated with a leading Media and Marketing Company, which is an INS accredited advertising agency with offices in Bangalore and Mysore.



Annexure - V

CORPORATE GOVERNANCE REPORT

INTRODUCTION

“Good Governance depends on ability to take responsibility by both administration as well as people. Mere good governance is not enough; it has to be pro-people and pro-active. Good governance is putting people at the center of development process.”

-Shri Narendra Modi

Corporate Governance at Vision Cinemas Limited provides a value-based framework to manage our Company affairs in a fair and transparent manner. The Company believes in adopting and adhering to the best recognized Corporate Governance practices and continuously benchmarking itself against each such practice. As a responsible corporation, we use this framework to maintain accountability in all our affairs, and employ democratic and open processes. We have evolved guidelines and best practices over the years to ensure timely and accurate disclosure of information regarding our financials, performance, leadership and governance of the Company.

Corporate Governance is an established process containing a structure and principles by which a Corporate is governed. It also provides guidelines to ensure that the company is directed and controlled in a way so as to achieve the goals and objectives to add value to the company and also benefit the stakeholders in the long term. It is meant to run companies ethically in a manner such that all stakeholders including creditors, distributors, customers, employees, the society at large, governments and even competitors are dealt with in a fair manner. Good corporate governance should look at all stakeholders and not just the shareholders alone. Corporate governance is not something which regulators have to impose on a management, it should come from within. Transparency in corporate governance is essential for the growth, profitability and stability of any business. The need for good corporate governance has intensified due to growing competition amongst businesses in all economic sectors at the national, as well as international level. Above all else, corporate governance must balance individual interest with corporate goals and operate within accepted norms of propriety, equity, fair, play and sense of justice.

The report on Corporate Governance by the Company, as provided in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 is actually not applicable to the company, but voluntarily provided below:

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Vision Cinemas Limited (hereinafter referred to as ‘VCL’ or ‘Company’), believes that Corporate Governance philosophy is all about intellectual honesty whereby the governance is not just about encompassing regulatory and legal requirements but also strives to enhance stakeholders’ value as a whole.

VCL, believes that Corporate Governance is an essential element of business, which helps the Company to fulfill its responsibilities to all its stakeholders. VCL is committed to adopting global best practices in Governance and Disclosure. VCL believes that highest standards of Corporate Governance are essential to enhance long term value of the Company for its stakeholders and practice the same at all levels of the organization. Ethical business conduct, integrity and commitment to values, which enhance and retain stakeholders’ trust are the traits of your Company’s Corporate



Governance. Good Governance practices stem from the culture and mindset of the organization. Your Company considers fair and transparent Corporate Governance as one of its core management tenets. Your Company follows the best governance practices with highest integrity, transparency and accountability.

Your Company belongs to a legacy where the visionary founders laid the stone for good governance.

Your company's philosophy includes protection and facilitation of shareholder's rights, provide adequate and timely information, opportunity to participate effectively in general meeting and ensure equitable treatment to all shareholders.

VCL's Corporate Philosophy envisages full transparency, integrity and timely disclosures with an ultimate aim of value addition for all players i.e. the Stakeholders, the Creditors, the Government and the Employees.

The Company views corporate governance in its widest sense, almost like trusteeship, integrity, transparency, accountability and compliance with laws which are the columns of good governance and are reflected in the Company's business practices to ensure ethical and responsible leadership both at the Board and at the Management Level.

Corporate Governance is not merely compliance and not simply creating checks and balances, it is an ongoing measure of superior delivery of Company's objects with a view to translate opportunities into reality. This, together with sustainable development attributes followed by the Company, has enabled your Company to earn trust and goodwill of its investors, business partners, employees and the communities in which it operates.

The Company places emphasis on integrity of internal control systems and accountability and total compliance with all statutory and / or regulatory requirements.

2.COMPOSITION OF BOARD

2.1 Listing regulations mandates that the Board needs to have an appropriate mix of executive and independent directors to maintain its independence, and separate its functions of governance and management.

The composition of Boards of Directors, their attendance at the Board Meetings during the year, at the previous Annual General Meeting and the numbers of other Directorship are as follows:

Name of the director	Category	No. of Board Meetings Held	No. of Board Meetings A†ended	A†ended last AGM	No. of other Director - Ships/Designated Partners
Mr. Bindiganavale Ranganasanth (Managing Director)*	Promoter Executive	14	14	Yes	4
Smt. Anita Vasanth (CFO)*	Promoter Group Executive	14	14	Yes	4
Mr. Bindiganavale Ranga Shamaladevi	Promoter Group Executive	14	14	Yes	2

Mr. Kunal Ashok**	Non - executive Independent Director	10	10		-
Mr. Hariharan Muthuswamy **	Non - executive Independent Director	10	8		-

*Designation of Mr. Bindiganavale Ranga Vasanth has been changed to Managing Director and Mrs. Anita Vasanth has been appointed as CFO w.e.f. 30th May, 2019 to fulfill the Criteria of appointment of KMP.

** Mr. Kunal Ashok & Mr. Hariharan Muthuswamy has been appointed as Additional Independent Director w.e.f. 1st July, 2019.

2.2 Date & Numbers of Board Meetings Held:

During the year 2019-20, Fourteen (14) Board Meetings were held; they were on 30/05/2019, 01/06/2019, 15/06/2019, 01/07/2019, 31/07/2019, 14/08/2019, 10/09/2019, 01/10/2019, 07/11/2019, 23/12/2019, 14/02/2020, 18/02/2020, 25/02/2020 and 16/03/2020.

2.3 Performance Evaluation of Directors

The Board of directors have approved and laid down the criteria for performance evaluation of all Directors by the Nomination and Remuneration Committee. The performance evaluation has been done by the entire Board of Directors, except the Director concerned being evaluated at the separate meetings of Independent Directors and Non-Independent Directors held. The criteria for performance evaluation are as follows:

- To understand the nature and role of Independent Director's position.
- Understand the risks associated with the business.
- Application of knowledge for rendering advice to the Management for resolution of business issues.
- Offer constructive challenge to management strategies and proposals.
- Non-partisan appraisal of issues.
- Give own recommendations professionally without tending to majority or popular views.
- Handling issues as Chairman of Board and other committees.
- Driving any function or initiative based on domain knowledge and experience.
- Level of commitment to roles and fiduciary responsibilities as a Board Member.
- Attendance and active participation.
- Ability to think proactive, strategic and laterally.

2.4 Familiarization Programme for Directors

Your company follows a structured familiarization programme through various reports and internal policies for all the Directors with a view to update them on the Company's policies on a regular basis. A detailed Familiarization programme as followed by the Company is available on the website of the company (link mentioned above).

2.5 The Board has laid down a Code of Conduct for all Board members and senior management which is posted on the website of the Company. All Board members have affirmed the compliance with the Code of Conduct. A declaration to this effect signed by a Director, forms part of this Annual report. Code of conduct of Board of Directors and Senior Management Personnel are available in Company's website.



2.6 Appointment/Re-appointment of Directors:

During the year under review no changes took place in the constitution of the Board of Directors of the company. However, the constitution of Board has been changed after the year under review and the details of the same has been provided under Director's Report.

3. AUDIT COMMITTEE:

3.1 Broad Terms of Reference:

The Audit Committee of the Company consists of 3 Directors consisting of independent and executive directors. All members of the Audit Committee have accounting and financial management expertise.

The Audit Committee reviews the matters falling in its terms of reference and addresses larger issues and examines those facts that could be of vital concerns to the Company. The terms of reference of the Audit Committee constituted by the Board in terms of Section 177 of the Companies Act, 2013, broadly includes matters pertaining to adequacy of internal control systems, review of financial reporting process, discussion of financial results, interaction with auditors, appointment and remuneration of auditors, adequacy of disclosures and other relevant matters. During the previous financial year, Board also took an important decision to dissolve the Risk Management committee and transferred all its roles to Audit Committee. Thus, Audit Committee shall now also look after analyzing and finding out probable risks to the company and its management thereafter.

Terms of Reference of Audit Committee:

- The recommendation of appointment, remuneration and terms of appointment of auditors of the Company.
- Review and monitor the auditors' independence, their performance and effectiveness of audit process.
- Reviewing with the management, the annual financial statements before submission to the Board for approval, with particular reference to:
 - Matters required to be included in the Directors Responsibility Statement to be included in the Board Report in terms of Section 134 of the Act.
 - Changes, if any, in accounting policies and practices and reason for the same.
 - Compliance with listing and other legal requirements relating to financial statements.
 - Disclosure of any related party transactions.
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval.
- Approval or subsequent modification of transactions of the listed entity with related parties.
- Evaluation of internal financial controls and risk management systems.
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- To review the functioning of the whistle blower mechanism.
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
- Oversight of the entity's financial reporting process and the disclosure of its financial information to ensure that the



financial statement is correct, sufficient and credible.

- Identifying and managing risks to the company.

Risk Management Policy is available at the website of the company - www.visioncinemas.in.

3.2 Composition of Audit Committee:

During the year under review, Company has formed such committee on 1st July, 2019 and the following Directors were made members of the Audit Committee:

Name	Designation	Number of Meetings	
		held	attended
Kunal Ashok	Chairman	6	6
Hariharan Muthuswamy	Member	6	6
Bindiganavale Rangavasanth	Member	6	6

4. NOMINATION AND REMUNERATION COMMITTEE:

The terms of reference of the Nomination and Remuneration Committee cover all applicable matters specified under new SEBI Listing regulation and Section 178 of the Companies Act, 2013.

The Committee comprises of 3 members.

Terms of Reference

- Identify persons qualified to become directors or hold senior management positions and advise the Board for such appointments / removals where necessary.
- Formulate criteria for determining qualifications, positive attributes and independence of director and recommend to the Board a policy relating to the remuneration of directors, Key Managerial Personnel and other employees.
- Evaluate the performance of every director.
- Devise a policy on Board diversity.
- Whether to extend or continue the term of appointment of the independent directors, on the basis of the report of their performance evaluation.

4.1 Composition of Nomination and Remuneration Committee:

During the year under review, Company has formed such committee on 1st July, 2019 and the following Directors were made members of the Nomination & Remuneration Committee:

Name	Designation	Number of Meetings	
		Held	Attended
Hariharan Muthuswamy	Chairman	3	3
Kunal Ashok	Member	3	3
Bindiganavale Rangavasanth	Member	3	3

4.2 Remuneration Policy:

Company's remuneration policy is based on the principles of pay for growth. Keeping in view the above, the Nomination & Remuneration Committee is being vested with all the necessary powers and authorities to ensure appropriate disclosures on remuneration to the Executive Directors. Nomination & Remuneration of Directors, Key Managerial Personnel and Senior Employees Policy is available on the website of the Company at www.visioncinemas.in.

4.3 Remuneration to Directors:

During the financial year under review the company has not paid any remuneration to Managing Director and other Directors of the company.

5. STAKEHOLDER RELATIONSHIP COMMITTEE:

The Company has a structured system of reviewing Shareholder's/Investors' complaints. A Committee of Directors designated as "Stakeholder Relationship Committee" is constituted to review the status of investors' grievances and effective redressal of the complaints of the shareholders.

The Stakeholders Relationship Committee looks after the complaints made by any shareholder of the company and prompt redressal of complaint made. No complaints were received during the year under review. The committee also recommends steps to be taken for future improvement in the quality of service to the investors.

6. Composition:

During the year under review, Company has formed such committee on 1st July, 2019 and the following Directors were made members of the Stakeholder Relationship Committee:

Name	Designation	Number of Meetings attended	
		Held	Attended
Hariharan Muthuswamy	Chairman	3	3
Kunal Ashok	Member	3	3
Bindiganavale Rangavasanth	Member	3	3
Anita Vasanth	Member	3	3

7. GENERAL BODY MEETINGS:

Details of Location and time for the last three Annual General Meetings (AGM) of the Company are as under:

Year	Venue	Date	Time
2016 -17	The PAI VAIBHAV, 19/A, H. Siddaiah Road, Bangalore 560 002	28 th September, 2017	9:30 AM
2017 -18	KSCA ClubHouse, MG Road, Bangalore - 560 001	29 th September, 2018	9:30 AM
2018 -19	KSCA ClubHouse, MG Road, Bangalore - 560 001	5 th September, 2019	9:30 AM



EXTRA ORDINARY GENERAL MEETING:

No Extra Ordinary General Meeting of the members of the company was held during last year.

However, the Extra ordinary general meeting of the company was convened on March 20, 2020 for the appointment of statutory auditor of the company, Consolidation of face value of Share, etc was postponed vide their letter dated 16/03/2020 to the stock exchange due to Covid 19 pandemic situation and order from Office of Deputy Commissioner, Mysuru District, have, in public safety, ordered a Lock Down of the entire State on account of the Corona Virus pandemic, wherein public gathering and meetings have to be mandatorily postponed. Hence, the said extra ordinary general meeting of the company was not held on March 20, 2020.

8. MEANS OF COMMUNICATION:

The Company has published its Quarterly / Half yearly Financial Results in a daily news papers both English and in principle vernacular language of the district where the registered office of the Company is situated as per the listing agreement. The result was also submitted to Stock Exchanges as per regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Green Initiative

The Company's philosophy focuses on making the environment greener for the benefit of prosperity. To support the Green Initiative, members (holding shares in electronic form) who have not registered their email addresses, are requested to register the same with their Depository Participants. Members holding shares in physical mode are requested to register their email ID with M/s INTEGRATED ENTERPRISES (INDIA) PRIVATE LIMITED, Registrar and Share Transfer Agent of the Company.

9. GENERAL SHAREHOLDERS' INFORMATION:

9.1 Annual General Meeting

As indicated in the notice accompanying this Annual Report, the 27th AGM of the Company will be held on the date and place mentioned hereinbelow:

Date and Time: Monday, 28th September, 2020 at 11:30 A.M.

Venue: Registered office of the company

9.2 Book closure

The Transfer books will remain closed from Tuesday, 22nd September, 2020 to Monday, 28th September, 2020 (Both days inclusive)

9.3 Stock Exchange where Equity Shares of the Company are Listed and Scrip Code for the Company's are as followed:

- Bombay Stock Exchange Limited 526441

9.4 Address for Correspondence for share/Debenture and related matters:

- Company's Secretarial Department for any kind of correspondence:

VISION CINEMAS LIMITED

#14, 1st Floor, 6th Cross, Jayamahal Extension, Bangalore –560046

Phone: 080 2333 8227mail: cs@visioncinemas.in

- **Registrar & Share Transfer Agents :**

INTEGRATED ENTERPRISES (INDIA) PRIVATE LIMITED,

5A ,5TH Floor ,Kences Towers,1, Ramakrishna Street North Usman Road, T.Nagar , Chennai, TN- 600017

Phone: 080-23460815



9.5 Procedure for Transfer of Shares

For shares held in physical mode

The process of transfer of Equity Shares in physical form is registered by the Company's Registrar and Share Transfer Agents M/s Integrated Enterprises (India) Limited. If the instrument of share transfer and supporting documents are found to be in order, the transfer work is completed within a period of 30 days from the date of receipt of such documents. As per SEBI guidelines, the Company offers the facility of transfer-cum-demat services to the transferees. The Equity Shares of the Company is to be traded compulsorily in demat mode.

Dematerialized mode

The Company had signed agreements with both the depositories namely NSDL and CDSL. The shareholders may therefore hold Company's shares in electronic mode. The company's ISIN No. for both the depositories is INE515B01025.

Details of Equity Shares of the Company held in De-mat form as on March 31, 2020 are as under:

Particulars	No. of Equity shares	% to Share Capital
NSDL	4,74,81,467	67.04
CDSL	2,02,04,742	28.53
Physical	31,38,496	4.43
Total	7,08,24,705	100.00

The Company has not issued any GDR's/ADR's warrants or any other convertible instruments.

9.6 Distribution of shareholding as on 31st March, 2020

No. of Equity Share held	No. of share Holder	% of share Holder	No. of shares	% of shares holding
Up to 500	2,574	47.83	6,06,512	0.86
501 -1000	1,069	19.87	7,70,203	1.09
1001 -2000	561	10.43	8,42,278	1.19
2001 -3000	344	6.39	9,57,510	1.35
3001 -4000	85	1.58	3,12,877	0.44
4001 -5000	93	1.73	4,35,501	0.61
5001 -10000	255	4.74	18,64,935	2.63
10001 & above	400	7.43	6,50,34,889	91.83
Total	5381	100	7,08,24,705	100



9.7 Categories of Shareholders as on March 31, 2020

Category	No. of share Held	%
Promoters, Director, Group Companies & their Relatives	2,74,94,846	38.82
Mutual Fund, FII & Other Banks	11,700	0.02
Private Bodies Corporate (Non Institutions)	4,22,57,440	59.67
NRIs/OCB's	10,60,719	1.49
Total	7,08,24,705	100.00

9.8 Stock Market Data:

The Monthly High and Low quotations of share traded on the Bombay Stock Exchange is as follows.

Month	BSE	
	High (Rs.)	Low (Rs.)
April, 2019	1.32	1.14
May, 2019	1.30	0.87
June, 2019	0.92	0.65
July, 2019	1.12	0.86
August, 2019	1.15	0.89
September, 2019	1.37	1.04
October, 2019	1.38	1.11
November, 2019	1.27	0.93
December, 2019	1.02	0.73
January, 2020	1.05	0.89
February, 2020	0.96	0.69
March, 2020	0.96	0.78

10. OTHER DISCLOSURES

10.1 Related Party Transactions

The Board has approved a 'Policy on Related Party Transactions' web link of which forms part of Directors' Report. There are no materially significant related party transactions that may have potential conflict with the interests of the Company at large.

10.2 Statutory Compliance, Penalties and Structures

There were instances of material non-compliance and pursuant to the same, monetary penalty was imposed on the Company by Stock Exchange (BSE) of Rs. 74,35,736 for various non-compliances from FY 2012-13 to 2018-19. The same remains unpaid and as per explanation given to us, company has sought relief in penalties against documents already submitted in time but not taken on record by BSE.



10.3 Disclosure of Accounting Treatment

The Company has followed the Accounting Standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 to the extent applicable, in the preparation of its financial statements.

10.4 Code of Conduct for prohibition of Insider trading

Your company had adopted a Code of conduct as per Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018 as amended from time to time. All Directors, Designated Employees who could have access to the Unpublished Price Sensitive Information of the Company are governed by this Code. During the year under review, the Company had made due compliance with SEBI (Prohibition of Insider trade) (Amendment) Regulations, 2018.

10.5 Details of compliance with mandatory requirements

The Company has complied with all mandatory applicable requirements laid down under the provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

For and on behalf of Board of Directors

Sd/-

Bindiganavale Ranganasanth
Managing Director
(DIN: 01763289)

Date: August 21, 2020
Place: Bangalore



DECLARATION ON CODE OF CONDUCT

Note : The Company is exempted from taking declaration signed by Chief Executive Officer stating that the members of Board of Directors and Senior Management personnel have affirmed compliance with the code of conduct of board of directors and senior management under regulation 15 (2) of new Listing Regulations.

AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE

Note:The Company falls under the exemption criteria as laid down under Regulation 15(2) (a) and therefore, not required mandatorily to comply with the said regulations. Therefore, Company is exempted from obtaining certificate from Auditor.

MANAGING DIRECTOR / CHIEF EXECUTIVE OFFICER CERTIFICATION

Note : The Company is exempted from obtaining compliance certificate from chief executive officer and chief financial officer required to be obtained under regulation 17(8) of the new Listing Regulations under regulation 15 (2) read with regulation 17(5)of new Listing Regulations.



MANAGEMENT DISCUSSION AND ANALYSIS MEDIA, ENTERTAINMENT AND FILMS INDUSTRY GLOBAL OUTLOOK

The Indian Media and Entertainment industry presents a myriad of opportunities to grow across multiple types of media. With over 850 TV channels and 17,000 newspapers, the nation is one of the most diverse media industries in the world. Emerging opportunities in India in wireless broadband connectivity and infrastructure, coupled with favourable economic growth and young demographics, are expected to present new growth prospects to the industry.

As per the FICCI report of March 2019, India's Media and Entertainment sector grew by 13.4% over 2017 to Rs.1.67 trillion in 2018. Judging by the sector's growth trajectory, it is expected to further grow to Rs. 2.35 trillion by 2023. The sector continued to outgrow the nominal GDP, which grew by 10.24%, due to the continuous economic growth and rising per capita incomes.

The Indian film industry is characterized by a high number of movie certifications and releases and has maintained a dominant position among peers, with the total number of movies certified amounting to more than 2,000 each year. Despite being a leader in terms of releases, Indian box-office lags behind countries such as the US and Canada due to cheap ticket prices and low screen count.

Domestic theatrical revenues crossed Rs. 100 billion and growth was driven by digital and Over-the-Top (OTT) movie rights. Domestic theatricals continued to remain a significant growth driver to the overall movie revenue and contributed Rs. 58.5% billion of the total film industry revenue. The Net Box Office Collection (NBOC) for Hindi movies witnessed a record of Rs. 35.2 billion, with 13 movies joining the Rs. 1 billion club. The NBOC of Hollywood films in India was Rs. 9.21 billion. The regional film industry has gained prominence in recent years and contributed 40-45% to the total revenue. Among the regional films that were released in 2018, the maximum were in Kannada.

The Indian exhibition infrastructure is undergoing a steady change over the past few years and exercises influence on a large segment of the population. The experience of going to watch a movie in a movie theatre with family is still considered as one of the most popular and affordable options for entertainment in India. The average spending per household on movies in India has grown from between Rs. 368 – 388 per household in FY 2014-15 to approximately between Rs. 433 – 453 per household in FY 2017-18. The average spending on movies is expected to reach between Rs. 589 – 609 per household in FY 2022-23.

The exhibition sector can be broadly divided into two segments, namely, single-screen cinemas and multiplex cinemas. Approximately 70% of the cinema screens in India are still single-screen owned by individual entrepreneurs, operating in a mostly unorganised market. In comparison, in most of the developed countries, multiplexes account for approximately 70-80% of the total screens. Multiplex cinemas are quickly gaining prominence and are changing the manner in which movies are viewed, particularly in big cities in India. Characterised by limited seating capacity of 250-400 seats per screen, better ambience, quality viewing with high-end sound systems, comfortable seating arrangements, good quality service as well as food and beverages, multiplexes have succeeded in attracting family audiences back to movie theatres. They are contributing around 55% of the domestic box office collections (as per FICCI Report, March 2019) even though they account for only 30% of the total screen count in India.

DRIVERS OF GROWTH FOR INDIAN M&E AND FILMS INDUSTRY:

Opportunities in film tourism: Cinema has emerged as an influential tool to develop and promote destinations. As per the FICCI Report, March 2019, India has the potential to cater to up to a million film tourists, which could result in revenues of up to \$ 3 billion by 2022. This can emerge as a strong growth driver for the M&E industry.

Ease of filming in India: The Indian government is playing an active role in highlighting India's film production capabilities to position it as an ideal filming destination in the global market. Initiatives such as single-window facilitation, clearance through the Film Facilitation Office (FFO), ease of obtaining film visas (F-Visa) and setting up of a single portal to view all filming-related information are all facilitators to this end.

Regulatory tailwinds supporting growth: The reduction in the GST rate from 18% to 12% on tickets costing up to Rs. 100 and from 28% to 18% on tickets costing more than Rs. 100 with effect from January 1, 2019 has provided an impetus to



the Indian film industry. This is expected to make movie-watching an even more affordable form of entertainment and would support footfall growth.

Rise in small budget films: 2019 saw numerous Indian filmmakers releasing small budget films on digital platforms such as Netflix and Amazon. With the wide reach and strong marketing of digital platforms across all age groups, especially the youth, digital releases ensure producers don't need to invest large amounts for film distribution and marketing.

Rise in unconventional movies: 2019 was proof that unconventional and experimental movies packed with good content and powerful performances can also achieve success without the backing of big actors. The success of such films prove movie goers are looking for a fresh plot and rejecting mediocre content.

Sale of digital rights: There is improvement of the economics of film producers due to increased digital rights. This is expected to remain a strong contributor in driving the industry's growth. The video-streaming service Amazon Prime is leading the race in buying digital rights for blockbuster Bollywood films.

Rising incomes: Growing incomes are fuelling discretionary spending, which is leading to increased spending on entertainment.

Convenience of ticket booking: Rise in online platforms has made ticket booking very convenient, aiding growth in footfalls.

Offers and discounts: Online platforms offer various schemes and discounts on specific days, for specific events and for unique bank account or card holders. Customers can avail attractive deals on ticket prices, which drives ticket sales.

Revenue-earning potential: Multiplex cinemas can shift movies across multiple screens depending on the audience's response to a particular movie. This can aid in earning the maximum revenue from a movie release by ensuring maximum possible footfalls.

Higher occupancy rates and better realisations: Occupancy levels and revenue realisations are higher for multiplexes. The average occupancy of multiplexes is estimated to be between 25-30%, while that of single-screen cinemas is estimated to be between 20-25%.

Diversified revenue stream: In a multiplex, the revenue stream is diversified across areas such as sale of tickets, food and beverages and advertising, sponsorship and renting out the retail space.

BUSINESS REVIEW AND GROWTH PROSPECTS:

Your Company is one of the Oldest Exhibition and Movie Processing Laboratory Companies in southern India having a group presence (through other entities) of approximately 50 years. The Promoters have restructured the Board for two major reasons; to meet regulatory requirements and to mitigate the risk with respect to Business Management, Management Upgradation and to receive expert backing from veteran professionals in the Industry.

It has also been making efforts to revamp the complete compliance structure of the Company to make it stakeholder friendly and ease of access to the Information.

The Company has also upgraded its websites to include online ticket bookings for its Cinema Screens and ease to Customers for a simple and easy cinema experience.

The Company has also started identifying areas where it can set up multiplexes and F&B store. The Company also plans to develop a unique brand name for its F&B stores to make it attractive and easy recognition amongst its customers.

RISKS & CONCERNS



As it is normal and prevalent for any business, the Company also is likely to face competition from existing companies. There can be risks inherent in meeting unforeseen situations, not common in the industry.

Your Company is fully aware of these challenges and is geared to meet them. Your Company also recognizes the risks associated with business and takes adequate measures to address the associated risks and concerns.

Rising up to the new challenges will only be possible when we scale-up the brand chain and put in efforts toward providing more and more satisfaction to the customers.

Risk: The Growth of Company is highly dependent on Income levels and Government policies, which directly impact leisure and entertainment industry.

Mitigation: The Company expects no major and material change in Income levels and thus the Foot fall shall not decrease in coming years.

Risk: Highly dependent on good films

Mitigation: The Company expects line up of good movies on basis of Internal Industry sources and which shall stand attractive to all class of Audiences, which will ultimately add to revenues of the Company.

Risk: High Capex to set up High Quality Screens

Mitigation: The Company seeks to set up Screens through Asset Light Model, where a partnership with local HNIs and Ultra HNIs of areas will be planned resulting into low capex and high income for the Company.

Risk: Identification of suitable location for New Cinemas and Multiplexes.

Mitigation: The Company currently have planned to expand its operations in Gujarat, Maharashtra and Certain parts of Southern India. For precise location identification, Company have hired one of the Leading Management Consultancy firm from Ahmedabad, who shall conduct spot verification and thorough Due Diligence for measuring commercial viability of the locations.

INTERNAL CONTROL SYSTEMS AND ADEQUACY

The Company has a proper and adequate internal control system to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and those transactions are authorised, recorded and reported correctly.

The internal control is exercised through documented policies, guidelines and procedures. It is supplemented by an extensive program of internal audits conducted by professional chartered accountancy firm. The internal control is designed to ensure that the financial and other records are reliable for preparing financial statements and other data, and for maintaining accountability of persons.

HUMAN RESOURCES

The Company's HR philosophy is to establish and build a high performing organization, where each individual is motivated to perform to the fullest capacity: to contribute to developing and achieving individual excellence and departmental objectives and continuously improve performance to realize the full potential of our personnel. Industrial relations are cordial and satisfactory.

We continuously strive to attract and retain the best talent from the local markets; clearly define their roles and responsibilities; include them into robust performance management systems; create an inspiring and rewarding work environment; engage them into an inclusive work place; impart training and create development opportunities for increasing employee knowledge and efficiency to make them future ready and to create career opportunities.

**CAVEAT:**

This section of the Annual Report has been included in adherence to the spirit enunciated in the Code of Corporate Governance approved by the Securities and Exchange Board of India. Shareholders and Readers are cautioned that in the case of data and information are external to the Company, though the same are based on sources believed to be reliable, no representation is made on its accuracy or comprehensiveness. Further, though utmost care has been taken to ensure that the opinions expressed by the management herein contain its perceptions on most of the important trends having a material impact on the Company's operations, no representation is made that the following presents an exhaustive coverage on and of all issues related to the same. The opinions expressed by the management may contain certain forward-looking statements in the current scenario, which is extremely dynamic, and increasingly fraught with risk and uncertainties. Actual results, performances, achievements or sequence of events may be materially different from the views expressed herein. Readers are hence cautioned not to place undue reliance on these statements, and are advised to conduct their own investigation and analysis of the information contained or referred to in this section before taking any action with regard to their own specific objectives. Further, the discussion following herein reflects the perceptions on major issues as on date and the opinions expressed here are subject to change without notice. The Company undertakes no obligation to publicly update or revise any of the opinions or forward-looking statements expressed in this report, consequent to new information, future events, or otherwise.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF VISION CINEMAS LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **Vision Cinemas Ltd.** ("the company"), which comprise the Balance Sheet as at March 31 2020, and the Statement of Profit and Loss, the Cash Flow Statement and the Statement of Change in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, except for the possible effects of the matters described in **the "Emphasis of Matters paragraph" and "Report on Other Legal & Regulatory Requirements paragraph" below**, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, and its profit, its cash flows and the changes in equity for the year ended on that date

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act (SAs). Our responsibilities under those standards are further described in the Auditor's Responsibility for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

1. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

2.

Key Audit Matters	How our auditor addressed the key audit matter
<p><u>1. Recoverability of Loans to Subsidiary Company</u></p> <p>The Company has advanced a loan of Rs. 667.06 Lakhs as on March 31, 2020. The company had given the advance to its subsidiary during the previous financial year as well as during the current financial year.</p> <p>The aggregate of advance as on 31st March, 2019 was Rs. 665.62 Lakhs which has increased to Rs. 667.06 Lakhs as on 31st March, 2020.</p>	<p>We reviewed management's rational and objective for providing advance to subsidiary. We reviewed management's assessment of recoverability advances to subsidiary and corroborated the same with the financials of subsidiary. We reviewed the Company's internal control system for advancing the money to suppliers and subsidiary and carried out a combination of procedures involving enquiry and observation and inspection of evidence in respect of these loans and advances. Our audit approach consisted testing of design and operating effectiveness of internal controls and substantive testing as follows:</p> <ul style="list-style-type: none"> • Review of complete details of advance given to subsidiary and corroborating the same with of ledger Accounts and confirmation of subsidiary. • Review of onward payment by subsidiary to various parties and with the supporting documents / Purchase Orders / Invoices etc. • Reviewed the procedures followed by Vision and subsidiary for selection of vendors and justification of terms of payments, delivery, warranties/Guarantees etc. • Assessed present status of Advance, receipt / availability of material/services. • Obtained explanation from the management and went through the report obtained by the company from external independent expert on fund utilization. Based on our procedures, we found management's judgment around the recovery of the Advance to be appropriate.

Information other than the Financial Statements and Auditor's Report thereon

- The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Board's Report, Management discussion and Analysis and Report on corporate governance but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon.
- Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.
- If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, cash flows and changes in equity of the Company in accordance with and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibility for the Audit of the Standalone Financial Statements

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

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

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

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Emphasis of Matter

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

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

Report on Other Legal and Regulatory Requirements

1. As required by Section 143 (3) of the Act, based on our audit, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss, the Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid standalone financial statements does not comply with the Ind AS specified under Section 133 of the Act.
- e) On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid/ provided by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has following pending litigations which may have impact on its standalone financial statements:
 - A matter has been filed by SEBI against promoters of the company for preferential allotment of shares in their name. The Hon. Mumbai High Court has passed a Stay order favouring the promoters against SEBI regarding this matter.
 - ii. The company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

- iii. There has been no delay in transferring amounts, required to be transferred, required to be transferred, to the Investor Education and Protection fund by the company.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For Jayamal Thakore & Co.
Chartered Accountants
Firm's Registration Number: 104098W

Place: Ahmedabad
Date: 05th August, 2020

Anup Kumar Bhattacharjee
Partner
Membership number: 082184
UDIN: 20082184AAAAAC4783

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **Vision Cinemas Limited** (“the Company”) as of March 31, 2020 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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

Auditors’ Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

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

For Jayamal Thakore & Co.
Chartered Accountants
Firm's Registration Number: 104098W

Place: Ahmedabad
Date: 05th August, 2020

Anup Kumar Bhattacharjee
Partner
Membership number: 082184
UDIN: 20082184AAAAAC4783

ANNEXURE “B” TO THE INDEPENDENT AUDITORS REPORT

(Referred to in paragraph 2 under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

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

(b) According to information and explanation given to us, during the year, the management conducted physical verification of certain fixed assets in accordance with its policy of physical verification in a phased manner. In our opinion, such frequency is reasonable having regard to the size of the Company and the nature of its fixed assets. As explained to us, the discrepancies noticed on physical verification as compared to book records maintained, were not material and have been properly dealt with in the books of account.

(c) We are unable to form an opinion on whether the title deeds of immovable property are held in the name of company since the management has not provided necessary documentary evidences, in order to certify whether, the title deeds of immovable properties are held in the name of the Company.
2. The Company is engaged in business of Screening of Movies and Advertisement. Accordingly, it does not hold any physical inventories. Thus, paragraph 3(ii) of the Order is not applicable to the Company.
3. According to the information and explanations given to us, during the year the Company has granted advance of Rs. 667.06 lakhs as on 31/03/2020 to its subsidiary company covered in the register maintained under section 189 of companies Act, 2013. The terms are not prejudicial to the Company’s interest.
4. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
5. According to the information and explanations given to us, the Company has not accepted any deposit during the year and does not have any unclaimed deposits and hence reporting under clause 3(v) of the Order is not applicable.
6. The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Thus reporting under clause 3(vi) of the Order is not applicable to the Company.
7. According to the information and explanations given to us, in respect of statutory due:
 - (a) The company has not been regularly depositing undisputed statutory dues, including Provident Fund, Employee’s State Insurance, Income–tax, Goods and Service Tax,

Customs Duty, cess and other material Statutory Dues applicable to it with the appropriate authorities. Details of Dues:

Nature of Dues	Amount unpaid as on 31/03/2020 (in Rs.)	Period of default
Tax deducted at source	6,25,757	Various Dates
Service Tax	3,12,304	Various Dates
Goods & Service Tax	6,26,978	Various Dates

- (b) There were no undisputed amounts payable in respect of Provident fund , Employees' State Insurance, Customs Duty, cess and other material statutory dues in arrears except for Goods and Service Tax, Service Tax under Finance Act, 1994 and TDS applicable under Income tax Act, 1961 as at March 31, 2020 for a period of more than six months from the date they became payable. Details of dues of TDS are as under:

Name of the statute	Nature of Dues	Amount unpaid as on 30/09/2019 (in Rs.)
Income Tax Act, 1961	Tax deducted at source	4,98,777
Finance Act, 1994	Service Tax	3,12,304
Goods & Service tax Act	Goods & Service Tax	6,08,978

- (c) According to the information and explanations given to us by the Company, there are no disputed statutory dues that have not been deposited on account of matters pending before the appropriate authority.
8. According to the information and explanations given to us, the Company has not committed any default in repayment of dues to banks and financial institutions. The Company did not have any loans or borrowings from government or financial institutions during the year.
9. The Company has not raised any moneys by ways of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under Clause 3(ix) of the Order is not applicable.
10. To the best of our knowledge and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the

Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.

11. According to the information and explanations given to us, the Company has paid / provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
12. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company and the Nidhi Rules, 2014 are not applicable to it, the provisions of 3(xii) of the Order are not applicable to the Company.
13. In our opinion and according to the information and explanations given to us the Company is in compliance with Section 177 and 188 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
14. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares of fully or partly convertible debentures during the year.
15. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into non-cash transactions with its directors or persons connected with him and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
16. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act 1934.

For Jayamal Thakore & Co.
Chartered Accountants
Firm's Registration Number: 104098W

Place: Ahmedabad
Date: 05th August, 2020

Sd/-
Anup Kumar Bhattacharjee

Partner
Membership number: 082184
UDIN: 20082184AAAAAC4783

VISION CINEMAS LIMITED
BALANCE SHEET AS AT MARCH 31, 2020

	Note No.	31.03.2020 Rs.	31.03.2019 Rs.
I. ASSETS			
Non-current assets			
Property, plant and equipment	4	8,039,339	8,404,539
Investment in subsidiary	5	499,000	62,900,000
Other non-current assets	6	869,658	869,658
		-	-
Total Non Current Assets		9,407,997	72,174,197
Current Assets			
Financial Assets			
Trade receivables	7	97,895,959	96,155,567
Cash and cash equivalents	8	158,618	937,531
Other current assets	9	66,676,464	67,585,079
Total Current Assets		164,731,041	164,678,177
TOTAL ASSETS		174,139,037	236,852,374
II. EQUITY AND LIABILITIES			
Equity			
Equity share capital	10	62,567,450	62,567,450
Other equity	11	60,307,871	60,215,658
Share Warrants		31,338,500	31,338,500
Total Equity		154,213,821	154,121,608
Non-Current Liabilities			
Deferred tax liabilities	12	6,349,000	6,100,000
	13	1,795,000	1,853,000
Total Non Current Liabilities		8,144,000	7,953,000
Current liabilities			
Financial liabilities			
Trade payables	14	8,299,797	11,193,879
Other current liabilities	15	3,387,916	63,444,499
Short Term Provisions	16	93,503	139,387
Total Current Liabilities		11,781,216	74,777,765
Total Liabilities		19,925,216	82,730,765
TOTAL EQUITY & LIABILITIES		174,139,037	236,852,374

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

For and on behalf of the Board of
Vision Cinemas Limited

As per my report of even date
FOR Jayamal Thakore & Co.
CHARTERED ACCOUNTANT
Firm Reg No. : 104098W

Sd/-
Ranga Vasanth
(Director)

Sd/-
Anitha Vasanth
(Director)

Sd/-
Anup Kumar Bhattacharjee
Partner

Place :Bangalore
Date : 05th August 2020

Membership No. 082184
Place :Bangalore
Date : 05th August 2020

VISION CINEMAS LIMITED
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2020

Amounts in INR			
	Note No.	YEAR ENDED 31.03.2020 Rs.	YEAR ENDED 31.03.2019 Rs.
Income			
Revenue from operations(Gross)	17	7,524,821	2,610,115
Other Income		-	-
Total Income		7,524,821	2,610,115
Expenses			
Operation Costs	18	720,000	637,372
Finance costs		25,558	-
Depreciation and amortisation expense	19	365,200	172,759
Other expenses	20	6,276,206	1,049,809
Total Expenses		7,386,964	1,859,940
Profit/(Loss) before exceptional and extraordinary items and tax		137,857	750,175
Exceptional items		-	-
Profit/(Loss) before extraordinary items and tax		137,857	750,175
Extraordinary Items			
Profit/(Loss) before Tax		137,857	750,175
Tax expense:			
(1) Current tax		103,644	139,387
(2) Deferred tax		58,000	15,000
Profit/(Loss) for the year		92,213	595,788
Other comprehensive income			
Items that will not be reclassified to profit or loss in subsequent period:			
Remeasurement of post employment benefit obligations		-	-
Income tax relating to these items		-	-
Other comprehensive income for the year, net of tax		-	-
Total comprehensive income for the year		92,213	595,788
Earnings per share:			
Basic/Diluted	21	0.00	0.01
Significant accounting policies and Notes to accounts are an integral part of financial statements.			
For and on behalf of the Board of Vision Cinemas Limited		As per my report of even date FOR Jayamal Thakore & Co. CHARTERED ACCOUNTANT Firm Reg No. : 104098W	
Sd/- Ranga Vasanth (Director)	Sd/- Anitha Vasanth (Director)	Sd/- Anup Kumar Bhattacharjee Partner Membership No. 082184 Place :Bangalore Date : 05th August 2020	
Place :Bangalore Date : 05th August 2020			

VISION CINEMAS LIMITED		
STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDING MARCH 31, 2020		
Rs. in Lakhs		
Particulars	YEAR ENDED 31.03.2020	YEAR ENDED 31.03.2019
A. Cash Flow from Operating Activities		
Profit before Taxation and extraordinary items	1.38	7.50
Adjustments for Depreciation	3.65	1.73
Interest Income	-	-
Interest expenses	0.26	-
Transition in provisions in Usefullife as per Companies Act 2013		
Operating Profit before working capital changes	5.29	9.23
Changes in Working Capital:		
Increase/(Decrease) in Trade Payables	(28.94)	0.39
Increase/(Decrease) in Short Term Provisions	3.86	0.39
Increase/(Decrease) in Other Liabilities	(678.36)	19.99
(Increase)/Decrease in Trade Receivables	(17.40)	(31.53)
(Increase)/Decrease in Short term Loans and advances	-	
(Increase)/Decrease in Long Term Loans and advances	-	
(Increase)/Decrease in Other Current assets	8.40	2.14
Cash generated from Operations	(707.16)	0.60
Taxes paid (Net of refunds)		
Net cash generated from operations before extraordinary items	(707.16)	0.60
Net cash generated from operating activities	(707.16)	0.60
B. Cash Flow from Investing Activities		
Purchase of Tangible/Intangible Assets	-	-
Reinstatement of Fixed Assets on account of (Increase)/ Decrease in Investments	624.01	
Transition in provisions in Usefullife as per Companies Act 2013		
Dividend Received		
Transition in provisions in Usefullife as per Companies Act 2013		
Interest received		
Net Cash from Investing Activities	624.01	-
C. Cash flow from Financing Activities		
Interest paid	(0.26)	-
Issue of Share warrants		
Increase/(Repayment) of borrowings	75.62	
Net cash raised in Financing activities	75.36	-
Net increase in cash and cash equivalents	(7.79)	0.60
Cash and Cash equivalents at the beginning of the year	9.38	8.78
	-	-
Cash and Cash equivalents at the end of the year	1.59	9.38
Notes:		
1. There was no significant reconciliation items between cash flow prepared under IGAAP and those prepared under Ind AS		
For Visions Cinemas Limited		
Place: Bangalore		
Date: 05/08/2020		
Anita Vasanth Director DIN: 01763255		

VISION CINEMAS LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2020

10. EQUITY SHARE CAPITAL

Particulars	As at 31.03.2020	As at 31.03.2019
Authorised		
15,00,00,000 (Previous Year 15,00,00,000) Equity Shares of Rs. 1/- each	150,000,000	150,000,000
(A) Issued and Subscribed and fully Paid-up		
5,41,74,705 (Previous Year 5,41,74,705) Equity Shares of Rs. 1/- each fully paid up	54,174,705	54,174,705
(B) Forfeiture of Shares		
(arising out of reduction in capital as per court order)		
Opening balance	8,392,745	8,392,745
Add : Transfer During the year	-	-
Balance as at the end of the year	8,392,745	8,392,745
TOTAL	62,567,450	62,567,450

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

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

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

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

Reconciliation of number of Shares

	As at 31.03.2020		As at 31.03.2019	
	Number of Shares	Amount	Number of Shares	Amount
Equity Shares:				
Balance as at the beginning of the previous year	54,174,705	54,174,705	54,174,705	54,174,705
Add: Shares issued during the year	54,174,705	54,174,705	54,174,705	54,174,705
Balance as at the end of the year	54,174,705	54,174,705	54,174,705	54,174,705

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

Particulars	As at 31.03.2020		As at 31.03.2019	
	No. of shares	Percentage	No. of shares	Percentage
S.I. Media LLP	10,000,000	18.46%	10,000,000	18.46%
Vasanth Color Labs	5,000,000	9.23%	5,000,000	9.23%

11. OTHER EQUITY			
Particulars	As at 31.03.2020		As at 31.03.2019
(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) Securities Premium Account			
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
(c) Profit and Loss Account			
Opening balance	52,064,283		51,468,495
Add : Transfer from Statement of Profit and Loss	92,213		595,788
Balance as at the end of the year		52,156,496	52,064,283
(d) Other Comprehensive Income			
Opening balance	-		-
Additions during the year	-		-
Balance as at the end of the year		-	-
		TOTAL	TOTAL
		60,307,871	60,215,658

For and on behalf of the Board of
Vision Cinemas Limited

Sd/- Ranga Vasanth
(Director)

Sd/- Anitha Vasanth
(Director)

Place :Bangalore
Date : 05th August 2020

As per my report of even date
FOR Jayamal Thakore & Co.
CHARTERED ACCOUNTANT
Firm Reg No. : 104098W

Sd/-
Anup Kumar Bhattacharjee
Partner
Membership No. 082184
Place :Bangalore
Date : 05th August 2020

Note No. 4

Method : Straight Line basis

PROPERTY, PLANT AND EQUIPMENT

SI No	Gross Block					Accumulated Depreciation				Net Block	
	Particulars	Balance as at 1st April 2019	Additions/ (Disposals)	Revaluations/ (Impairments)	Balance as at 31st March 2020	Balance as at 1st April 2019	Transfer to General reserve	Depreciation for the Year	Balance as at 31st March 2020	Balance as at 31st March 2020	Balance as at 31st March 2019
1	Tangible Assets Building	10,934,127	-		10,934,127	4,651,130		365,200	5,016,330	5,917,798	6,282,998
2	Plant & Machinery	26,005,707	-		26,005,707	24,705,422		-	24,705,422	1,300,286	1,300,286
3	Furniture & Fixtures	2,525,585	-		2,525,585	2,400,802		-	2,400,802	124,785	124,785
4	Office Equipment	1,252,773	-		1,252,773	1,190,134		-	1,190,134	62,640	62,640
5	Vehicles	1,777,614	-		1,777,614	1,688,733		-	1,688,733	88,882	88,882
6	Computers	10,898,950	-		10,898,950	10,354,003		-	10,354,003	544,948	544,948
	Total	53,394,755	-	-	53,394,755	44,990,223	-	365,200	45,355,423	8,039,339	8,404,539
	Previous Year	53,394,755	-	-	53,394,755	448,174,644	-	172,759	44,990,223	8,404,539	8,577,298

Note No.

2.1

Method : Straight Line basis

PROPERTY, PLANT AND EQUIPMENT

SI No	Gross Block					Accumulated Depreciation				Net Block	
	Particulars	Balance as at 1st April 2018	Additions/ (Disposals)	Revaluations/ (Impairments)	Balance as at 31st March 2019	Balance as at 1st April 2018	Transfer to General reserve	Depreciation for the Year	Balance as at 31st March 2019	Balance as at 31st March 2019	Balance as at 31st March 2018
1	Tangible Assets Building	10,934,127	-		10,934,127	4,478,371		172,759	4,651,130	6,282,998	6,455,757
2	Plant & Machinery	26,005,707	-		26,005,707	24,705,422		-	24,705,422	1,300,286	1,300,286
3	Furniture & Fixtures	2,525,585	-		2,525,585	2,400,802		-	2,400,802	124,785	124,785
4	Office Equipment	1,252,773	-		1,252,773	1,190,134		-	1,190,134	62,640	62,640
5	Vehicles	1,777,614	-		1,777,614	1,688,733		-	1,688,733	88,882	88,882
6	Computers	10,898,950	-		10,898,950	10,354,003		-	10,354,003	544,948	544,948
	Total	53,394,755	-	-	53,394,755	44,817,464	-	172,759	44,990,223	8,404,539	8,577,298
	Previous Year	53,394,755	-	-	53,394,755	44,644,705	-	172,759	44,817,464	8,577,298	8,750,057

VISION CINEMAS LIMITED

NOTES ON ACCOUNTS FORMING PART OF THE FINANCIAL STATEMENTS THE FINANCIAL YEAR 2019-20

5 INVESTMENT IN SUBSIDIARY

Particulars	As at 31.03.2020	As at 31.03.2019
Investment in Wholly Owned Subsidiary		
49,900 Equity shares of Rs 10/- each, fully paid up (Pyramid Entertainment (India) Private Limited)	499,000	62,900,000
TOTAL	499,000	62,900,000

6 OTHER NON-CURRENT ASSETS

Particulars	As at 31.03.2020	As at 31.03.2019
(Unsecured, Considered good)		
Security Deposit - Others	869,658	869,658
TOTAL	869,658	869,658

7 TRADE RECEIVABLES

Particulars	As at 31.03.2020	As at 31.03.2019
Unsecured, considered good		
Outstanding for a period exceeding six months from the date they are due for payment		
- from related Parties	97,895,959	93,305,057
Others		2,850,510
TOTAL	97,895,959	96,155,567

8 CASH AND CASH EQUIVALENTS

Particulars	As at 31.03.2020	As at 31.03.2019
Cash and Cash equivalents		
Cash on hand	126,639	902,748
Balances with Banks in Current Account	31,979	34,783
TOTAL	158,618	937,531

9 OTHER CURRENT ASSETS

Particulars	As at 31.03.2020	As at 31.03.2019
Unsecured, considered good		
Advance to Vendors	-	977,070
Advance Taxes (Net of Provisions)	-	18,348
GST Input receivable	-	27,297
Due From Related Parties	-	
Pyramid Entertainment (India) Pvt Ltd	66,706,464	66,562,364
Other loans	(30,000)	-
TOTAL	66,676,464	67,585,079

12 NON - CURRENT LIABILITIES		
Particulars	0.00	As at 31.03.2019
Anitha Vasanth	6,100,000	6,100,000
Vasanth Colour Labs	249,000	-
TOTAL	6,349,000	6,100,000
13 DEFERRED TAX LIABILITIES		
Particulars	As at 31.03.2020	As at 31.03.2019
On account fiscal allowance of depreciation	1,795,000	1,853,000
TOTAL	1,795,000	1,853,000
14 TRADE PAYABLES		
Particulars	As at 31.03.2020	As at 31.03.2019
Trades payables		
- Due to micro small and medium enterprises	-	-
- Due to related parties	-	-
-Others	8,299,797	11,193,879
#REF!		
TOTAL	8,299,797	11,193,879
15 OTHER CURRENT LIABILITIES		
Particulars	As at 31.03.2020	As at 31.03.2019
Due to Key managerial personnel		
Ranga Vasanth	1,461,817	62,563,714
BRG and Associates, Company Secretary	30,000	
Outstanding Expenses	162,000	246,804
Statutory Dues(Including Providend Fund,Withholding Taxes Payable)	1,500,068	633,981
Audit Fees Payabale	234,031	-
TOTAL	3,387,916	63,444,499
There are no amounts due for payment to the Investor Education and Protection Fund under Section 125(2)(e) of the Companies Act, 2013.		
16 Short Term Provisions		
Particulars	As at 31.03.2020	As at 31.03.2019
Provision for Taxation	93,503	139,387
TOTAL	93,503	139,387

17 REVENUE FROM OPERATIONS				
Particulars	Year ended 31st March 2020		Year ended 31st March 2019	
Screening Income	7,524,821		2,610,115	
TOTAL	<u>7,524,821</u>		<u>2,610,115</u>	
18 OPERATION COSTS				
Particulars	Year ended 31st March 2020		Year ended 31st March 2019	
Screening expenses	720,000		637,372	
TOTAL	<u>720,000</u>		<u>637,372</u>	
19 DEPRECIATION AND AMORTISATION EXPENSES				
Particulars	Year ended 31st March 2020		Year ended 31st March 2019	
Depreciation on tangible assets	365,200		172,759	
TOTAL	<u>365,200</u>		<u>172,759</u>	
20 OTHER EXPENSES				
Particulars	Year ended 31st March 2020		Year ended 31st March 2019	
Audit fees - Statutory	150,000		80,000	
Administrative Exp.	146,168			
Advertising & Print Media Exp.	127,660			
Annual Issuer Fees	103,610			
Annual Listing Fee	300,000			
Consultancy Charges	1,600,000			
Electricity Charges	230,867			
Fuel Exp.	119,887			
General Expenses	159,026		756,654	
Late Submission Fees	44,000			
Legal & Professional Charges	1,532,068		206,725	
NSDL Annual Custody Fee	38,344			
Printing & Stationery Exp.	84,537		-	
Prior Period Exp.	98,140			
R T A Exp.	83,376			
Salary & Wages Payable	987,620			
Security & Housekeeping Exp.	167,400			
Statutory Expenses	21,600			
Travelling and Conveyance Exp.	281,903			
TOTAL	<u>6,276,206</u>		<u>1,049,809</u>	
21 EARNINGS PER SHARE				
Particulars	Year ended 31st March 2020		Year ended 31st March 2019	
	After extraordinary items	Before extraordinary items	After extraordinary items	After extraordinary items
Basic/Diluted Profit/(Loss) after tax	92,213	92,213	595,788	595,788
Weighted average number of shares outstanding	54,471,200	54,471,200	54,471,200	54,471,200
Basic EPS	0.0016929	0.0016929	0.010937666	0.0109377
Face value per share	1	1	1	1

Notes forming part of Financial Statements

1. CORPORATE INFORMATION

Vision Cinemas Limited is a public company incorporated under the provisions of the Companies Act, 1956. Its shares are listed on Bombay Stock Exchange.

The Company is engaged in the business of movie exhibition. The company earns revenue from screening income and distribution income.

2. SIGNIFICANT ACCOUNTING POLICIES

2.1 BASIS OF PREPARATION & PRESENTATION OF FINANCIAL STATEMENTS

(a) Statement of Compliance

These standalone financial statements have not been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules as amended from time to time.

(b) Basis of measurement

The financial statements have been prepared on a historical cost convention and on an accrual basis, except for certain financial instruments which are measured at fair value at end of the each reporting period, as explained in the accounting policies below.

(c) Use of judgement, estimates and assumptions

The preparation of the financial statements requires the management to make judgements, estimates and assumptions considered in the reported amounts of assets and liabilities and disclosure relating to contingent liabilities as at the date of financial statement and the reported amounts of income and expenditure during the reported year. Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements is included in the following notes:

i) Income taxes

The Company's major tax jurisdictions is India. Significant judgments are involved in determining the provision for income taxes, including amount

expected to be paid/recovered for uncertain tax positions. In assessing the realizability of deferred income tax assets, management considers whether some portion or all of the deferred income tax assets will not be realized. The realization of deferred income tax assets is dependent upon the generation of future taxable income during the periods in which the temporary differences become deductible. Management considers the scheduled reversals of deferred income tax liabilities, projected future taxable income and tax planning strategies in making this assessment. Based on the level of historical taxable income and projections for future taxable income over the periods in which the deferred income tax assets are deductible, management believes that the company will realize the benefits of those deductible differences. The amount of the deferred income tax assets considered realizable, however, could be reduced in the near term if estimates of future taxable income during the carry forward period are reduced.

ii) Impairment testing

Investments in subsidiaries, goodwill and intangible assets are tested for impairment annually and when events occur or changes in circumstances indicate that the recoverable amount of the asset or cash generating units to which these pertain is less than its carrying value. The recoverable amount of cash generating units is higher of value-in-use and fair value less cost to dispose. The calculation of value in use of a cash generating unit involves use of significant estimates and assumptions which includes turnover and earnings multiples, growth rates and net margins used to calculate projected future cash flows, risk-adjusted discount rate, future economic and market conditions.

iii) Depreciation and amortisation

Depreciation and amortization is based on management estimates of the future useful lives of certain class of property, plant and equipment and intangible assets. Estimates may change due to technological developments, competition, changes in market conditions and other factors and may result in changes in the estimated useful life and in the depreciation and amortization charges.

iv) Other estimates

The preparation of financial statements involves estimates and assumptions that affect the reported amount of assets, liabilities, disclosure of contingent liabilities at the date of financial statements and the reported amount of revenues and expenses for the reporting period. Specifically, the Company estimates the probability of collection of accounts receivable by analyzing historical payment patterns, customer concentrations, customer credit worthiness and current economic trends. If the financial condition of a customer deteriorates, additional allowances may be required.

The stock compensation expense is determined based on the Company's estimate of equity instruments that will eventually vest.

Fair valuation of derivative hedging instruments designated as cash flow hedges involves significant estimates relating to the occurrence of forecast transaction.

v) Estimation of uncertainties relating to the global health pandemic COVID-19:

The management has considered the possible effects, if any, that may result from the pandemic relating to Covid 19 on the carrying amounts of receivables. In making the assumptions and estimates relating to the uncertainties as at the Balance sheet date in relation to recoverable amounts of these assets, the management has considered the global economic conditions prevailing at the date of approval of these financial statements and has used internal and external sources of Information to the extent determined by it. The actual outcome of these assumptions and estimates may vary in the future due to the impact of the pandemic.

2.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Functional and presentation currency

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the Company operates (i.e. the “functional currency”). The financial statements are presented in Indian Rupee, the national currency of India, which is the functional currency of the Company.

(b) Investment In Subsidiary:

Investment in subsidiary company is carried at cost less accumulated impairment losses, if any. Where an indication of Impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiary companies, associate and joint venture companies, the difference between net disposal of proceeds and the carrying amounts are recognised in the statement of Profit and Loss.

(c) Property, plant and equipment

Property, plant and equipment are measured at historical cost or its deemed cost less accumulated depreciation and impairment losses, if any. Historical Cost includes expenditures directly attributable to the acquisition of the asset.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment. Subsequent expenditure relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item

can be measured reliably. Repairs and maintenance costs are recognized in the statement of profit and loss when incurred.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in the Statement of Profit and Loss.

The residual values, useful lives and methods of depreciation of PPE are reviewed at each financial year end and adjusted prospectively, if appropriate.

Subsequent expenditure on additions and betterment of operational properties are capitalized, only if, it is probable that the future economic benefits associated with the expenditure will flow to the Company and expenditures for maintenance and repairs are charged to statement of Profit & Loss as incurred.

(d) Depreciation/ Amortisation

Depreciable amount for assets is the cost of asset less its estimated residual value.

Depreciation has been provided on assets on the straight line method, as per the useful life prescribed in Schedule II of the Companies Act, 2013.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate. The Company assesses at each Balance Sheet date whether there is objective evidence that a asset or a group of assets is impaired. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

All the assets except building are at residual value as on 1st April, 2019 and hence depreciation is provided only on building value amount.

The residual values are not more than 5% of the original cost of assets.

(e) Leases

From April 1, 2019, Ind AS 116 'Leases' is applicable to all the listed companies. Ind AS 116 has certain exemptions from the application of Ind AS – 116:

As per explanation and books of accounts provided to us, there are no lease payments done by the company and as per the explanation provided to us, no lease agreements are entered into by the company.

(f) Financial Instruments

All financial instruments are recognised initially at fair value. Transaction costs that are attributable to the acquisition of the financial asset (other than financial assets recorded at fair value through profit or loss) are included in the fair value of the financial assets. Purchase or sale of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trade) are recognised on trade date. While, loans and borrowings and payables are recognised net of directly attributable transaction costs.

For the purpose of subsequent measurement, financial instruments of the Company are classified in the following categories: non-derivative financial assets comprising amortised cost, debt instruments at fair value through other comprehensive income (FVTOCI), equity instruments at FVTOCI or fair value through profit and loss account (FVTPL), non derivative financial liabilities at amortised cost or FVTPL and derivative financial instruments (under the category of financial assets or financial liabilities) at FVTPL.

The classification of financial instruments depends on the objective of the business model for which it is held. Management determines the classification of its financial instruments at initial recognition.

Non-derivative financial assets

i. Financial assets at amortised cost

A financial asset shall be measured at amortised cost if both of the following conditions are met:

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

They are presented as current assets, except for those maturing later than 12 months after the reporting date which are presented as non-current assets. Financial assets are measured initially at fair value plus transaction costs and subsequently carried at amortized cost using the effective interest rate method, less any impairment loss.

Financial assets at amortised cost are represented by trade receivables, security deposits, cash and cash equivalents, employee and other advances and eligible current and non-current assets.

Cash and cash equivalents comprise cash on hand and in banks and demand deposits with banks which can be withdrawn at any time without prior notice or penalty on the principal.

For the purposes of the cash flow statement, cash and cash equivalents include cash on hand, in banks and demand deposits with banks, net of outstanding bank overdrafts that are repayable on demand, book overdraft and are considered part of the Company's cash management system.

ii. Financial Assets at Fair Value through Other Comprehensive Income (FVTOCI)

For assets, if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and where the company has exercised the option to classify the equity investment as at FVTOCI, all fair value changes on the investment are recognised in OCI. The accumulated gains or losses on such investments are not recycled to the Statement of Profit and Loss even on sale of such investment.

iii. Financial assets at Fair Value through Profit and loss (FVTPL)

Financial assets which is not classified in any of the above category is measured at FVTPL. These include surplus funds invested in mutual funds etc.

Financial assets included within the FVTPL category are measured at fair values with all changes recorded in the statement of profit and loss.

Non-derivative financial liabilities

Financial liabilities at amortised cost

Financial liabilities at amortised cost represented by borrowings, trade and other payables are initially recognized at fair value, and subsequently carried at amortized cost using the effective interest rate method. For trade and other payable maturing within one year from the Balance Sheet date, the carrying value approximates fair value due to short maturity.

Financial liabilities at Fair Value through Profit and loss (FVTPL)

Financial liabilities at FVTPL represented by contingent consideration are measured at fair value with all changes recognized in the statement of profit and loss.

Derivative financial instruments and hedging activities

A derivative is a financial instrument which changes value in response to changes in an underlying asset and is settled at a future date. Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. The method of recognizing the resulting gain or loss depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged.

The Company enters into derivative contracts to hedge the risks asserted with currency fluctuations relating to firm commitments and highly probable transactions. The Company does not use derivative instruments for speculative purposes.

The Company documents, at the inception of the transaction, the relationship between hedging instruments and hedged items, as well as its risk management objectives and strategy for undertaking various hedging transactions. The Company also documents its assessment, both at hedge inception and on an on-going basis, of whether the derivatives that are used in hedging transactions are effective in offsetting changes in cash flows of hedged items.

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in Other Comprehensive Income. The ineffective portion of changes in the fair value of the derivative is recognised in the Statement of Profit and Loss.

Amounts accumulated in hedging reserve are reclassified to the Statement of Profit and Loss in the periods when the hedged item affects the Statement of Profit and Loss.

The full fair value of a hedging derivative is classified as a current/ non-current, asset or liability based on the remaining maturity of the hedged item.

When a hedging instrument expires, swapped or unwound, or when a hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss existing in Statement of Changes in Equity is recognised in the Statement of Profit and Loss.

Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the Balance Sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously.

Fair value measurement

The Company classifies the fair value of its financial instruments in the following hierarchy, based on the inputs used in their valuation:

- i) Level 1 - The fair value of financial instruments quoted in active markets is based on their quoted closing price at the Balance Sheet date.
- ii) Level 2 - The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques using observable market data. Such valuation techniques include discounted cash flows, standard valuation models based on market parameters for interest rates, yield curves or foreign exchange

rates, dealer quotes for similar instruments and use of comparable arm's length transactions.

- iii) Level 3 - The fair value of financial instruments that are measured on the basis of entity specific valuations using inputs that are not based on observable market data (unobservable inputs). When the fair value of unquoted instruments cannot be measured with sufficient reliability, the Company carries such instruments at cost less impairment, if applicable.

(g) Employee Benefits

Salaries and wages paid to employees is recognized as an expense at the undiscounted amounts in the Statement of Profit and Loss of the year in which the related service is rendered.

The Company does not have any policy for deduction of professional Tax, Provident Fund, ESIC and/or any other employee benefit plans.

(h) Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset, if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Provisions for onerous contracts are recognized when the expected benefits to be derived by the Company from a contract are lower than the unavoidable costs of meeting the future obligations under the contract. Provisions for onerous contracts are measured at the present value of lower of the expected net cost of fulfilling the contract and the expected cost of terminating the contract.

(i) Income Taxes

Income tax comprises current and deferred tax. Income tax expense is recognized in the Statement of Profit and Loss except to the extent it relates to items directly recognized in equity or in other comprehensive income.

- a) Current income tax** - Current income tax liability/ (asset) for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for the year. The tax rates and tax laws used to compute the current tax amount are those that are enacted or substantively enacted by the reporting date and applicable for the year. The Company off sets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis or to realize the asset and liability simultaneously.
- b) Deferred tax** - Deferred income tax is recognized using the Balance Sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in financial statements, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profits or loss at the time of the transaction.

Deferred income tax asset is recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized. Deferred income tax liabilities are recognized for all taxable temporary differences.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

(j) Cash flow Statement:

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipt or payments and item of income or expense associated with investing or financing cash-flows. The cash

flow from operating, investing and financing activities of the Company are segregated.

(k) Revenue Recognition

The Company derives revenue primarily from screening and distribution income. Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company, and the revenue can be reliably measured regardless of when the payment is being made. Revenue excludes goods and service tax, sales tax and entertainment tax which are collected by the Company on behalf of the Government and deposited to the credit of respective Governments.

(l) Dividend and dividend distribution tax

Final dividends on shares are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors. The Company declares and pays dividends in Indian rupees and are subject to applicable distribution taxes. The applicable distribution taxes are treated as an appropriation of profits.

(m) Foreign Currency transactions and translations

Transactions in foreign currency are translated into the respective functional currencies using the exchange rates prevailing at the dates of the respective transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at the exchange rates prevailing at reporting date of monetary assets and liabilities denominated in foreign currencies are recognized in the Statement of Profit and Loss and reported within foreign exchange gains/ (losses).

Non-monetary assets and liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of transaction.

Foreign currency gains and losses are reported on a net basis. This includes changes in the fair value of foreign exchange derivative instruments, which are accounted at fair value through profit or loss.

(n) Finance Income and expense

Finance income consists of interest income on funds invested, dividend income and fair value gains on the FVTPL financial assets. Interest income is recognized as it accrues in the statement of profit and loss, using the effective interest method.

Dividend income is recognized in the statement of profit and loss on the date that the Company's right to receive payment is established.

Finance expenses consist of interest expense on loans and borrowings. Borrowing costs are recognized in the Statement of Profit and Loss using the effective interest method.

(o) Earnings per share

Basic earnings per equity share is computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares outstanding during the period.

Diluted earnings per equity share is computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as at the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

(p) Contingent Liabilities

Contingent liabilities exist when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or nonoccurrence of one or more uncertain future events not wholly within the control of the Company, or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required or the amount cannot be reliably estimated. Contingent liabilities are appropriately disclosed unless the possibility of an outflow of resources embodying economic benefits is remote.

(q) Contingent Assets

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. The Company does not recognize a contingent asset.

(r) Events after the reporting period

Adjusting events are events that provide further evidence of conditions that existed at the end of the reporting period. The financial statements are adjusted for such events before authorisation for issue. Non-adjusting events are events that are indicative of conditions that arose after the end of the reporting period. Non-adjusting events after the reporting date are not accounted, but disclosed.

(s) Borrowing Costs

Borrowing costs include interest and amortization of ancillary costs incurred to the extent they are regarded as an adjustment to the interest cost. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of the loan. Borrowing costs, allocated to and utilised for qualifying assets, pertaining to the period from commencement of activities relating to construction / development of the qualifying asset up to the date of capitalisation of such asset is added to the cost of the assets. Capitalisation of borrowing costs is suspended and charged to the Statement of Profit and Loss during extended periods when active development activity on the qualifying assets is interrupted.

During the year company has not incurred any borrowing expenses.

(t) Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest rupees as per the requirement of Schedule III, unless otherwise stated.

(u) Goods & Service Tax:

GST credit on materials purchased for production / service availed for production / input service are taken into account at the time of purchase and GST credit on purchase of capital items wherever applicable are taken into account as and when the assets are acquired.

The GST credits so taken are utilized for payment of excise duty/GST on sales. The unutilized GST credit is carried forward in the books. The GST credits so taken are utilized for payment of tax on goods sold. The unutilized GST credit, if any, is carried forward in the books.

3. Recent Indian Accounting Standards (Ind AS)

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. There are following amendments based on the exposure draft available as on date.

Amendments to existing Standards

1. Ind AS 103 – Business Combination
2. Ind AS 1, Presentation of Financial Statements and Ind AS 8, Accounting Policies, Changes in Accounting Estimates and Errors
3. Ind AS 40 – Investment Property

21. Segment reporting:

The company is engaged in the business of providing Screening and distribution Services. The company is therefore having one business segment, only.

22. Details of dues to Micro and Small Enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006.

Total creditors as on 31.03.2020 is Rs. 1,15,13,185. Details of classification of creditors into MSME and non MSME is not available. As per our knowledge there is one creditor as on March 31, 2020 with credit balance of Rs. 1,50,000, which qualifies under dues to Micro and Small Enterprises as defined under the Micro, Small and Medium Enterprises Development Act,2006. In the absence of additional information, we are not able to comment on the actual outstanding balance as on March 31, 2020 payable to Micro and Small Enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006.

23. In the opinion of Management, any of the assets other than items of property, plant and equipment, intangible assets and Non-Current Investments have a value on realization in the ordinary course of business at least equal to the amount at which they are stated, unless otherwise stated.

24. On periodical basis and as and when required, the Company reviews the carrying amounts of its assets and found that there is no indication that those assets have suffered any impairment loss. Hence, no such impairment loss have been provided in the Financial Year 2019-20 (Previous Year Rs. Nil)

25. Financial Instruments and Risk Management

Risk Management Framework

The Company's risk management is governed by policies and approved by the board of directors. Company's identifies, evaluates and hedges financial risks in close co-operation with the Company's operating units. The company has policies for overall risk management, as well as policies covering specific areas, such as - exchange risk, interest rate risk, credit risk, use of derivative financial instruments and non-derivative financial instruments.

The audit committee oversees how management monitors compliance with the company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The audit

committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

a. Credit Risk

Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. The Company maintains its cash and cash equivalents and bank deposits with banks having good reputation, good past track record and high quality credit rating and also reviews their credit-worthiness on an on-going basis. The maximum exposure to credit risk at the reporting date is primarily from trade receivables. Credit risk has always been managed by the company through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the company grants credit terms in the normal course of business. On account of the adoption of Ind AS 109, the company uses ECL model to assess the impairment loss or gain. The company uses a provision matrix to compute the ECL allowance for trade receivables and unbilled revenues. The provision matrix takes into account available external and internal credit risk factors and the company's experience for customers.

The Company reviews trade receivables on periodic basis and charges to profit and loss account when management feels the amount will not be receivable in future. The Company also calculates the expected credit loss (ECL) for non-collection of receivables.

b. Liquid Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. Management regularly monitors the position of cash and cash equivalents vis-à-vis projections. Assessment of maturity profiles of financial assets and liabilities including debt financing plans and maintenance of balance sheet liquidity ratios are considered while reviewing the liquidity position.

Exposure to Liquid Risk:

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments and exclude the impact of netting agreements.

c. Market Risk

Market risk is the risk that the fair value or future cash flow of a financial instrument will fluctuate because of changes in market factors. Market risk comprises two types of risks:

a) Currency Risk

The functional currency of the Company is Indian Rupee. The Company is exposed to currency risk on account of receivables in foreign currency. Company is exposed to

currency risk on account of receivables in foreign currency. The company does not have any unhedged foreign currency exposure as on 31/03/2020.

b) Price Risk

As of 31st March 2020, the company has nil exposure on security price risks.

d. Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date under current market conditions.

The Company categorizes assets and liabilities measured at fair value into one of three levels depending on the ability to observe inputs employed in their measurement which are described as follows:

- (a) Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.
- (b) Level 2 inputs are inputs that are observable, either directly or indirectly, other than quoted prices included within level 1 for the asset or liability.
- (c) Level 3 inputs are unobservable inputs for the asset or liability reflecting significant modifications to observable related market data or Company's assumptions about pricing by market participants.

The carrying amount of cash and cash equivalents, trade receivables, trade payables considered to be the same as their values due to their short term nature.

26. Related Party Transactions

Following are the name and relationship of related parties with which company have transactions/balances:

Associate/Subsidiary/Related Company/Enterprise/Firms:

- M/s Pyramid Entertainment India Pvt Ltd
- M/s Vasanth Color Laboratories India Ltd
- M/s SI Media LLP
- M/s Visual Communication Services

Key Management Personnel along with their relatives having significant influence:

a. Key Management Personnel

- Ranga Vasanth
- Anita Vasanth

a. Disclosures in respect of significant transactions with related parties during the year:

Transactions	Year Ended March 31, 2020	Year Ended March 31, 2019
Operating Expenses		
SI Media LLP	3,15,000	-
Screening Expenses		
SI Media LLP	4,05,000	-
Administrative Expenses		
SI Media LLP	1,46,168	-
On Behalf Payment		
Salary paid by SI Media LLP	1,49,620	-
Security & Housekeeping Expense paid by SI Media LLP	1,67,400	-
Electricity Expense paid by SI Media LLP	2,30,867	-
Fuel Expense paid by SI Media LLP	7,387	-
Travelling Expense paid by SI Media LLP	6,455	-
Travelling Expense paid by Ranga Vasanth	89,160	-
Distributor Share Income		
SI Media LLP	58,51,799	-
Screening Income		
SI Media LLP	27,14,000	-
Investment in Subsidiary Shares		
Pyramid Entertainment India Pvt Ltd	4,99,000	4,99,000
Loan given to		
Pyramid Entertainment India Pvt Ltd	1,70,100	-
SI Media LLP	1,78,000	-
Repayment of Loan from		
Pyramid Entertainment India Pvt Ltd	26,000	-
SI Media LLP	27,25,000	-
Receipt of Loan		
Vasanth Color Laboratories India Ltd	1,51,500	-

Ranga Vasanth	12,11,000	-
Repayment of Loan		
Ranga Vasanth	6,24,02,058	-
Disclosure of closing balances:		
Amount Due to		
Pyramid Entertainment India Pvt Ltd	6,67,06,464	6,65,62,364
Vasanth Color Laboratories India Ltd	2,49,000	97,500
Ranga Vasanth	14,61,817	6,25,63,715
Anita Vasanth	61,00,000	61,00,000
Amount Due From		
SI Media LLP	9,78,95,959	9,33,05,057
Trade Payables		
Visual Communication Services	11,71,600	11,71,600

27. Previous year's figures have been regrouped and rearranged wherever necessary, to make them comparable with those of current year.

As per our report of even date
For, **Jayamal Thakore & Co.**
Chartered Accountants

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

Sd/-
Anup Kumar Bhattacharjee
(Partner)
M. No.:082184
Bangalore, August 5, 2020

Sd/-
Ranga Vasanth
Director
DIN: 01763289

Sd/-
Anitha Vasanth
Director
DIN: 01763255

Sd/-
Hitarth Shah
Company Secretary
M. No: 50728
Bangalore, August 5, 2020

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF VISION CINEMAS LIMITED

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of **Vision Cinemas Ltd.** ("the company") and its subsidiaries, (the company and its subsidiaries together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at March 31 2020, and the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement and the Consolidated Statement of Change in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, except for the possible effects of the matters described in the "**Emphasis of Matters paragraph**" and "**Report on Other Legal & Regulatory Requirements paragraph**" below, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2020, and their consolidated profit, their consolidated cash flows and their consolidated changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act (SAs). Our responsibilities under those standards are further described in the Auditor's Responsibility for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Key Audit Matters

1. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matters	How our auditor addressed the key audit matter
<p data-bbox="337 554 727 617"><u>1. Recoverability of Loans to Subsidiary Company</u></p> <p data-bbox="337 659 727 905">The Company has advanced a loan of Rs. 667.06 Lakhs as on March 31, 2020. The company had given the advance to its subsidiary during the previous financial year as well as during the current financial year.</p> <p data-bbox="337 951 727 1121">The aggregate of advance as on 31st March, 2019 was Rs. 665.62 Lakhs which has increased to Rs. 667.06 Lakhs as on 31st March, 2020.</p>	<p data-bbox="751 659 1377 1121">We reviewed management's rational and objective for providing advance to subsidiary. We reviewed management's assessment of recoverability advances to subsidiary and corroborated the same with the financials of subsidiary. We reviewed the Company's internal control system for advancing the money to suppliers and subsidiary and carried out a combination of procedures involving enquiry and observation and inspection of evidence in respect of these loans and advances. Our audit approach consisted testing of design and operating effectiveness of internal controls and substantive testing as follows:</p> <ul data-bbox="751 1129 1377 1776" style="list-style-type: none"> • Review of complete details of advance given to subsidiary and corroborating the same with of ledger Accounts and confirmation of subsidiary. • Review of onward payment by subsidiary to various parties and with the supporting documents / Purchase Orders / Invoices etc. • Reviewed the procedures followed by Vision and subsidiary for selection of vendors and justification of terms of payments, delivery, warranties/Guarantees etc. • Assessed present status of Advance, receipt / availability of material/services. • Obtained explanation from the management and went through the report obtained by the company from external independent expert on fund utilization. Based on our procedures, we found management's judgment around the recovery of the Advance to be appropriate.

Information other than the Financial Statements and Auditor's Report thereon

- The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Board's Report, Management discussion and Analysis and Report on corporate governance but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon.
- Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.
- If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Consolidated Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated cash flows and consolidated changes in equity of the Group in accordance with the other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate their respective entities or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibility for the Audit of the Consolidated Financial Statements

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

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

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

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors.

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

We communicate with those charged with governance of the Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Emphasis of Matter

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

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

Report on Other Legal and Regulatory Requirements

1. As required by Section 143 (3) of the Act, based on our audit, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
 - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements.
 - d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.
 - e) On the basis of the written representations received from the directors of the Company as on March 31, 2020 taken on record by the Board of Directors of the Company, none of the directors of the Group companies incorporated in India is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate report in “Annexure A” which is based on the auditor’s reports of the Company and its subsidiary company incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the internal financial controls over financial reporting of those companies.
 - g) With respect to the other matters to be included in the Auditor’s Report in accordance with requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid/ provided by the Company to

its directors during the year is in accordance with the provisions of section 197 of the Act.

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Parent Company has following pending litigations which may have impact on its standalone financial statements:
- A matter has been filed by SEBI against promoters of the company for preferential allotment of shares in their name. The Hon. Mumbai High Court has passed a Stay order favouring the promoters against SEBI regarding this matter.
- ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.
- iii. There has been no delay in transferring amounts, required to be transferred, required to be transferred, to the Investor Education and Protection fund by the company and its subsidiary company incorporated in India.

For Jayamal Thakore & Co.
Chartered Accountants
Firm's Registration Number: 104098W

Place: Ahmedabad
Date: 05th August, 2020

Sd/-
Anup Kumar Bhattacharjee
Partner
Membership number: 082184
UDIN: 20082184AAAAAD9756

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

In conjunction with our audit of the consolidated Ind AS financial statements of the Company as of and for the year ended March 31, 2020, we have audited the internal financial controls over financial reporting of Vision Cinemas Limited (hereinafter referred to as “the Company”) and its subsidiary company, which is a company incorporated in India, as of that date.

Management’s Responsibility for Internal Financial Controls

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

Auditors’ Responsibility

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

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company and its subsidiary company which is a company incorporated in India.

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

1. In our opinion, to the best of our information and according to the explanations given to us, the Company and its subsidiary Company which is a company incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the criteria for Internal financial Control over financial reporting established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Jayamal Thakore & Co.

Chartered Accountants

Firm's Registration Number: 104098W

Place: Ahmedabad
Date: 05th August, 2020

Sd/-

Anup Kumar Bhattacharjee

Partner

Membership number: 082184

UDIN: 20082184AAAAAD9756

VISION CINEMAS LIMITED
BALANCE SHEET AS AT MARCH 31, 2020

	Note No.	31.03.2020 Rs.	31.03.2019 Rs.
I. ASSETS			
Non-current assets			
Property, plant and equipment	4	19,298,259	22,263,578
Investment in subsidiary	5	-	62,401,000
Other non-current assets	6	1,056,413	1,165,203
Deferred tax assets	7	-	1,645,112
Total Non Current Assets		20,354,672	87,474,893
Current Assets			
Financial Assets			
Trade receivables	8	97,895,959	96,429,984
Cash and cash equivalents	9	226,110	1,009,910
Other current assets	10	(15,220)	1,068,376
Total Current Assets		98,106,849	98,508,271
TOTAL ASSETS		118,461,521	185,983,163
II. EQUITY AND LIABILITIES			
Equity			
Equity share capital	11	62,567,450	62,567,450
Other equity		(5,318,021)	(4,320,251)
Share Warrants		31,338,500	31,338,500
Total Equity		88,587,929	89,585,699
Non-Current Liabilities			
Deferred tax liabilities	12	6,349,000	6,100,000
Borrowings	13	261,888	1,853,000
Provisions	14	-	1,047,880
	15	-	103,273
Total Non Current Liabilities		6,610,888	9,104,153
Current liabilities			
Financial liabilities - Borrowings			
Trade payables	16	4,259,408	6,588,923
Other current liabilities	17	10,611,153	12,314,793
Short Term Provisions	18	8,298,639	66,974,751
	19	93,503	1,414,844
Total Current Liabilities		23,262,703	87,293,311
Total Liabilities		29,873,591	96,397,464
TOTAL EQUITY & LIABILITIES		118,461,521	185,983,163

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

For and on behalf of the Board of
Vision Cinemas Limited

As per my report of even date
FOR Jayamal Thakore & Co.
CHARTERED ACCOUNTANT
Firm Reg No. : 104098W

sd/-
Ranga Vasanth
(Director)

sd/-
Anitha Vasanth
(Director)

sd/-
Anup Kumar Bhattacharjee
Partner

Place :Bangalore
Date : 05th August 2020

Membership No. 082184
Place :Bangalore
Date : 05th August 2020

VISION CINEMAS LIMITED
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2020

Amounts in INR			
	Note No.	YEAR ENDED 31.03.2020 Rs.	YEAR ENDED 31.03.2019 Rs.
Income			
Revenue from operations(Gross)	20	7,524,821	2,610,115
Other Income	21	2,021,096	4,377
Total Income		9,545,917	2,614,492
Expenses			
Operation Costs	22	720,000	637,372
Finance costs		41,380	85,138
Depreciation and amortisation expense	23	2,965,319	3,902,346
Other expenses	24	6,635,996	1,187,585
Total Expenses		10,362,695	5,812,441
Profit/(Loss) before exceptional and extraordinary items and tax		(816,778)	(3,197,949)
Exceptional items		-	-
Profit/(Loss) before extraordinary items and tax		(816,778)	(3,197,949)
Extraordinary Items			
Profit/(Loss) before Tax		(816,778)	(3,197,949)
Tax expense:			
(1) Current tax		103,644	139,387
(2) Deferred tax		(54,000)	(43,000)
Profit/(Loss) for the year		(974,422)	(3,294,336)
Less: Minority Interest		2,133	7,780
Other comprehensive income			
Items that will not be reclassified to profit or loss in subsequent period:			
Remeasurement of post employment benefit obligations		-	-
Income tax relating to these items		-	-
Other comprehensive income for the year, net of tax		-	-
Total comprehensive income for the year		(974,422)	(3,294,336)
Earnings per share:			
Basic/Diluted	25	(0.02)	(0.06)

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

For and on behalf of the Board of
Vision Cinemas Limited

sd/-
Ranga Vasanth
(Director)

sd/-
Anitha Vasanth
(Director)

Place :Bangalore
Date : 05th August 2020

As per my report of even date
FOR Jayamal Thakore & Co.
CHARTERED ACCOUNTANT
Firm Reg No. : 104098W

sd/-
Anup Kumar Bhattacharjee
Partner
Membership No. 082184
Place :Bangalore
Date : 05th August 2020

VISION CINEMAS LIMITED		
CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDING MARCH 31, 2020		
Rs. in lakhs		
Particulars	YEAR ENDED 31.03.2020	YEAR ENDED 31.03.2019
A. Cash Flow from Operating Activities		
Profit before Taxation and extraordinary items	-8.17	-32.71
Adjustments for Depreciation	29.65	39.02
Interest Income	0.00	0.00
Interest expenses	0.41	0.85
Transition in provisions in Usefullife as per Companies Act 2013		
Operating Profit before working capital changes	21.90	7.16
Changes in Working Capital:		
Increase/(Decrease) in Trade Payables	-17.03	1.86
Increase/(Decrease) in Short Term Provisions	-9.01	1.16
Increase/(Decrease) in Other Liabilities	-1440.30	21.56
(Increase)/Decrease in Trade Receivables	-14.66	-34.28
(Increase)/Decrease in Short term Loans and advances	2.96	0.00
(Increase)/Decrease in Long Term Loans and advances	674.62	-0.58
(Increase)/Decrease in Other Current assets	16.23	1.80
Cash generated from Operations	-765.30	-1.30
Taxes paid (Net of refunds)	1.58	
Net cash generated from operations before extraordinary items	-766.87	-1.30
Net cash generated from operating activities	-766.87	-1.30
B. Cash Flow from Investing Activities		
Purchase of Tangible/Intangible Assets	0	0
Reinstatement of Fixed Assets on account of (Increase)/ Decrease in Investments	629.00	0
Transition in provisions in Usefullife as per Companies Act 2013		
Dividend Received		
Transition in provisions in Usefullife as per Companies Act 2013		
Interest received		
Net Cash from Investing Activities	629.00	0
C. Cash flow from Financing Activities		
Interest paid	-0.41	-0.85
Issue of Share warrants		
Increase/(Repayment) of borrowings	130.45	2.34
Net cash raised in Financing activities	130.04	1.49
Net increase in cash and cash equivalents	-7.84	0.19
Cash and Cash equivalents at the beginning of the year	10.10	9.91
	0.00	0.00
Cash and Cash equivalents at the end of the year	2.26	10.10
Notes:		
1. There was no significant reconciliation items between cash flow prepared under IGAAP and those prepared under Ind AS		
For Visions Cinemas Limited		
Place: Bangalore		
Date: 05/08/2020		
Anita Vasanth Director DIN: 01763255		

VISION CINEMAS LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2020

11. EQUITY SHARE CAPITAL

Particulars	As at 31.03.2020	As at 31.03.2019
Authorised		
15,00,00,000 (Previous Year 15,00,00,000) Equity Shares of Rs. 1/- each	150,000,000	150,000,000
(A) Issued and Subscribed and fully Paid-up		
5,41,74,705 (Previous Year 5,41,74,705) Equity Shares of Rs. 1/- each fully paid up	54,174,705	54,174,705
(B) Forfeiture of Shares		
(arising out of reduction in capital as per court order)		
Opening balance	8,392,745	8,392,745
Add : Transfer During the year	-	-
Balance as at the end of the year	8,392,745	8,392,745
TOTAL	62,567,450	62,567,450

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

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

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

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

Reconciliation of number of Shares

	As at 31.03.2020		As at 31.03.2019	
	Number of Shares	Amount	Number of Shares	Amount
Equity Shares:				
Balance as at the beginning of the previous year	54,174,705	54,174,705	54,174,705	54,174,705
Add: Shares issued during the year	54,174,705	54,174,705	54,174,705	54,174,705
Balance as at the end of the year	54,174,705	54,174,705	54,174,705	54,174,705

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

Particulars	As at 31.03.2020		As at 31.03.2019	
	No. of shares	Percentage	No. of shares	Percentage
S.I. Media LLP	10,000,000	18.46%	10,000,000	18.46%
Vasanth Color Labs	5,000,000	9.23%	5,000,000	9.23%

Note No. 4

Method : Straight Line basis

PROPERTY, PLANT AND EQUIPMENT

SI No	Particulars	Gross Block				Accumulated Depreciation				Net Block	
		Balance as at 1st April 2019	Additions/ (Disposals)	Revaluations/ (Impairments)	Balance as at 31st March 2020	Balance as at 1st April 2019	Transfer to General reserve	Depreciation for the Year	Balance as at 31st March 2020	Balance as at 31st March 2020	Balance as at 31st March 2019
1	Tangible Assets										
	Building	82,571,014	-		82,571,014	76,288,017		365,200	76,653,217	5,917,797	6,282,997
2	Plant & Machinery	89,592,528	-		89,592,528	75,139,778		2,380,596	77,520,374	12,072,154	14,452,750
3	Furniture & Fixtures	7,006,658	-		7,006,658	6,881,875		-	6,881,875	124,783	124,783
4	Office Equipment	1,512,662	-		1,512,662	1,448,488		-	1,448,488	64,174	64,174
5	Vehicles	5,578,402	-		5,578,402	4,792,162		217,783	5,009,945	568,457	786,240
6	Computers	11,158,029	-		11,158,029	10,605,396		1,739	10,607,135	550,894	552,633
1	Intangible Assets										
	Multiplex Software	180,144	-		180,144	180,144					
	Total	197,599,437	-	-	197,599,437	175,335,860	-	2,965,318	178,121,034	19,298,259	22,263,577
	Previous Year	197,599,431	-	-	197,599,431	153,735,544	-	5,409,500	159,145,044	38,454,386	43,863,886

Note No.

2.1

Method : Straight Line basis

PROPERTY, PLANT AND EQUIPMENT

SI No	Particulars	Gross Block				Accumulated Depreciation				Net Block	
		Balance as at 1st April 2018	Additions/ (Disposals)	Revaluations/ (Impairments)	Balance as at 31st March 2019	Balance as at 1st April 2018	Transfer to General reserve	Depreciation for the Year	Balance as at 31st March 2019	Balance as at 31st March 2019	Balance as at 31st March 2018
1	Tangible Assets										
	Building	82,571,014	-		82,571,014	76,115,258		172,759	76,288,017	6,282,997	6,455,757
2	Plant & Machinery	89,592,528	-		89,592,528	71,731,597		3,408,181	75,139,778	14,452,750	1,300,286
3	Furniture & Fixtures	7,006,658	-		7,006,658	6,881,875		-	6,881,875	124,783	124,785
4	Office Equipment	1,512,662	-		1,512,662	1,448,488		-	1,448,488	64,174	62,640
5	Vehicles	5,578,402	-		5,578,402	4,475,478		316,684	4,792,162	786,240	88,882
6	Computers	11,158,029	-		11,158,029	10,600,674		4,722	10,605,396	552,633	544,948
1	Intangible Assets										
	Multiplex Software	180,144	-		180,144	180,144			180,144	1	8,750,057
	Total	197,599,437	-	-	197,599,437	171,433,514	-	3,902,346	175,335,860	22,263,578	17,327,355
	Previous Year	197,599,430	-	-	197,599,430	77,248,006	64,456,770	5,996,803	147,701,578	49,897,853	120,351,424

VISION CINEMAS LIMITED

NOTES ON ACCOUNTS FORMING PART OF THE FINANCIAL STATEMENTS THE FINANCIAL YEAR 2019-20

5 INVESTMENT IN SUBSIDIARY

Particulars	As at 31.03.2020	As at 31.03.2019
Investment in Wholly Owned Subsidiary		
49,900 Equity shares of Rs 10/- each, fully paid up (Pyramid Entertainment (India) Private Limited)	499,000	-
TOTAL	499,000	-

6 OTHER NON-CURRENT ASSETS

Particulars	As at 31.03.2020	As at 31.03.2019
(Unsecured, Considered good)		
Security Deposit - Others	1,056,413	1,165,203
TOTAL	1,056,413	1,165,203

7 DEFERRED TAX ASSETS

Particulars	As at 31.03.2020	As at 31.03.2019
Arising on account of timing differences:		
Depreciation		1,645,112
TOTAL	-	1,645,112

8 TRADE RECEIVABLES

Particulars	As at 31.03.2020	As at 31.03.2019
Unsecured, considered good		
Outstanding for a period exceeding six months from the date they are due for payment		
- from related Parties	97,895,959	93,579,475
Others		2,850,510
TOTAL	97,895,959	96,429,984

9 CASH AND CASH EQUIVALENTS

Particulars	As at 31.03.2020	As at 31.03.2019
Cash and Cash equivalents		
Cash on hand	191,930	968,039
Balances with Banks in Current Account	34,179	41,871
TOTAL	226,110	1,009,910

10 OTHER CURRENT ASSETS

Particulars	As at 31.03.2020	As at 31.03.2019
Unsecured, considered good		
Advance to Vendors	-	977,070
Advance Taxes & TDS (Net of Provisions)	14,780	31,328
GST Input receivable	-	29,097
Prepaid Expenses		30,882
Due From Related Parties	-	
Other loans	(30,000)	-
TOTAL	(15,220)	1,068,376

12	NON - CURRENT LIABILITIES		
	Particulars	0.00	As at 31.03.2019
	Anitha Vasanth	6,100,000	6,100,000
	Vasanth Colour Labs	249,000	-
	TOTAL	6,349,000	6,100,000
13	DEFERRED TAX LIABILITIES		
	Particulars	As at 31.03.2020	As at 31.03.2019
	On account fiscal allowance of depreciation	261,888	1,853,000
	TOTAL	261,888	1,853,000
14	BORROWINGS		
	Particulars	As at 31.03.2020	As at 31.03.2019
	Term Loan:		
	Saraswat Bank	-	-
	Vehicle Loan* (current maturities of loan disclosed under "OTHER CURRENT LIABILITIES")		1,047,880
	TOTAL	-	1,047,880
15	PROVISIONS		
	Particulars	As at 31.03.2020	As at 31.03.2019
	Provision for Gratuity		103,273
	TOTAL	-	103,273
16	BORROWINGS		
	Particulars	As at 31.03.2020	As at 31.03.2019
	Unsecured:-		
	Inter corporate loan & Loan from related party Vision Cinemas Limited (Holding Company) Ranga Vasanth(Director)	-	2,343,515
	Vasanth Colour Labs Limited (Company having common directors)	4,245,408	4,245,408
	S I Media LLP	14,000	-
	TOTAL	4,259,408	6,588,923
17	TRADE PAYABLES		
	Particulars	As at 31.03.2020	As at 31.03.2019
	Trades payables		
	- Due to micro small and medium enterprises	-	-
	- Due to related parties	-	-
	-Others	10,611,153	12,314,793
	TOTAL	10,611,153	12,314,793
18	OTHER CURRENT LIABILITIES		
	Particulars	As at 31.03.2020	As at 31.03.2019
	Due to Key managerial personnel		
	Ranga Vasanth	3,733,332	62,563,714
	BRG and Associates, Company Secretary	30,000	-
	Outstanding Expenses	2,352,000	2,858,062
	Statutory Dues(Including Provident Fund,Withholding Taxes Payable)	1,949,276	1,061,658
	Audit Fees Payable	234,031	-
	Current maturities of Long term borrowings		491,317
	TOTAL	8,298,639	66,974,751
19	Short Term Provisions		
	Particulars	As at 31.03.2020	As at 31.03.2019
	Provision for Taxation	93,503	1,380,420
	Provision for Gratuity		34,424
	TOTAL	93,503	1,414,844

20 REVENUE FROM OPERATIONS				
Particulars	Year ended 31st March 2020		Year ended 31st March 2019	
Screening Income		7,524,821		2,610,115
TOTAL		<u>7,524,821</u>		<u>2,610,115</u>
21 Other Income				
Particulars	Year ended 31st March 2020		Year ended 31st March 2019	
Write Off		1,264,381		
Other Income		752,340		
Dividend Income		4,375		4,377
TOTAL		<u>2,021,096</u>		<u>4,377</u>
22 OPERATION COSTS				
Particulars	Year ended 31st March 2020		Year ended 31st March 2019	
Screening expenses		720,000		637,372
TOTAL		<u>720,000</u>		<u>637,372</u>
23 DEPRECIATION AND AMORTISATION EXPENSES				
Particulars	Year ended 31st March 2020		Year ended 31st March 2019	
Depreciation on tangible assets		2,965,318		3,902,346
TOTAL		<u>2,965,318</u>		<u>3,902,346</u>
24 OTHER EXPENSES				
Particulars	Year ended 31st March 2020		Year ended 31st March 2019	
Audit fees - Statutory		175,000		155,000
Administrative Exp.		372,168		
Advertising & Print Media Exp.		127,660		
Annual Issuer Fees		103,610		
Annual Listing Fee		300,000		
Consultancy Charges		1,600,000		
Electricity Charges		230,867		
Fuel Exp.		119,887		
General Expenses		159,026		814,430
Late Submission Fees		44,000		
Legal & Professional Charges		1,532,068		211,725
NSDL Annual Custody Fee		38,344		
Printing & Stationery Exp.		84,537		-
Prior Period Exp.		206,930		
R T A Exp.		83,376		
Salary & Wages Payable		987,620		
Security & Housekeeping Exp.		167,400		
Statutory Expenses		21,600		
Travelling and Conveyance Exp.		281,903		
TOTAL		<u>6,635,996</u>		<u>1,187,585</u>
25 EARNINGS PER SHARE				
Particulars	Year ended 31st March 2020		Year ended 31st March 2019	
	After extraordinary items	Before extraordinary items	After extraordinary items	After extraordinary items
Basic/Diluted Profit/(Loss) after tax	(974,422)	(974,422)	(3,294,336)	(3,294,336)
Weighted average number of shares outstanding	54,471,200	54,471,200	54,471,200	54,471,200
Basic EPS	(0.02)	-0.02	-0.06	(0.06)
Face value per share	1	1	1	1

Notes forming part of Consolidated Financial Statements

1. CORPORATE INFORMATION

The Consolidated financial statements of Vision Cinemas Limited is made up of the Vision Cinemas Limited together with its subsidiaries Pyramid Entertainment India Pvt Ltd. (collectively referred to as the "Group").

The Company is engaged in the business of movie exhibition. The company earns revenue from screening income and distribution income.

The Vision Cinemas Limited is a public company incorporated under the provisions of the Companies Act, 1956. Its shares are listed on Bombay Stock Exchange.

The principal accounting policies applied in the preparation of the consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

2. SIGNIFICANT ACCOUNTING POLICIES

2.1 BASIS OF PREPARATION & PRESENTATION OF FINANCIAL STATEMENTS

(a) Statement of Compliance

These consolidated financial statements have not been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules as amended from time to time.

(b) Basis of measurement

The consolidated financial statements have been prepared on a historical cost convention and on an accrual basis, except for certain financial instruments which are measured at fair value at end of the each reporting period, as explained in the accounting policies below.

(c) Use of judgement, estimates and assumptions

The preparation of the financial statements requires the management to make judgements, estimates and assumptions considered in the reported amounts of assets and liabilities and disclosure relating to contingent liabilities as at the date of consolidated financial statement and the reported amounts of income and expenditure during the reported year. Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the consolidated financial statements is included in the following notes:

i) Income taxes

The Group's major tax jurisdictions is India. Significant judgments are involved in determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions. In assessing the realizability of deferred income tax assets, management considers whether some portion or all of the deferred income tax assets will not be realized. The realization of deferred income tax assets is dependent upon the generation of future taxable income during the periods in which the temporary differences become deductible. Management considers the scheduled reversals of deferred income tax liabilities, projected future taxable income and tax planning strategies in making this assessment. Based on the level of historical taxable income and projections for future taxable income over the periods in which the deferred income tax assets are deductible, management believes that the company will realize the benefits of those deductible differences. The amount of the deferred income tax assets considered realizable, however, could be reduced in the near term if estimates of future taxable income during the carry forward period are reduced.

ii) Impairment testing

Investments in goodwill and intangible assets are tested for impairment annually and when events occur or changes in circumstances indicate that the recoverable amount of the asset or cash generating units to which these pertain is less than its carrying value. The recoverable amount of cash generating units is higher of value-in-use and fair value less cost to dispose. The calculation of value in use of a cash generating unit involves use of significant estimates and assumptions which includes turnover and earnings multiples, growth rates and net margins used to calculate projected future cash flows, risk-adjusted discount rate, future economic and market conditions.

iii) Depreciation and amortisation

Depreciation and amortisation is based on management estimates of the future useful lives of certain class of property, plant and equipment and intangible assets. Estimates may change due to technological developments, competition, changes in market conditions and other factors and may result in changes in the estimated useful life and in the depreciation and amortisation charges.

iv) Other estimates

The preparation of Consolidated financial statements involves estimates and assumptions that affect the reported amount of assets, liabilities, disclosure of contingent liabilities at the date of consolidated financial statements and the reported amount of revenues and expenses for the reporting period.

Specifically, the Company estimates the probability of collection of accounts receivable by analyzing historical payment patterns, customer concentrations, customer credit worthiness and current economic trends. If the financial condition of a customer deteriorates, additional allowances may be required.

The stock compensation expense is determined based on the Company's estimate of equity instruments that will eventually vest.

Fair valuation of derivative hedging instruments designated as cash flow hedges involves significant estimates relating to the occurrence of forecast transaction.

v) Estimation of uncertainties relating to the global health pandemic COVID-19:

The management has considered the possible effects, if any, that may result from the pandemic relating to Covid 19 on the carrying amounts of receivables. In making the assumptions and estimates relating to the uncertainties as at the Balance sheet date in relation to recoverable amounts of these assets, the management has considered the global economic conditions prevailing at the date of approval of these financial statements and has used internal and external sources of Information to the extent determined by it. The actual outcome of these assumptions and estimates may vary in the future due to the impact of the pandemic.

2.2 Basis of Consolidation

Name of the Company	Country of Incorporation	Proportion of Ownership as on March 31, 2020	Proportion of Ownership as on March 31, 2019
Pyramid Entertainment India Pvt Ltd.	India	99.8%	99.8%

Principles of Consolidation and equity accounting

• **Subsidiary companies**

Subsidiary companies are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiary companies are fully consolidated from the date on which control is obtained by the Group. They are deconsolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the Group.

The Group combines the Consolidated Financial Statements of the parent and its subsidiary companies line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealised gains on transactions between

Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting Policies of subsidiary companies have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests in the results and equity of subsidiary companies are shown separately in the Consolidated Statement of Profit and Loss, Consolidated Statement of changes in equity and Consolidated Balance Sheet respectively.

- **Equity Method**

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise share of the Group in post-acquisition profit and loss of the investee in profit and loss, and share of the Group in Other Comprehensive Income of the investee in Other Comprehensive Income. Dividends received or receivable from subsidiary Company are recognised as a reduction in the carrying amount of the investment.

When the Group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

Unrealised gains on transactions between the Group and its subsidiary Company are eliminated to the extent of the Group interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting Policies of equity accounted investees have been changed where necessary to ensure consistency with the policies adopted by the Group.

The carrying amount of equity accounted investments are tested for impairment in accordance with the policy described in (ix) below.

- **Change in ownership interest**

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interest in the subsidiary companies. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised within equity.

When the Group ceases to consolidate or equity account for an investment because of a loss of control, joint control or significant influence, any retained interest in the entity is remeasured to its fair value with the change in carrying amount recognised in the Consolidated

Statement of Profit and Loss. This fair value becomes the initial carrying amount for the purpose of subsequent accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amount previously recognised in Other Comprehensive Income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in Other Comprehensive Income are reclassified to the Consolidated Statement of Profit and Loss.

If the ownership interest in a joint venture Company or an associate is reduced but joint control or significant influence is retained, only a proportionate share of the amounts previously recognised in Other Comprehensive Income are reclassified to the Consolidated Statement of Profit and Loss where appropriate.

2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Functional and presentation currency

Items included in the Consolidated financial statements of the Company are measured using the currency of the primary economic environment in which the Company operates (i.e. the “functional currency”). The financial statements are presented in Indian Rupee, the national currency of India, which is the functional currency of the Company. The functional currency of its subsidiary is also Indian Rupee.

(b) Property, plant and equipment

Property, plant and equipment are measured at historical cost or its deemed cost less accumulated depreciation and impairment losses, if any. Historical Cost includes expenditures directly attributable to the acquisition of the asset.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment. Subsequent expenditure relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. Repairs and maintenance costs are recognized in the statement of profit and loss when incurred.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in the Statement of Profit and Loss.

(c) Depreciation/ Amortisation

Depreciable amount for assets is the cost of asset less its estimated residual value.

Depreciation has been provided on all assets on the straight line method, as per the useful life prescribed in Schedule II of the Companies Act, 2013.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate. The Company assesses at each Balance Sheet date whether there is objective evidence that an asset or a group of assets is impaired. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

All the assets of Parent Company except building are at residual value as on 1st April, 2019 and hence depreciation is provided only on building value amount. Depreciation on all the assets of subsidiary company are provided according to the applicable rates.

The residual values are not more than 5% of the original cost of assets.

(d) Leases

From April 1, 2019, Ind AS 116 'Leases' is applicable to all the listed companies. Ind AS 116 has certain exemptions from the application of Ind AS – 116:

As per explanation and books of accounts provided to us, there are no lease payments done by the company and as per the explanation provided to us, no lease agreements are entered into by the company.

(e) Financial Instruments

All financial instruments are recognised initially at fair value. Transaction costs that are attributable to the acquisition of the financial asset (other than financial assets recorded at fair value through profit or loss) are included in the fair value of the financial assets. Purchase or sale of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trade) are recognised on trade date. While, loans and borrowings and payables are recognised net of directly attributable transaction costs.

For the purpose of subsequent measurement, financial instruments of the Group are classified in the following categories: non-derivative financial assets comprising amortised cost, debt instruments at fair value through other comprehensive income (FVTOCI), equity instruments at FVTOCI or fair value through profit and loss account (FVTPL), non derivative financial liabilities at amortised cost or FVTPL and derivative financial instruments (under the category of financial assets or financial liabilities) at FVTPL.

The classification of financial instruments depends on the objective of the business model for which it is held. Management determines the classification of its financial instruments at initial recognition.

Non-derivative financial assets

i. Financial assets at amortised cost

A financial asset shall be measured at amortised cost if both of the following conditions are met:

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

They are presented as current assets, except for those maturing later than 12 months after the reporting date which are presented as non-current assets. Financial assets are measured initially at fair value plus transaction costs and subsequently carried at amortized cost using the effective interest rate method, less any impairment loss.

Financial assets at amortised cost are represented by trade receivables, security deposits, cash and cash equivalents, employee and other advances and eligible current and non-current assets.

Cash and cash equivalents comprise cash on hand and in banks and demand deposits with banks which can be withdrawn at any time without prior notice or penalty on the principal.

For the purposes of the cash flow statement, cash and cash equivalents include cash on hand, in banks and demand deposits with banks, net of outstanding bank overdrafts that are repayable on demand, book overdraft and are considered part of the Company's cash management system.

ii. Financial Assets at Fair Value through Other Comprehensive Income (FVTOCI)

For assets, if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and where the company has exercised the option to classify the equity investment as at FVTOCI, all fair value changes on the investment are recognised in OCI. The accumulated gains or losses on such investments are not recycled to the Statement of Profit and Loss even on sale of such investment.

iii. Financial assets at Fair Value through Profit and loss (FVTPL)

Financial assets which is not classified in any of the above category is measured at FVTPL. These include surplus funds invested in mutual funds etc.

Financial assets included within the FVTPL category are measured at fair values with all changes recorded in the statement of profit and loss.

Non-derivative financial liabilities

Financial liabilities at amortised cost

Financial liabilities at amortised cost represented by borrowings, trade and other payables are initially recognized at fair value, and subsequently carried at amortized cost using the effective interest rate method. For trade and other payable maturing within one year from the Balance Sheet date, the carrying value approximates fair value due to short maturity.

Financial liabilities at Fair Value through Profit and loss (FVTPL)

Financial liabilities at FVTPL represented by contingent consideration are measured at fair value with all changes recognized in the statement of profit and loss.

Derivative financial instruments and hedging activities

A derivative is a financial instrument which changes value in response to changes in an underlying asset and is settled at a future date. Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. The method of recognizing the resulting gain or loss depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged.

The Group enters into derivative contracts to hedge the risks asserted with currency fluctuations relating to firm commitments and highly probable transactions. The Company does not use derivative instruments for speculative purposes.

The Group documents, at the inception of the transaction, the relationship between hedging instruments and hedged items, as well as its risk management objectives and strategy for undertaking various hedging transactions. The Group also documents its assessment, both at hedge inception and on an on-going basis, of whether the derivatives that are used in hedging transactions are effective in offsetting changes in cash flows of hedged items.

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in Other Comprehensive Income. The ineffective portion of changes in the fair

value of the derivative is recognised in the Consolidated Statement of Profit and Loss.

Amounts accumulated in hedging reserve are reclassified to the Consolidated Statement of Profit and Loss in the periods when the hedged item affects the Consolidated Statement of Profit and Loss.

The full fair value of a hedging derivative is classified as a current/ non-current, asset or liability based on the remaining maturity of the hedged item.

When a hedging instrument expires, swapped or unwound, or when a hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss existing in Consolidated Statement of Changes in Equity is recognised in the Consolidated Statement of Profit and Loss.

Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the Consolidated Balance Sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously.

Fair value measurement

The Group classifies the fair value of its financial instruments in the following hierarchy, based on the inputs used in their valuation:

- i) Level 1 - The fair value of financial instruments quoted in active markets is based on their quoted closing price at the Balance Sheet date.
- ii) Level 2 - The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques using observable market data. Such valuation techniques include discounted cash flows, standard valuation models based on market parameters for interest rates, yield curves or foreign exchange rates, dealer quotes for similar instruments and use of comparable arm's length transactions.
- iii) Level 3 - The fair value of financial instruments that are measured on the basis of entity specific valuations using inputs that are not based on observable market data (unobservable inputs). When the fair value of unquoted instruments cannot be measured with sufficient reliability, the Company carries such instruments at cost less impairment, if applicable.

(f) Employee Benefits

Salaries and wages paid to employees is recognized as an expense at the undiscounted amounts in the Statement of Profit and Loss of the year in which the related service is rendered.

The Company does not have any policy for deduction of professional Tax, Provident Fund, ESIC and/or any other employee benefit plans.

(g) Provisions

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset, if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Provisions for onerous contracts are recognized when the expected benefits to be derived by the Group from a contract are lower than the unavoidable costs of meeting the future obligations under the contract. Provisions for onerous contracts are measured at the present value of lower of the expected net cost of fulfilling the contract and the expected cost of terminating the contract.

(h) Income Taxes

Income tax comprises current and deferred tax. Income tax expense is recognized in the Consolidated Statement of Profit and Loss except to the extent it relates to items directly recognized in equity or in other comprehensive income.

a) Current income tax - Current income tax liability/ (asset) for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for the year. The tax rates and tax laws used to compute the current tax amount are those that are enacted or substantively enacted by the reporting date and applicable for the year. The Group off sets current tax assets and current tax

liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis or to realize the asset and liability simultaneously.

b) Deferred tax - Deferred income tax is recognized using the Balance Sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in financial statements, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profits or loss at the time of the transaction.

Deferred income tax asset is recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized. Deferred income tax liabilities are recognized for all taxable temporary differences.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

(i) Cash flow Statement:

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipt or payments and item of income or expense associated with investing or financing cash-flows. The cash flow from operating, investing and financing activities of the Group are segregated.

(j) Revenue Recognition

The Group derives revenue primarily from screening and distribution income. Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Group, and the revenue can be reliably measured regardless of when the payment is being made. Revenue excludes goods and service tax, sales tax and entertainment tax which are collected by the Group on behalf of the Government and deposited to the credit of respective Governments.

(k) Dividend and dividend distribution tax

Final dividends on shares are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors. The Company declares and pays dividends in Indian rupees and are subject to applicable distribution taxes. The applicable distribution taxes are treated as an appropriation of profits.

(l) Foreign Currency transactions and translations

Transactions in foreign currency are translated into the respective functional currencies using the exchange rates prevailing at the dates of the respective transactions.

Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at the exchange rates prevailing at reporting date of monetary assets and liabilities denominated in foreign currencies are recognized in the consolidated Statement of Profit and Loss and reported within foreign exchange gains/ (losses).

Non-monetary assets and liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of transaction.

Foreign currency gains and losses are reported on a net basis. This includes changes in the fair value of foreign exchange derivative instruments, which are accounted at fair value through profit or loss.

(m) Finance Income and expense

Finance income consists of interest income on funds invested, dividend income and fair value gains on the FVTPL financial assets. Interest income is recognized as it accrues in the statement of profit and loss, using the effective interest method.

Dividend income is recognized in the Consolidated statement of profit and loss on the date that the Group's right to receive payment is established.

Finance expenses consist of interest expense on loans and borrowings. Borrowing costs are recognized in the Consolidated Statement of Profit and Loss using the effective interest method.

(n) Earnings per share

Basic earnings per equity share is computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares outstanding during the period.

Diluted earnings per equity share is computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as at the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

(o) Contingent Liabilities

Contingent liabilities exist when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or nonoccurrence of one or more uncertain future events not wholly within the control of the Group, or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required or the amount cannot be reliably estimated. Contingent liabilities are appropriately disclosed unless the possibility of an outflow of resources embodying economic benefits is remote.

(p) Contingent Assets

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. The Group does not recognize a contingent asset.

(q) Events after the reporting period

Adjusting events are events that provide further evidence of conditions that existed at the end of the reporting period. The financial statements are adjusted for such events before authorisation for issue.

Non-adjusting events are events that are indicative of conditions that arose after the end of the reporting period. Non-adjusting events after the reporting date are not accounted, but disclosed.

(r) Borrowing Costs

Borrowing costs include interest and amortization of ancillary costs incurred to the extent they are regarded as an adjustment to the interest cost. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of the loan. Borrowing costs, allocated to and utilised for qualifying assets, pertaining to the period from commencement of activities relating to construction / development of the qualifying asset up to the date of capitalisation of such asset is added to the cost of the assets. Capitalisation of borrowing costs is suspended and charged to the Statement of Profit and Loss during extended periods when active development activity on the qualifying assets is interrupted.

During the year company has not incurred any borrowing expenses.

(s) Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest rupees as per the requirement of Schedule III, unless otherwise stated.

(t) Goods & Service Tax:

GST credit on materials purchased for production / service availed for production / input service are taken into account at the time of purchase and GST credit on purchase of capital items wherever applicable are taken into account as and when the assets are acquired.

The GST credits so taken are utilized for payment of excise duty/GST on sales. The unutilized GST credit is carried forward in the books. The GST credits so taken are utilized for payment of tax on goods sold. The unutilized GST credit, if any, is carried forward in the books.

3. Recent Indian Accounting Standards (Ind AS)

Ministry of Corporate Affairs (“MCA”) notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable from April 1, 2020.

26. Segment reporting:

The company is engaged in the business of providing Screening and distribution Services. The company is therefore having one business segment, only.

27. Details of dues to Micro and Small Enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006.

Total creditors of group as on 31.03.2020 is Rs. 1,38,24,541. Details of classification of creditors into MSME and non MSME is not available. As per our knowledge there is one creditor as on March 31, 2020 with credit balance of Rs. 1,75,000, which qualifies under dues to Micro and Small Enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006. In the absence of additional information, we are not able to comment on the actual outstanding balance as on March 31, 2020 payable to Micro and Small Enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006.

28. In the opinion of Management, any of the assets other than items of property, plant and equipment, intangible assets and Non-Current Investments have a value on realization in the ordinary course of business at least equal to the amount at which they are stated, unless otherwise stated.

29. On periodical basis and as and when required, the Company reviews the carrying amounts of its assets and found that there is no indication that those assets have suffered any impairment loss. Hence, no such impairment loss have been provided in the Financial Year 2019-20 (Previous Year Rs. Nil)

30. Financial Instruments and Risk Management

Risk Management Framework

The Company's risk management is governed by policies and approved by the board of directors. Company's identifies, evaluates and hedges financial risks in close co-operation with the Company's operating units. The company has policies for overall risk management, as well as policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk, use of derivative financial instruments and non-derivative financial instruments.

The audit committee oversees how management monitors compliance with the company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

a. Credit Risk

Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. The Company maintains its cash and cash equivalents and bank deposits with banks having good reputation, good past track record and high quality credit rating and also reviews their credit-worthiness on an on-going basis. The maximum exposure to credit risk at the reporting date is primarily from trade receivables. Credit risk has always been managed by the

company through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the company grants credit terms in the normal course of business. On account of the adoption of Ind AS 109, the company uses ECL model to assess the impairment loss or gain. The company uses a provision matrix to compute the ECL allowance for trade receivables and unbilled revenues. The provision matrix takes into account available external and internal credit risk factors and the company's experience for customers.

The Company reviews trade receivables on periodic basis and charges to profit and loss account when management feels the amount will not be receivable in future. The Company also calculates the expected credit loss (ECL) for non-collection of receivables.

b. Liquid Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. Management regularly monitors the position of cash and cash equivalents vis-à-vis projections. Assessment of maturity profiles of financial assets and liabilities including debt financing plans and maintenance of balance sheet liquidity ratios are considered while reviewing the liquidity position.

Exposure to Liquid Risk:

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments and exclude the impact of netting agreements.

c. Market Risk

Market risk is the risk that the fair value or future cash flow of a financial instrument will fluctuate because of changes in market factors. Market risk comprises two types of risks:

a) Currency Risk

The functional currency of the Company is Indian Rupee. The Company is exposed to currency risk on account of receivables in foreign currency. Company is exposed to currency risk on account of receivables in foreign currency.

b) Price Risk

As of 31st March 2020, the company has nil exposure on security price risks.

d. Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date under current market conditions.

The Company categorizes assets and liabilities measured at fair value into one of three levels depending on the ability to observe inputs employed in their measurement which are described as follows:

- (a) Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.
- (b) Level 2 inputs are inputs that are observable, either directly or indirectly, other than quoted prices included within level 1 for the asset or liability.
- (c) Level 3 inputs are unobservable inputs for the asset or liability reflecting significant modifications to observable related market data or Company's assumptions about pricing by market participants

The carrying amount of cash and cash equivalents, trade receivables, trade payables considered to be the same as their values due to their short term nature.

31. Related Party Transactions

Following are the name and relationship of related parties with which company have transactions/balances:

Associate/Subsidiary/Related Company/Enterprise/Firms:

- M/s Pyramid Entertainment India Pvt Ltd
- M/s Vasanth Color Laboratories India Ltd
- M/s SI Media LLP
- M/s Visual Communication Services

Key Management Personnel along with their relatives having significant influence:

a. Key Management Personnel

- Ranga Vasanth
- Anita Vasanth

a. Disclosures in respect of significant transactions with related parties during the year:

Transactions	Year Ended March 31, 2020	Year Ended March 31, 2019
Operating Expenses		
SI Media LLP	3,15,000	-
Screening Expenses		
SI Media LLP	4,05,000	-
Administrative Expenses		
SI Media LLP	1,46,168	-
On Behalf Payment		
Salary paid by SI Media LLP	1,49,620	-
Security & Housekeeping Expense paid by SI Media LLP	1,67,400	-
Electricity Expense paid by SI Media LLP	2,30,867	-
Fuel Expense paid by SI Media LLP	7,387	-
Travelling Expense paid by SI Media LLP	6,455	-
Travelling Expense paid by Ranga Vasanth	89,160	-
Vehicle Loan paid by Visual Communication Services	10,47,880	
Distributor Share Income		
SI Media LLP	58,51,799	-
Screening Income		
SI Media LLP	27,14,000	-
Loan given to		
SI Media LLP	1,64,000	-
Repayment of Loan from		
SI Media LLP	27,25,000	-
Receipt of Loan		
Vasanth Color Laboratories India Ltd	1,65,000	-
Ranga Vasanth	12,11,000	-
Repayment of Loan		

Ranga Vasanth	6,24,02,058	-
Disclosure of closing balances:		
Amount Due to		
Vasanth Color Laboratories India Ltd	46,08,908	44,43,908
Ranga Vasanth	37,33,332	6,49,07,230
Anita Vasanth	61,00,000	61,00,000
Visual Communication Services	10,93,938	46,058
Amount Due From		
SI Media LLP	9,78,81,959	9,33,05,057
Trade Payables		
Visual Communication Services	11,71,600	11,71,600

32. Previous year's figures have been regrouped and rearranged wherever necessary, to make them comparable with those of current year.

As per our report of even date
For, **Jayamal Thakore & Co.**
Chartered Accountants

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

Sd/-
Anup Kumar Bhattacharjee
(Partner)
M. No.:082184
Bangalore, August 5, 2020

Sd/-
Ranga Vasanth
Director
DIN: 01763289

Sd/-
Anitha Vasanth
Director
DIN: 01763255

Sd/-
Hitarth Shah
Company Secretary
M. No: 50728
Bangalore, August 5, 2020