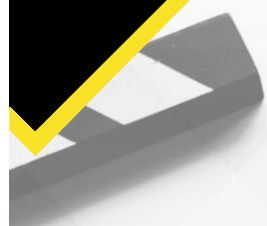




Vision Cinemas Limited

Annual Report 2018-19





CORPORATE INFORMATION

Board of Directors

Bindiganavale Rangvasanth	Managing Director
Anita Vasanth	Director (Executive) & Chief Financial Officer
Bindiganavale Ranga Shamaladevi	Director (Executive)
Kunal Ashok*	Additional Director (Independent)
Hariharan Muthuswamy*	Additional Director (Independent)

Company Secretary

Mr. Hitarth Shah**

Statutory Auditor

V Sagar & Co.

Chartered Accountants

No.346, 10th Cross, Saraswathipuram, Nandini Layout, Bangalore, Karnataka-560096.

Secretarial Auditor

GBM and Associates

Practising Company Secretaries

No. 156, 1st Floor, 4th Cross, 11th Main, Hanumanthanagar, Bangalore-560019

Bankers

ICICI Bank
Indian Bank

Registrar and Share Transfer Agent

Integrated Enterprises (India) Private Limited,
5A ,5th Floor ,Kences Towers,1, Ramakrishna Street
North Usman Road, T. Nagar ,Chennai, TN- 600017

Registered Office

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

* Appointed wef July 1, 2019 committees framed on same date

** Appointed wef June 15, 2019

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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NOTICE

NOTICE is hereby given that the **Twenty Sixth** Annual General Meeting of the Members of Vision Cinemas Limited will be held on Thursday, the 5th day of September, 2019 at 09:30a.m., at KSCA Club House, M G Road, Bangalore - 560 001, 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, 2019, 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. Bindiganavale Ranga Shamladevi (DIN:01859367), who retires by rotation, and being eligible to offer himself for re-appointment.

SPECIAL BUSINESS

1. 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) Pvt. Ltd.	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.”

2. To appoint Mr. Muthuswamy Hariharan, as an Independent Director and in this regard pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Muthuswamy Hariharan (DIN: 08497968), Who was appointed as Additional (Independent) Director of the Company by the Board of Directors w.e.f. July 1, 2019 and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 ('the Act') and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose Mr. Muthuswamy Hariharan (DIN: 08497968) as a candidate for the office of a Director of the Company, be and is hereby appointed as an Independent Director of the Company;

RESOLVED FURTHER that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') the appointment of Mr. Muthuswamy Hariharan (DIN: 08497968), that meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, for a term of five years commencing from July 1, 2019 up to June 30, 2024 and who would not be liable to retire by rotation, be and is hereby approved.”

3. To appoint Mr. Kunal Ashok, as an Independent Director and in this regard pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Kunal Ashok (DIN: 08497957), Who was appointed as Additional (Independent) Director of the Company by the Board of Directors w.e.f. July 1, 2019 and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 ('the Act') and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose Mr. Kunal Ashok (DIN: 08497957) as a candidate for the office of a Director of the Company, be and is hereby appointed as an Independent Director of the Company;

RESOLVED FURTHER that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the

Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') the appointment of Mr. Kunal Ashok(DIN: 08497957), that meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, for a term of five years commencing from July1, 2019 up to June30, 2024 and who would not be liable to retire by rotation, be and is hereby approved."

4. Alteration of Object Clause of Memorandum of Association and in this regard pass with or without modification(s), the following resolution as a Special Resolution:

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof, for the time being in force, and rules made there-under and subject to necessary statutory approvals and modifications, if any, consent of the members be and is hereby accorded to alter the regulations contained in the existing Memorandum of Association of the Company in line with the applicable provisions of Companies Act, 2013, and the rules made there-under and accordingly to adopt the new Memorandum of Association;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

"To carry on business of entertainment in India and elsewhere, establish, operate, promote, develop, cinema theaters, mini cinema theaters, multiplexes, drama halls, dance halls, music halls, film studios, run variety entertainment programmes, cultural shows, musical programmes, cine films, video films, tele-films, documentary films, advertisement films, TV serials, slides; organize, own recreation, sports, amusement parks, water parks, holiday camps, holiday resorts, health clubs, guest houses, restaurants, cafes, canteens, taverns, refreshment rooms, shopping arcades, film institutes and to establish Motion picture laboratory in India and abroad for above purposes and also to engage in processing of Cine and Television films, video films, video programs, satellite and cable TV and tape recorders, processing, printing, titling, recording and dubbing manufacture and marketing of records, Discs, Cassette and Tape recorders, manufacture and recording and marketing of music on cassettes or tapes, manufacture and marketing of Video recording equipment, producers of feature films, web series, documentary films and advertisements in all languages and also as

distributors, hirers, exhibitors and negative holders of documentary, feature films, web series for all languages in India as well as abroad.

To carry on all business as proprietors and / or lessees and / or Franchisors and / or Business Aggregators and / or Business Incubators of (for) film studios, erecting and running studios, film laboratories, cinema halls, theatres, television studios for exhibiting films and for musical performances and to carry on business as owners of touring cinemas and theatres and give such touring cinemas studios, and/or theatres either on lease or on rent.

Engage in Export of all the products / services dealt by the Company, whether on its own or with collaboration / joint venture / association with Foreign Company or Individual or entity or any Indian Person / entity.”

5. Alteration of Articles of Association and in this regard pass with or without modification(s), the following resolution as an Special Resolution:

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof, for the time being in force, and rules made there-under and subject to necessary statutory approvals and modifications, if any, consent of the members be and is hereby accorded to alter the regulations contained in the existing Articles of Association by incorporating the new regulations in line with the applicable provisions of Companies Act, 2013, and the rules made there-under and accordingly to adopt the new regulations in the Articles of Association;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”

6. Appointment of Mr. Bindiganvale Rangavasanth as Managing Director and in this regard pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013 approval of the members of the Company be and is hereby accorded to the appointment of Mr. Bindiganvale

Rangavasanth (DIN: 01763289), as Managing Director of the Company with effect from May 30, 2019 to May 29, 2024, as well as the payment of salary, commission and perquisites (hereinafter referred to as “remuneration”), upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with the authority to the Board of Directors to alter and vary the terms and conditions of the said appointment and / or agreement in such manner as may be agreed to between the Board of Directors and appointee Managing Director.

RESOLVED FURTHER THAT the remuneration payable to Mr. Bindiganavale Rangavasanth shall not be exceeded the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

7. Borrowing Powers to the Company and in this regard pass with or without modification(s), the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof), the Memorandum and Articles of Association of the Company, consent of the Members be and is hereby accorded to the Company, to borrow from time to time any sum or sums of monies (exclusive of interest) on such terms and conditions as the Board of Directors and/or the Committee of Directors may determine, from anyone or more of the Company's bankers and/or from anyone or more other banks, persons, firms, companies/bodies corporate, financial institutions, institutional investor(s), mutual funds, insurance companies, pension funds and or any entity/entities or authority/authorities, whether in India or abroad, and whether by way of cash credit, advance or deposits, loans or bill discounting, issue of debentures, commercial papers, long/short term loans, suppliers' credit securities instruments such as floating rate notes, fixed rate notes, syndicated loans, commercial borrowing from the private sector window of multilateral financial institutions, either in rupees and/or in such other foreign currencies as may be permitted by law from time to time, and/or any other instruments/securities or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets, licenses and properties, whether immovable or movable and all or any of the undertaking of the Company, notwithstanding that the moneys to be borrowed together with the moneys already borrowed by the Company [apart from temporary loans obtained from the Company's bankers in the ordinary course of business] will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, provided that the total

amount up to which the moneys may be borrowed by the Board of Directors and/or the Committee of Directors and outstanding at any time shall not exceed the sum of Rs. 100Crores (Rupees Hundred Crores only).

8. Increase in Authorised Capital and change in face value simultaneously of the Company in this regard pass with or without modification(s), the following resolution as an 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 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) each to Rs. 10/- (Rupees Ten) 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 FURTEHR THAT pursuant to section 61 and any other applicable provisions, if any of the Companies Act, 2013, read with Companies (Share Capital and Debentures) Rules, 2014, the authorized share capital of the company, be and is hereby increased from Rupees Fifteen Crores to Rupees Twenty Five Crores divided into Two Crores Fifty lacs shares of Rupees Ten each;

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 dematerialised 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;

Clause V of the Memorandum of Association of the Company be altered and read accordingly :

“The Share Capital of the Company is Rs. 25,00,00,000 (Rupees Twenty Five Crores Only) divided into 2,50,00,000 (Two Crores Fifty Lacs) equity shares of Rs. 10/- (Rupees Ten) each.”

RESOLVED FURTHER THAT Mr. B. Rangavasanth and Mrs. Anita Vasanth, Directors or Mr. Hitarth Shah, 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” .

On behalf of the Board of Directors

B. Rangavasanth
Managing Director
(DIN: 01763289)

July 31, 2019
Bangalore

Notes:

- A member entitled to attend and vote at the Annual General Meeting (“the meeting”) is entitled to appoint a proxy to attend and vote instead of himself and such a proxy need not be a member.

- The instrument appointing proxy/proxies in order to be effective must be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting.
- Corporate members intending to send their authorized representative(s) to attend the meeting 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.
- 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 Friday, August 30, 2019 to Thursday, September 5, 2019, both days inclusive.
- Members/Proxies are requested to bring the attendance slip along with their copy of the Annual Report to the Meeting.
- 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	E-mail ID

- Relevant documents referred to in the accompanying Notice and the Explanatory Statement will be available for inspection by the members at the registered Office of the Company between 11. 00 AM and 1.00 P.M. on all working days up to the date of the Annual General Meeting.
- 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.