

Qube Cinema Technologies Private Limited
Thirty Fourth Annual Report - 2018-19
Directors' Report

Your Directors have pleasure in presenting to you the Thirty Fourth Annual Report of the Company for the financial year ended March 31, 2019.

Financial Results

The financial performance of the Company for the financial year ended 31st March 2019 is as under:

(Rs. in Mn)		
Year ended March 31	2019	2018
Revenue from Operations	3911	3737
Profit Before Depreciation Interest, Exchange Gain/Loss, Non-recurring items and Tax (PBDIT)	638	778
Profit Before Tax and exceptional items	70	238
Add: Exceptional items	-	-
Profit Before Tax and after exceptional items	70	238
Profit After Tax	41	158

Business during the year

The year under review saw a 5% growth in Operating Revenue and a 18% decrease in PBDIT. The muted growth and weaker profitability were impacted by the one-time reduction in VPF rate in Tamil Nadu for a period of 6 months, implementation of JAC VPF rate card in South, both of which were the consequence of the Producer agitation in the South, especially Tamil Nadu. Furthermore, the floods in Kerala during the peak month of Onam also led to a subdued film releases and advertising in that market. This resulted in a fall in PBDIT from Rs.778 Mn to Rs.638Mn, a fall of 18%.

The Company's financial position continued to be comfortable with overall net debt of Rs.631 Mn (FY18: 727Mn) and a PBDIT to Net Debt ratio of 0.99 (FY18: 0.93)

ROLLOUT:

Your Company's screen base on the roll-out models stood at 3405 as at March 31, 2019, with 2965 under the Media Model [Previous Year - 2966] and 441 under the Pay Per Use Model [Previous Year - 471]. The Company also contracted non-deployment based and/ or limited media rights for 330 screens.

Despite irrational competitive activity, your Company maintained its overall leadership position in the South and continued to make further inroads into newer territories.

The year saw a decrease of about 4% in VPF and Mastering, which was along expected lines. As in the earlier years, the trend of conversion DCI systems from non-DCI continued and your Company was well placed to cater to this.

QCN:

Sluggishness in growth, especially in the strong retail markets of the South, led to a muted growth of 13% in revenue terms. Corporate demand from national advertisers picked up and contributed a strong 55% of the overall revenues. During the year your Company was also successful in closing quite a few annual deals with key advertisers.

OTHERS:

While still in the early commercial phase, Qube Wire had excellent market acceptance and, towards the end of the financial year your Company was handling ~75 % of all South Indian content that was delivered for overseas theatrical screening at the time of release. Your Company was also able to garner a few key Hindi language content business for overseas content delivery and your Company hopes to capitalize on this break. Film festivals have also welcomed the service and Qube Wire has partnered several festivals to ease the logistics for several foreign language films to be showcased at these festivals.

Subsidiary & Associate Company

Qube Cinema Inc., USA - During the year under review, your Company's wholly-owned subsidiary, Qube Cinema Inc., USA, earned revenues of USD 2.48 Mn (FY 18: 1.31 Mn) and incurred a net profit of USD 0.06 Mn. (FY18 Loss of 0.57Mn) This was reflective of subdued activity in the key target markets of the subsidiary.

Justickets Private Limited (Justickets) ceased to be a subsidiary of your Company effective 29th March 2019, pursuant to your Company not controlling the composition of the Board of Directors of Justickets. However, Justickets will be an Associate of your Company by virtue of your Company holding more than 20% of the equity share capital of Justickets.

Details of the Subsidiary Company and Associate Company in form AOC 1 is annexed herewith marked as **Annexure A** and forms part of this report.

Composite Merger

Your Board of Directors in their Report for the previous financial year had advised that your Company was in the process of merging with UFO Moviez Ltd (UFO) under a Composite Merger Scheme to be approved by the NCLT, Chennai and Mumbai. Though, NCLT, Chennai has approved the Scheme for Composite Merger, NCLT, Mumbai had rejected the Scheme filed by UFO. Pursuant to the said rejection, UFO had filed an Appeal before NCLAT, New Delhi, which is pending before the said Authority. Consequently, the Composite Merger did not take place during the year under review.

Names of Companies which have become or ceased to be its subsidiary (ies), Joint Ventures or Associate Companies during the year:

Subsidiary Company - During the year under review, Justickets Private Limited (U74900TN2013PTC092047) ceased to be a subsidiary of Qube Cinema Technologies Pvt. Ltd. with effect from 29th March 2019.

Associate Company – During the year under review, Justickets Private Limited has been classified as an ‘Associate’ of Qube Cinema Technologies Pvt. Ltd. (QCT) by virtue of QCT holding more than 20% of the equity share capital of Justickets Private Limited.

Material changes and commitments, if any, affecting the financial position of the Company which has occurred since 31st March 2019 till the date of report

There are no material changes and commitments affecting the financial position of the Company which has occurred since 31st March 2019 till the date of this report.

Change in the nature of business if any

There was no change in the nature of the business during the year under review.

Transfer to Reserves - NIL

Deposits

Your Company has not accepted any deposits during the financial year nor has any outstanding unclaimed or unpaid public deposits as on 31st March 2019.

Details of Directors or Key Managerial Personnel who were appointed or have resigned during the year

During the year, Mrs. Divya Venkat ceased to be as Company Secretary of Qube Cinema Technologies Pvt. Ltd. w.e.f 28th September 2018.

Also Mr. Willie Long Chi Wong ceased to be the Nominee Director representing Nomura Asia Investment (MB) Pte. Ltd. from the Board of QCT w.e.f 28th March 2019.

Particulars of loans, guarantees or investments under Section 186 of the Companies Act 2013

There are no loans, guarantees or investments exceeding the limits prescribed under Section 186 of the Companies Act 2013. During the year under review, your Company made an investment of Rs.10 Mn in the equity share capital of Justickets Pvt. Ltd.

Net Worth of the Company

(Amount in Rs. Mn)

	As on 31.03.2019	As on 31.03.2018
Net-worth of the Company	2308.38	2264.74

Compliance with Secretarial Standards

During the financial year under review your Company was regular in compliance with the applicable Secretarial Standards.

Board Meetings held during the financial year

5 (Five) Board Meetings were held during the financial year on **30th April, 2018; 31st May, 2018; 27th September, 2018; 29th November, 2018 and 28th March, 2019.**

Attendance details of Directors

Name of Directors	Number of Board Meetings attended during the year
P. Jayendra	5
V. Senthil Kumar	5
Willie Long Chi Wong	3
Atsushi Okabe	3
M.G. Parameswaran	3
Anirudh Raj Sarathy	3

Details of Meetings of Board Committees held during the year

- One Corporate Social Responsibility Committee Meeting (CSR) was held on **22nd March 2019.**

Attendance Details of Committee Members

Mr. P. Jayendra
Dr. M.G. Parameswaran

- One Allotment Committee Meeting was held on **18th July 2018.**

Attendance Details of Committee Members

Mr. P. Jayendra
Mr. V. Senthil Kumar
Mr. Willie Wong

- One Share Transfer Committee Meeting was held on **18th July 2018.**

Attendance Details of Committee Members

Mr. P. Jayendra
Mr. V. Senthil Kumar
Mr. Willie Wong

Details of Policies developed by the Company:

a) **Corporate Social Responsibility Policy**

The Board has, on the recommendation of the CSR Committee, approved the CSR Policy. The Company's CSR Policy is available on the Company's website www.qubecinema.com. Annual Report on CSR as required under Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 is attached herewith marked as **Annexure B** and forms part of this report.

b) **Risk Management Policy**

Business Risk Evaluation and Management is an ongoing process within the Organization. Pursuant to Section 134(3) (n) of the Companies Act, 2013, the Management of the Company has framed a Risk Management Policy for the key elements of risk affecting the core business of your Company. In respect of these, the Company has in place a mechanism to identify, assess, monitor and mitigate with a view to achieving key business objectives. Major risks identified by the business and functions are systematically addressed through mitigating actions on a continuing basis and it is towards this end that your Company has obtained ISO 22001 certification for its processes underlying the core businesses of digital cinema mastering and content licensing. Generally and as part of this framework, the Company has not identified any element of risk which may threaten the existence of the Company.

c) **Vigil Mechanism/Whistle Blower Policy**

Your Company has formulated a Vigil Mechanism Policy with a view to provide a mechanism for employees and directors of the Company to approach the Vigilance and Ethics Officer to ensure adequate safeguards against victimization. This policy would help create an environment wherein individuals feel free and secure to raise an alarm, whenever any fraudulent activity takes place or is likely to take place. It will also ensure that complainant(s) are protected from retribution, whether within or outside the organization. The Board has elected Mr. P Murali Krishna, as the Vigilance and Ethics Officer under the vigil mechanism policy. The details of establishment of the Vigil Mechanism Policy are displayed on the website of the Company www.qubecinema.com.

In terms of Section 177 (9) of the Companies Act 2013, your Company has established a policy with regard to vigil mechanism for directors and employees to report their genuine concerns in respect to the following areas:-

- a. Financial irregularities, including fraud or suspected fraud.
- b. Wastage or misappropriation of company money or assets
- c. Abuse of authority
- d. Misbehavior with stakeholders such as employees, lenders, project members & their family members, etc.

- e. Manipulation of company data/records/register
- f. Accused or convicted in any criminal offence
- g. Non-compliance with / violation of organization rules & regulations or statutory requirements
- h. Any other unethical, dishonest or biased happenings

Details pursuant to employee stock options

Issue of employee stock options

Pursuant to Rule 12 (9) of Companies (Share Capital and Debentures) Rules, 2014, following are the details regarding Employees Stock Option Scheme:-

Table A

Options Granted	12,14,158
Options Vested	12,14,158
Options Exercised	9,14,158
Total Number of shares arising as a result of exercise of Options	9,14,158
Options lapsed	NIL
Exercise Price	Rs.10/- per Option
Variation of Terms of Options	NIL
Money realized by exercise of Options	NIL
Total number of Options in force	3,00,000
Employee-wise details of Options granted to -	
i) Key Managerial Personnel	Mr. Arvind Ranganathan, CEO – 180,000 Options
ii) Any other employee who receives a grant of options in any one year of option amounting to five percent or more of options granted during the year	NIL
iii) Identified employees who were granted Option, during any one year, equal to or exceeding one percent of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant	NIL

Table B

Options Granted	75,000
Options Vested	75,000
Options Exercised	-
Total Number of shares arising as a result of exercise of Options	-
Options lapsed	NIL
Exercise Price	Rs.130/- per Option
Variation of Terms of Options	NIL
Money realized by exercise of Options	NIL
Total number of Options in force	75,000
Employee-wise details of Options granted to -	
i) Key Managerial Personnel	NIL
ii) Any other employee who receives a grant of options in any one year of option amounting to five percent or more of options granted during that year	Mr. Harsh Rohatgi President (Digital Cinema) & COO -50,000 options Mr. Sanjeev Mehta Business Head – QCN – 25,000 options
iii) Identified employees who were granted Option, during any one year, equal to or exceeding one percent of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant	NIL

Particulars of Employees

Particulars of employees as required under Section 197 of the Companies Act, 2013, read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 are annexed herewith marked as **Annexure C** and forms part of this report.

Extract of the Annual Return

An extract of the Annual Return in form MGT 9 as required under the provisions of the Companies Act 2013 is being posted on your Company's website – www.qubecinema.com and the same is annexed herewith marked as **Annexure D** and forms part of this report.

Adequacy of Internal Financial Controls

Your Company has adequate internal financial controls with reference to preparation of financial statements, commensurate with the size of operations of the Company.

Disclosures as per the Sexual Harassment of Women at Work place (Prevention, Prohibition and Redressal) Act, 2013

Your Company has zero tolerance for sexual harassment at workplace and has adopted a Policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder for prevention and redressal of complaints of sexual harassment at workplace. Also, your Company has complied with the provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Your Company has received no complaint on sexual harassment during the financial year 2018-19.

Various workshops were organized by your Company to give awareness to employees on this subject.

Significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations in future

Following orders were received by the Company during the period under review:

1. Order dated 11th June 2018 received from NCLT, Single Bench, Chennai, sanctioning the Scheme of Amalgamation between Real Image LLP and Qube Cinema Technologies Pvt. Ltd. and their respective partners and shareholders.
2. Order dated 23rd August 2018 received from NCLT, Single Bench, Chennai, sanctioning the Composite Scheme of Arrangement and Amalgamation between Qube Cinema Technologies Pvt. Ltd., and Qube Digital Cinema Pvt. Ltd., and Moviebuff Pvt. Ltd., and UFO Moviez India Ltd., and PJSA Technosoft Pvt. Ltd. and their respective shareholders and creditors.
3. Order dated 25th October 2018 received from NCLAT, New Delhi staying the impugned Order passed by NCLT, Single Bench, Chennai dated 11th June 2018.

Particulars of contracts or arrangements with related parties

The particulars of contracts or arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto in Form No. AOC-2 is annexed herewith marked as **Annexure E** and forms part of this report.

Statutory Auditors - BSR & Co. LLP

BSR & Co. LLP., Chartered Accountants, having their office at 10, Mahatma Gandhi Road, Nungambakkam, Chennai 600 034, has been appointed as auditors for a period of 5 years commencing from the conclusion of the Thirty Second Annual general Meeting until the conclusion of the Thirty Seventh Annual General Meeting.

Qualification(s) of Auditors in their Report

There are no adverse remarks or observations in the Auditors' Report which require clarification from the Board.

Details of frauds reported by Auditors in their Report

During the financial year under review, there were no fraud reported by the Auditors in their report under sub-section (12) of Section 143 of the Companies Act 2013 other than those which are reportable to the Central Government.

Maintenance of Cost Records

Maintenance of cost records as specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013, is not applicable.

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

Particulars as required under Section 134(3) (m) of the Companies Act, 2013 are annexed herewith marked as **Annexure F** and forms part of this report.

Directors' Responsibility Statement

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the directors had prepared the annual accounts on a going concern basis; and
- e) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Acknowledgement

Your Directors wish to place on record their sincere thanks and appreciation to its Company Investors, shareholders, suppliers, customers, employees, bankers and also the Central and State governments for their continued co-operation and support.

Place: Chennai

Date: 26th June 2019

For and on behalf of the Board of Directors

A handwritten signature in black ink, appearing to be 'P. Jayendra', written in a cursive style with a long horizontal stroke extending to the right.

**P. Jayendra
Chairman**

QUBE CINEMA TECHNOLOGIES PRIVATE LIMITED
(Formally known as Real Image Media Technologies Private Limited)

DIRECTORS' REPORT 2018-19

Annexure A

Form AOC - 1

(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.)

S. No.	Particulars	Details of Subsidiary
1	Name of the subsidiary	Qube Cinema Inc. USA
2	The date since when subsidiary was acquired	27/09/2005
3	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	NA
4	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	USD/69.17
5	Share capital	44,78,75,750
6	Reserves & Surplus	(34,25,90,018)
7	Total Assets	13,51,62,330
8	Total Liabilities	13,51,62,330
9	Investments	Nil
10	Turnover	17,18,34,742
11	Profit before taxation	43,60,062
12	Provision for taxation	-
13	Profit after taxation	43,60,062
14	Proposed Dividend	Nil
15	% of shareholding	100

Notes: The following information shall be furnished at the end of the statement:

1. Names of subsidiaries which are yet to commence operations - **NIL**
2. Names of subsidiaries which have been liquidated or sold during the year - **NIL**

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Part "B": Associates Companies / Joint Ventures

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

S. No.	Particulars	Details of Associate
	Name of Associates/Joint Ventures	Justickets Pvt. Ltd.
1	Latest audited Balance Sheet Date	31.03.2019
2	Date on which the Associate or Joint venture was associated or acquired	29 th March 2019
3	Shares of Associate /Joint Ventures held by the company on the year end	
	No.	18,551,433
	Amount of Investment in Associates or Joint Venture	Rs.116.50 Lakhs
	Extent of Holding (in percentage)	43%
4	Description of how there is significant influence	Company is holding more than 20% of the Equity Shares of Justickets Pvt. Ltd.
5	Reason why the associate/joint venture is not consolidated	Not mandatory
6	Net-worth attributable to shareholding as per latest audited Balance Sheet	Rs.(152.84 Lakhs)
7	Profit or Loss for the year	
	i. Considered in Consolidation	Nil
	ii. Not Considered in Consolidation	Rs.(550.36 Lakhs)

1. Names of associates or joint ventures which are yet to commence operations: **NIL**
2. Names of associates or joint ventures which have been liquidated or sold during the year: **NIL**

Note: This Form is to be certified in the same manner in which the Balance Sheet is to be certified.

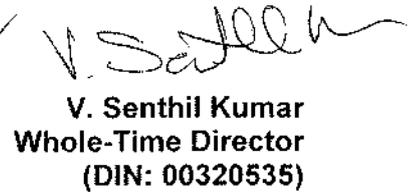
Place: Chennai

Date: 26th June, 2019

For & On behalf of the Board


P. Murali Krishna
Company Secretary


P. Jayendra
Chairman
(DIN: 00320286)


V. Senthil Kumar
Whole-Time Director
(DIN: 00320535)

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Annexure B

Corporate Social Responsibility (CSR) Policy

Based on the recommendations of CSR Committee, your Board of Directors has approved a CSR Policy –

To contribute 2% of the average net profits of your Company for the preceding three years (currently in vogue under the provisions of the Companies Act, 2013) -

A. to the institutions/organizations/trust(s) who are engaged in –

- i) providing assistance/financial support/relief to the people who are affected by hunger, poverty, ill-health, disablement;
- ii) promoting education including special education, employment enhancing vocation skills among children, women, elderly persons;
- iii) setting up homes and hostels for women and orphans, old age homes, day care centres for senior citizens;
- iv) taking measures for reducing inequalities faced by socially and economically backward groups;

And

B. for such other activities as enshrined in Schedule VII to the Companies Act 2013, as modified/amended from time to time.

Your Board of Directors has constituted a Corporate Social Responsibility (CSR) Committee of the Board of Directors of the Company with the following as its Members:-

- a) Mr. P. Jayendra
- b) Mr. V. Senthil Kumar
- c) Dr. M.G. Parameswaran

The CSR Committee has been constituted to carry out a transparent monitoring mechanism for implementation of CSR activities undertaken by the Company, pursuant to the provisions contained under Section 135 of the Companies Act 2013 read with Schedule VII.

The CSR policy is also available in the website of the Company www.gubecinema.com under the link <http://www.gubecinema.com/corporate/corporate-social-responsibility>

The CSR Committee of the Board of Directors hereby confirm that the Company has implemented and monitored the CSR Policy in compliance with the objectives and Policy of the Company.

The average net profits of the Company for last three financial years, details of CSR spent, and amount un-spent, if any, during the year are shown below:

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Profit Before Tax for the financial year	(Rs. In Lakhs)
2015-16	4904
2016-17	4098
2017-18	2377
Total	11379
Less:	
1. Profit arising out to overseas branch	-
2. Dividend received from other companies in India complying with CSR Provisions	-
Total Net Profit for preceding 3 years	11379
Average Net Profit	3793
Amount to be spent on CSR for 2018-19 @ 2% of average Net Profit	76
CSR spent for FY 2018-19	76

Amount to be spent during the financial year under review: Rs.76 Lakhs
Amount spent during the financial year under review: Rs.76 Lakhs

Details of which are as shown in the following table:-

(1) Sl. No	(2) CSR Project / Activity identified	(3) Sector in which the Project is covered	(4) Projects or programs 1. Local area or other 2. Specify the state and district where projects or programs was undertaken	(5) Amount outlay (budget) project or program wise (Rs.)	(6) Amount spent on the projects/ programs Subheads: 1. Direct expenditure on Projects or programs 2. Overheads (Rs.)	(7) Cumulative expenditure upto the reporting period (Rs.)	(8) Amount spent Direct / through implementing agency
1	The Banyan	Preventive Health Care	Towards Kerala Floods Relief work	15,00,000/-	15,00,000/-	15,00,000/-	Implementing Agency
2	Bhoomika Trust	Preventive Health Care	Towards Kerala Floods Relief work	15,00,000/-	15,00,000/-	30,00,000/-	Implementing Agency

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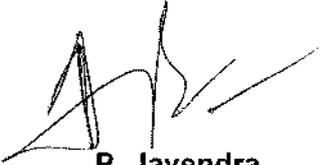
3	Cancare Foundation	Preventive Health Care	Towards setting up of Palliative Care Hospice Centre to the cancer patients	4,00,000/-	4,00,000/-	34,00,000/-	Implementing Agency
4	Bhumi	Promoting Education	Sponsorship for PMGs live music show:- SA RE GA ME	1,00,000/-	1,00,000/-	35,00,000/-	Implementing Agency
5	The Secretary Gandhigram Trust	Preventive health care, welfare and promote education	Towards Skill development training	1,00,000/-	1,00,000/-	36,00,000/-	Implementing Agency
6	Sumanasa Foundation	Promoting Talent among students in under-developed rural areas	Towards Chennai Kalai Theruvizha 2019 (Talent promotion & skill development in rural area)	1,00,000/-	1,00,000/-	37,00,000/-	Implementing Agency
7	Child	Home for Orphan & Special Children	To purchase a land for the betterment of the facilities of the children	10,00,000/-	10,00,000/-	47,00,000/-	Implementing Agency
8	Mahesh Memorial Trust	Preventive Health Care	Towards building infrastructure facilities at Cancer Hospital Silchar, Assam	15,00,000/-	15,00,000/-	62,00,000/-	Implementing Agency
9	Jeevan Stem Cell Foundation	Preventive Health Care	Towards donation of stem cell harvesting kits	5,00,000/-	5,00,000/-	67,00,000/-	Implementing Agency

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10	Rangachari Rajalakshmi Public Charitable Trust	Preventive Health Care	Towards renovation and repairs work for the old age home	7,00,000/-	7,00,000/-	74,00,000/-	Implementing Agency
11	Sri Krishna Sevashram	Promoting Education	Towards mid-day meals and skill development programs	2,00,000/-	2,00,000/-	76,00,000/-	Implementing Agency
				76,00,000	76,00,000		

Place: Chennai
Date: 26th June 2019


P. Jayendra
Chairman of CSR Committee

QUBE CINEMA TECHNOLOGIES PRIVATE LIMITED
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DIRECTORS' REPORT 2018-19

Annexure C

DETAILS OF EMPLOYEES AND REMUNERATION DETAILS

[Under Section 197 of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

1. Details of Employee, who if employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than One Crore and Two Lakhs Rupees per Annum:

(All amounts in Rs. Lakhs)

1	Name of the Employee	Arvind Ranganathan	P. Jayendra	V. Senthil Kumar	Harsh Rohatgi	Sanjeev Anil Mehta
2	Designation of the employee	Chief Executive Officer	Whole Time Director	Whole Time Director	President (Digital Cinema) & Chief Operating Officer	Business Head - QCN
3	Remuneration received	126.00	221.02	221.02	160.75	115.24
4	Nature of employment, whether contractual or otherwise	Permanent employment	Permanent employment	Permanent employment	Permanent employment	Permanent employment
5	Qualification	B.Tech (Chemical Engineering), M.B.A (Marketing & Systems)	B.Sc (Chemistry)	B.E (Computer Science)	B.A (Economics), PGDM (Marketing) - IIM (A)	B.Com
6	Experience	25 years	30 years	30 years	16 years	21 Years
7	Date of commencement of employment	01.04.2006	28.09.2000	28.09.2000	03.10.2012	01.11.2016
8	Age of such employee	56 years	61 years	56 years	44 years	45 Years
9	Last employment held by such employee before joining the company	Shasun Chemicals & Drugs Limited	Not applicable	Not applicable	Turner General Entertainment Networks	Red FM 93.5, Mumbai
10	Percentage of equity shares held by the employee in the company by himself or along with his spouse and dependent children, being not less than two percent of the equity shares of the company	NIL	3.60	5.56	NIL	NIL
11	Whether any such employee is a relative of any director or manager of the company and if so, name of such director or manager	No	No	No	No	No

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2. Details of Employee, if employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than Eight Lakhs and Fifty Thousand Rupees per Month: NIL
3. Details of Employee, if employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company: NIL

Place: Chennai
Date: 26th June 2019

For and on behalf of the Board of Directors



P. Jayendra
Chairman

QUBE CINEMA TECHNOLOGIES PRIVATE LIMITED
(Formerly known as Real Image Media Technologies Private Limited)

DIRECTORS' REPORT 2018-19

Annexure D

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31.03.2019

of

QUBE CINEMA TECHNOLOGIES PRIVATE LIMITED

(Formerly known as Real Image Media Technologies Private Limited)

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

I. REGISTRATION AND OTHER DETAILS:

1	CIN	U92490TN1986PTC012536
2	Registration Date	01/01/1986
3	Name of the Company	Qube Cinema Technologies Private Limited (Formerly known as Real Image Media Technologies Pvt. Ltd.)
4	Category / Sub-Category of the Company	Company Limited by Shares / Indian Non-Government Company
5	Address of the Registered office and contact details	No. 42, Dr. Ranga Road, Mylapore, Chennai - 600 004. E-Mail Id: MuraliP@qubecinema.com Phone: +91 (44) 4204-1505
6	Whether listed company (Yes / No)	No
7	Name, Address and Contact details of Registrar and Transfer Agent, if any	BTS Consultancy Services Pvt Ltd., 1 st Floor, MS Complex, Plot No. 8, Sastri Nagar, Near Rettery / Behind RTO North, Kolathur, Chennai - 600 099. Phone: 044-2556 5121 / 0142

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Motion picture, video and television programme post-production activities, providing end to end digital cinema solutions including advertisement services	5912	79
2	Sale of Computer Based Systems etc.	5912	21

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

S. No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Qube Cinema Inc. 898N SEPULVEDA BLUD STE 320 EL SEGUNDO CA 90245	NA	Wholly owned subsidiary	100%	2(87) (ii)
2	Justickets Private Limited No.42, Dr. Ranga Road, Mylapore, Chennai - 600004	U74900TN2013PTC092047	Associate Company	43%	2(6)

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IV. SHARE HOLDING PATTERN (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				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. PROMOTERS									
(1) Indian									
(a) Individual / HUF	-	2,073,400	2,073,400	20.86	2,073,400	-	2,073,400	20.86	-
(b) Central Govt.	-	-	-	-	-	-	-	-	-
(c) State Govt.	-	-	-	-	-	-	-	-	-
(d) Bodies Corp.	-	2,462,225	2,462,225	24.77	2,462,225	-	2,462,225	24.77	-
(e) Banks/FI	-	-	-	-	-	-	-	-	-
(f) Any other	-	-	-	-	-	-	-	-	-
Sub-total (A)(1)	-	4,535,625	4,535,625	45.63	4,535,625	-	4,535,625	45.63	-
(2) Foreign									
(a) NRI Individuals	-	-	-	-	-	-	-	-	-
(b) Other Individuals	-	-	-	-	-	-	-	-	-
(c) Bodies Corp.	-	-	-	-	-	-	-	-	-
(d) Banks/FI	-	-	-	-	-	-	-	-	-
(e) Any other	-	-	-	-	-	-	-	-	-
Sub-total (A)(2)	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter (A) = (A)(1)+(A)(2)	-	4,535,625	4,535,625	45.63	4,535,625	-	4,535,625	45.63	-
B. PUBLIC SHAREHOLDING									
(1) Institutions									
(a) Mutual Funds	-	-	-	-	-	-	-	-	-
(b) Banks/FI	-	1,240,323	1,240,323	12.48	1,240,323	-	1,240,323	12.48	-
(c) Central Govt.	-	-	-	-	-	-	-	-	-
(d) State Govt.	-	-	-	-	-	-	-	-	-
(e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
(f) Insurance Companies	-	-	-	-	-	-	-	-	-
(g) FIs	628,318	1,598,092	2,226,410	22.40	2,225,620	790	2,226,410	22.40	-
(h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
(i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1)	628,318	2,838,415	3,466,733	34.88	3,465,943	790	3,466,733	34.88	-
2. Non-Institutions									
a) Bodies Corp.									
(i) Indian	-	790	790	0.01	790	-	790	0.01	-
(ii) Overseas	-	455,766	455,766	4.58	455,766	-	455,766	4.58	-
b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs.1 lakh	-	34,172	34,172	0.34	36,106	-	36,106	0.36	0.02

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Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh	38,820	598,710	637,530	6.41	637,530	-	637,530	6.41	-
c) Others (specify)									
(i) RIMT Employees Trust*	-	810,242	810,242	8.15	808,308	-	808,308	8.13	(0.02)
Sub-total (B)(2)	38,820	1,899,680	1,938,500	19.49	1,938,500	-	1,938,500	19.49	-
Total Public Shareholding (B) = (B)(1)+(B)(2)	667,138	4,738,095	5,405,233	54.37	5,404,443	790	5,405,233	54.37	-
C. SHARES HELD BY CUSTODIAN FOR GDRS & ADRS									
GRAND TOTAL (A+B+C)	667,138	9,273,720	9,940,858	100.00	9,940,068	790	9,940,858	100.00	-

* RIMT employees Trust is a Non-Promoter, Non-Public Shareholding.

ii) Shareholding of Promoters

S. No.	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	
1	V. Senthil Kumar	553,100	5.56	NIL	553,100	5.56	NIL	NIL
2	Meena Veerappan	506,800	5.10	NIL	506,800	5.10	NIL	NIL
3	Arun Veerappan	298,000	3.00	NIL	298,000	3.00	NIL	NIL
4	P Jayendra	357,750	3.60	NIL	357,750	3.60	NIL	NIL
5	P C Sreeram	357,750	3.60	NIL	357,750	3.60	NIL	NIL
6	Real Image LLP	2,462,225	24.77	NIL	2,462,225	24.77	NIL	NIL
	Total	4,529,625	45.63	-	4,535,625	45.63	-	-

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

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	4,535,625	45.63	4,535,625	45.63
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL			
	At the End of the year	4,535,625	45.63	4,535,625	45.63

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

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	For Each of the Top 10 Shareholders				
	At the beginning of the year	5,195,800	52.27	5,195,800	52.27
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	1. On 31.05.2018 , 604 Equity Shares held by RIMT Employees Trust were transferred to Mr. Jeisingh as holders of the said shares. 2. On 31.05.2018 , 1,330 Equity Shares held by RIMT Employees Trust were transferred to Mr. S. Kannan as holders of the said shares.			
	At the End of the year (or on the date of separation, if separated during the year)	5,193,866	52.25	5,193,866	52.25

v) *Shareholding of Directors and Key Managerial Personnel:*

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
(i)	Mr. P. Jayendra				
	At the beginning of the year	357,750	3.60	357,750	3.60
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NO CHANGE	NO CHANGE	NO CHANGE	NO CHANGE
	At the End of the year	357,750	3.60	357,750	3.60

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(ii)	Mr. V. Senthil Kumar				
	At the beginning of the year	5,53,100	5.56	5,53,100	5.56
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NO CHANGE	NO CHANGE	NO CHANGE	NO CHANGE
	At the End of the year	5,53,100	5.56	5,53,100	5.56

V. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
	(INR in Lakhs)			
Indebtedness at the beginning of the financial year				
i) Principal Amount	3453.54	2022.91	-	5476.45
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	3453.54	2022.91	-	5476.45
Change in Indebtedness during the financial year				
• Addition	1923.87	-	-	1923.87
• Reduction	(1322.21)	(1111.33)	-	(2433.54)
Net Change	601.66	(1111.33)	-	(509.67)
Indebtedness at the end of the financial year				
i) Principal Amount	4055.20	911.58	-	4966.78
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	4055.20	911.58	-	4966.78

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VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount
		V Senthil Kumar	P Jayendra	
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Rs. 221.02 Lakhs	Rs. 221.02 Lakhs	Rs. 442.04 Lakhs
	(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	-	-	-
	o as % of profit			
	o others, specify			
	Total (A)			Rs. 442.04 Lakhs
	Ceiling as per the Act			

B. Remuneration to other directors:

Sl. no.	Particulars of Remuneration	Name of Directors	Total Amount
1.	Independent Directors • Fee for attending board / committee meetings (Professional Fees) • Commission • Others, please specify	M.G. Parameswaran (Independent Director)	Rs. 3.75 Lakhs
2.	Total (1)		Rs. 3.75 Lakhs
3.	Other Non-executive Directors • Fee for attending board / committee meetings • Commission • Others, please specify		-
4.	Total (2)		-
5.	Total (B)=(1+2)		Rs. 3.75 Lakhs
6.	Total Managerial Remuneration (A)+(B)		
7.	Overall Ceiling as per the Act		

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C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel	Total
		Divya Venkat Company Secretary (1 st April 2018 – 28 th September 2018)	
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	Rs. 4.00 Lakhs	Rs. 4.00 Lakhs
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission - as % of profit - others, specify	-	-
5.	Others, please specify	-	-
	Total	Rs. 4.00 Lakhs	Rs. 4.00 Lakhs

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	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
B. DIRECTORS					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
C. OTHER OFFICERS IN DEFAULT					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

Place: Chennai
Date: 26th June 2019

For and on behalf of the Board of Directors


P. Jayendra
Chairman

DIRECTORS' REPORT 2018-19

Annexure E

Form AOC – 2

(Pursuant to clause (h) of sub-section 3 of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for Disclosure of Particulars of Contracts / Arrangements entered into by the Company with related parties referred to in Section 188(1) of the Companies Act, 2013 including certain arms-length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis:

a)	Name(s) of the related party and nature of relationship	Nil
b)	Nature of contracts/arrangements/transactions	Nil
c)	Duration of the contracts / arrangements/transactions	Nil
d)	Salient terms of the contracts or arrangements or transactions including the value, if any	Nil
e)	Justification for entering into such contracts or arrangements or transactions	Nil
f)	Date(s) of approval by the Board	Nil
g)	Amount paid as advances, if any:	Nil
h)	Date on which the special resolution was passed in general meeting as required under first proviso to Section 188	Nil

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2. Details of material contracts or arrangement or transactions at arm's length basis

S. No.	Name(s) of the related party and nature of relationship	Nature of contracts / arrangements / transactions	Duration of the contracts / arrangements / transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board	Amount paid as advances, if any
1	Qube Cinema Inc., USA [a wholly-owned subsidiary of Qube Cinema Technologies Pvt. Ltd. and a Body Corporate accustomed to act under the Directions of Qube Cinema Technologies Pvt. Ltd.]	Sale of Digital Cinema Equipment	Until Termination	As per the terms contained in the Transfer Pricing Agreement and the subsequent Amendments entered into between the Parties. Value: Rs.36.30 Lakhs	Not applicable as the Transfer Price Agreement and the subsequent Amendments were entered into prior to the commencement of the Companies Act 2013, and the applicable Rules made thereunder	Nil
2	Qube Cinema Inc., USA [a wholly-owned subsidiary of Qube Cinema Technologies Pvt. Ltd. and a Body Corporate accustomed to act under the Directions of Qube Cinema Technologies Pvt. Ltd.]	Reimbursement of certain marketing and related expenses	NA	Reimbursement of certain marketing and related expenses. Value: Rs.475 Lakhs	Not applicable as the Transfer Price Agreement and the subsequent Amendments were entered into prior to the commencement of the Companies Act 2013, and the applicable Rules made thereunder	Nil
3	Qube Cinema Inc., USA [a wholly-owned subsidiary of Qube Cinema Technologies Pvt. Ltd. and a Body Corporate accustomed to act under the Directions of Qube Cinema Technologies Pvt. Ltd.]	Providing License to QCI to deploy the Software developed by the Company	3 Years	As per the terms contained in the Software License Agreement dated 26 th April 2019 being deemed effective from 01 st April 2018. Value: 37.35 Lakhs	26 th June 2019	Nil
4	Justickets Pvt. Ltd. [An Associate Company with Directors in Common]	Providing certain backend support including personnel, administrative, marketing, software development and any other support services	5 Years	As per the terms contained in the Shared Services Agreement dated 7th January 2015 and Addendum to Share Service Agreement dated 27th March 2017. Value: Rs.191.41 Lakhs	27 th November 2014	Nil

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5	Justickets Pvt. Ltd. [An Associate Company with Directors in Common]	Reimbursement of certain marketing and related expenses	5 Years	As per the terms contained in the Shared Services Agreement dated 7th January 2015 and Addendum to Share Service Agreement dated 27th March 2017. Value: Rs.168.50 Lakhs	27 th November 2014	Nil
6	Justickets Pvt. Ltd. [An Associate Company with Directors in Common]	Assignment of Trade Mark	NA	As per the terms contained in the Deed of Assignment of Trade Mark dated 01.03.2017	24 th August 2017	Nil
7	Digital Film Technologies Pvt. Ltd. [a company in which Director's Relatives are Directors]	Rendering of services related to digital cinema business being carried on by the Company	5 years	As per the terms contained in the Agreement dated 1st July, 2016, Letter of Exchange dated 3rd July, 2016, First Amendment to the Agreement dated 1st October, 2016 and Second Amendment to the Agreement dated 25th June, 2018 entered between the parties Value: 144.70 Lakhs	08 th June 2016	Nil
8	Digital Film Technologies Pvt. Ltd. [a company in which Director's Relatives are Directors]	Assignment of Trade Mark	NA	As per the terms contained in the Deed of Assignment of Trade Mark dated 01.03.2017	24 th August 2017	Nil
9	M. G. Parameswaran (Independent Director)	Providing Professional Services	NA	Payment of Professional Fees for attending the Board/Committee Meetings of the Company during the Financial Year 2018-19. Value: Rs.3.75 Lakhs	Approved at the Annual General Meeting held on 14th July 2011	Nil
10	Arun Veerappan (Relative of Mr. V. Senthil Kumar, Whole Time Director)	Remuneration	NA	Terms and Conditions as per the Employment Agreement. Value: Rs.22.25 Lakhs	19th September 2008	Nil
11	Sudha Panchapakesan (Relative of Mr. P. Jayendra, Whole Time Director)	Remuneration	NA	Terms and Conditions as per the Employment Agreement. Value: Rs.34.02 Lakhs	Approved at the Annual General Meeting held on 4th July 2001	Nil

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12	V. Senthil Kumar (Whole-Time Director)	Vehicle Lease	4 years	Terms and Conditions as per the Vehicle Lease Agreement.	13th August 2015	Nil
13	Vee. Vijayalakshmi (Relative of Mr. V. Senthil Kumar, Whole-Time Director)	Vehicle Lease	3 years	Terms and Conditions as per the Vehicle Lease Agreement.	10th March 2016	Nil
14	Meena Veerappan (Relative of Mr. V. Senthil Kumar, Whole-Time Director)	Vehicle Lease	5 years	Terms and Conditions as per the Vehicle Lease Agreement.	25th August 2016	Nil
15	P. Jayendra (Whole-Time Director)	Vehicle Lease	5 years	Terms and Conditions as per the Vehicle Lease Agreement.	01st February 2018	Nil
16	Sujatha Arvind (Relative of Mr. Arvind Ranganathan, CEO)	Vehicle Lease	5 years	Terms and Conditions as per the Vehicle Lease Agreement.	18th May 2017	Nil

Date: 26th June, 2019
Place: Chennai

For and on behalf of the Board of Directors



P. Jayendra
Chairman

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Annexure F

Conservation of energy, technology absorption, foreign exchange earnings and outgo

(A) Conservation of energy : Not applicable

(B) Technology absorption : Not applicable

(C) Foreign exchange earnings and Outgo:

❖ Inflows/Earnings: **Rs. 1484.81 Lakhs** break up of which is as under:

(Amount in Lakhs)

Earnings - Export Sales of Goods	945.16
Earnings - Export Sales of Services	239.96
Commission on Sales	291.16
Digital Print Fee	6.09
Mastering Revenue	2.44
Total Inflows/Earnings	1,484.81

❖ Expenditure/Outgo: **Rs.10,216.32 Lakhs** break up of which is as under:-

(Amount in Lakhs)

Purchase of goods	3,886.84
Purchase of capital goods	4,817.85
Consulting /Legal Fees	122.10
Travelling expenses	146.78
Freight and Clearing Charges	4.98
Interest	112.52
Repairs	160.26
Other Expenses	964.98
Total Expenditure/Outgo	10,216.32

Place: Chennai
Date: 26th June 2019

For and on behalf of the Board of Directors



P. Jayendra
Chairman

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

U92490TN1986PTC012536

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACM2150N

(ii) (a) Name of the company

QUBE CINEMA TECHNOLOGIES

(b) Registered office address

No. 42, Dr. Ranga Road
Mylapore
Chennai
Chennai
Tamil Nadu
600004

(c) *e-mail ID of the company

srivarshini@qubecinema.com

(d) *Telephone number with STD code

04442041505

(e) Website

(iii) Date of Incorporation

01/01/1986

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Private Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	J	Information and communication	J3	Motion picture, video and television programme production, sound recording	79
2	G	Trade	G2	Retail Trading	21

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Qube Cinema Inc., USA		Subsidiary	100
2	JUSTICKETS PRIVATE LIMITED	U74900TN2013PTC092047	Associate	43

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	20,000,000	9,940,858	9,940,858	9,940,858
Total amount of equity shares (in Rupees)	200,000,000	99,408,580	99,408,580	99,408,580

Number of classes

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	20,000,000	9,940,858	9,940,858	9,940,858
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	200,000,000	99,408,580	99,408,580	99,408,580

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	7,500,000	7,443,611	7,443,611	7,443,611
Total amount of preference shares (in rupees)	75,000,000	74,436,110	74,436,110	74,436,110

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	7,500,000	7,443,611	7,443,611	7,443,611
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	75,000,000	74,436,110	74,436,110	74,436,110

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
Equity shares				
At the beginning of the year	9,940,858	99,408,580	99,408,580	
Increase during the year	0	0	0	0
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	0	0	0	0

vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify	0	0	0	
Nil				
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify	0	0	0	
Nil				
At the end of the year	9,940,858	99,408,580	99,408,580	
Preference shares				
At the beginning of the year	7,443,611	74,436,110	74,436,110	
Increase during the year	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify	0	0	0	
Nil				
Decrease during the year	0	0	0	0
i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify	0	0	0	
Nil				
At the end of the year	7,443,611	74,436,110	74,436,110	

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		28/12/2018	
Date of registration of transfer (Date Month Year)			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			405,520,000
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			91,158,000
Deposit			0
Total			496,678,000

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)**(i) Turnover**

3,901,510,000

(ii) Net worth of the Company

2,308,440,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity	Preference
--------	----------	--------	------------

		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	2,073,400	20.86	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	2,462,225	24.77	0	0
10.	Others	0	0	0	0
	Total	4,535,625	45.63	0	0

Total number of shareholders (promoters)

6

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	673,636	6.78	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0

2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	1,240,323	12.48	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	2,226,410	22.4	7,443,611	100
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	456,556	4.59	0	0
10.	Others RIMT Employee Trust	808,308	8.13	0	0
	Total	5,405,233	54.38	7,443,611	100

Total number of shareholders (other than promoters)

29

**Total number of shareholders (Promoters+Public/
Other than promoters)**

35

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

4

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
Street Edge Capital LP	455, Market Street, Suite 1140, San	30/06/2000	US	1,597,302	16.07
Intel capital Corporati	The Corporation Trust Company 1	04/06/1998	US	2,571	0.03
Nomura Asia Investme	10 Marina Boulevard #36-01 Marin	18/12/2007	SG	625,747	6.29
CSI BD (Mauritius)	DTOS Ltd. 10th Floor, Raffles Towe	22/04/2005	MU	790	

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	6	6
Members (other than promoters)	27	29
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	2	0	2	0	9.16	0
B. Non-Promoter	0	1	0	1	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	1	0	1	0	0
C. Nominee Directors representing	0	3	0	2	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	3	0	2	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	2	4	2	3	9.16	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

5

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
JAYENDRA PANCHAP.	00320286	Whole-time directo	357,750	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
SENTHIL KUMAR VEEI	00320535	Whole-time director	553,100	
MELARKODE GANESA	00792123	Director	0	
ATSUSHI OKABE	06877015	Nominee director	0	
ANIRUDH RAJ SARATHI	07195554	Nominee director	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

2

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
DIVYA VENKAT	AXOPD6975A	Company Secretary	28/09/2018	Cessation
WILLIE LONG CHI WO	02989240	Nominee director	28/03/2019	Cessation

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Extra-Ordinary General Meeting	31/05/2018	33	11	47.39
Annual General Meeting	28/12/2018	33	12	66.39

B. BOARD MEETINGS

*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	30/04/2018	6	4	66.67
2	31/05/2018	6	6	100
3	27/09/2018	6	3	50
4	29/11/2018	6	5	83.33

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
5	28/03/2019	5	4	80

C. COMMITTEE MEETINGS

Number of meetings held

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Share Allotment	18/07/2018	3	3	100
2	Share Transfer	18/07/2018	3	3	100
3	CSR Committee	22/03/2019	3	2	66.67

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	JAYENDRA P	5	5	100	3	3	100	Yes
2	SENTHIL KUM	5	5	100	3	2	66.67	Yes
3	MELARKODE	5	3	60	1	1	100	Yes
4	ATSUSHI OKA	5	3	60	0	0	0	No
5	ANIRUDH RA	5	3	60	0	0	0	No

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	JAYENDRA PANCH	Whole-time Dire	22,102,000	0	0	0	22,102,000
2	SENTHIL KUMAR	Whole-time Dire	22,102,000	0	0	0	22,102,000
	Total		44,204,000	0	0	0	44,204,000

Number of CEO, CFO and Company secretary whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	DIVYA VENKAT	Company Secre	400,000				400,000
	Total		400,000				400,000

Number of other directors whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	MELARKODE GAN	Director	375,000	0	0	0	375,000
	Total		375,000	0	0	0	375,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

The Company was in process of appointment of Company Secretary as on 31.03.2019 and has appointed a Company Secretary on 10th June 2019 .

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Whether associate or fellow Associate Fellow

Certificate of practice number

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
 (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.
 (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of the incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
 (d) Where the annual return discloses the fact that the number of members, (except in case of a one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director Digitally signed by SENTHIL KUMAR V Date: 2019.11.18 14:45:52 +05'30'

DIN of the director

To be digitally signed by Digitally signed by SEKAR SRI VARSHINI Date: 2019.11.18 15:34:02 +05'30'

- Company Secretary
- Company secretary in practice

Membership number

Certificate of practice number

Attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachement(s), if any

List of attachments

List of Share Holders - Equity and Preferer
Form MGT-8_2018-19_Signed.pdf
List of Share Transfers.pdf
Letter to ROC QCT.pdf

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company



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LIST OF SHAREHOLDERS AS ON 31.03.2019

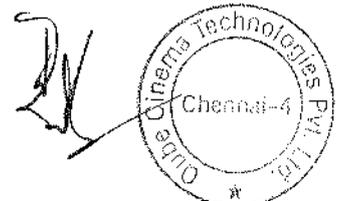
List of Equity Shareholders:

S. No.	Name of the Shareholder	Type of Share	Number of Shares held
01.	Mr. Arun Veerappan	Equity	298,000
02.	Mr. V. Senthil Kumar	Equity	553,100
03.	Mrs. Meena Veerappan	Equity	506,800
04.	Mrs. Vee. Vijayalakshmi	Equity	234,000
05.	Mr. V. Sivakumar	Equity	187,200
06.	Mr. Raja Enok	Equity	44,500
07.	Mrs. Julie Enok	Equity	6,000
08.	Mr. S. Gunaseelan	Equity	30,000
09.	Mr. D. Ashok Kumar	Equity	30,000
10.	M/s. Real Image LLP (Formerly known as Real Image Pvt. Ltd.)	Equity	2,462,225
11.	Mr. P.C. Sreeram	Equity	357,750
12.	Mr. P. Jayendra	Equity	357,750
13.	M/s. Trans Global Technologies Inc.	Equity	455,766
14.	M/s. Street Edge Capital LP	Equity	1,597,302
15.	M/s. Intel Capital Corporation, USA	Equity	2,571
16.	Mr. Viju Thomas	Equity	24,000
17.	Mr. P. Venkatesh & Mrs. Mrs. Jayashree Venkatesh	Equity	3,000
18.	M/s. Canara Bank	Equity	5,31,567
19.	M/s. Andhra Bank	Equity	3,54,378
20.	M/s. Union Bank of India	Equity	3,54,378
21.	Mr. P.C. Nayak	Equity	4,543
22.	Mr. Vijay Kumar Angadi	Equity	4,543
23.	M/s. CSI BD (Mauritius)	Equity	790
24.	M/s. Reliance Value Services Private Limited (Formerly known as Payone Enterprises Pvt. Ltd.)	Equity	790
25.	M/s. Nomura Asia Investment (MB) Pte. Ltd.	Equity	6,25,747
26.	RIMT Employees Trust represented by Arun Veerappan & P. Jayendra, Trustees	Equity	808,308
27.	Mr. K Prasannanjaneya	Equity	2,020
28.	Mrs. Sudha Panchapakesan	Equity	45,220
29.	Mr. Ketan Mehta	Equity	5,870
30.	Mr. A.S. Narayanan	Equity	14,820
31.	Mr. Deepak Hirani	Equity	12,210
32.	Ms. Susan Zachariah	Equity	8,196
33.	Ms. Gowri Padmanabh	Equity	15,580
34.	Mr. Jeisingh	Equity	604
35.	Mr. S. Kannan	Equity	1,330
	Total		99,40,858

Qube Cinema Technologies Pvt. Ltd.

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Qube Cinema Technologies Pvt. Ltd. formerly Real Image Media Technologies Pvt. Ltd. • CIN: U92490TN1986PTC012536





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List of Preference Shareholders:

S. No.	Name of the Shareholder	Type of Share	Number of Shares held
1.	M/s. Intel Capital Corporation, USA	Series A Preference	2,571,006
2.	M/s. CSI BD (Mauritius)	Series B Preference	7,89,941
3.	M/s. Reliance Value Services Private Limited (Formally known as Payone Enterprises Pvt. Ltd.)	Series B Preference	7,89,941
4.	M/s. Nomura Asia Investment (MB) Pte. Ltd.	Series C Preference	30,95,160
5.	M/s. Intel Capital Corporation, USA	Series C Preference	1,97,563
	Total		74,43,611

For QUBE CINEMA TECHNOLOGIES PRIVATE LIMITED


P. Murali Krishna
Company Secretary



Qube Cinema Technologies Pvt. Ltd.

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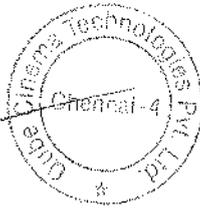
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LIST OF EQUITY SHARE TRANSFER DURING THE YEAR 2018-19

Date of Transfer	Name of Transferor	Name of Transferee	No. of shares Transferred	Type of Share Transferred	Value per share
31.05.2018	RIMT Employees Trust	Jeisingh	604	Equity Shares	10
		S. Kannan	1330	Equity Shares	10

For QUBE CINEMA TECHNOLOGIES PRIVATE LIMITED


P. Murali Krishna
Company Secretary



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