



VISION CINEMAS LTD.  
CIN: L33129KA1992PLC013262.

#24/1, 5<sup>th</sup> Main Road, Jayamahal Extension, Jayamahal, Bengaluru KA 560046 IN

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01<sup>st</sup> October 2025

To,  
Bombay Stock Exchange Ltd.,  
Department of Company Affairs  
Floor No.25, Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai-400 001, Telephone: 22721234

Dear Sir,

SUB: SUBMISSION OF VOTING RESULTS AND CONSOLIDATED SCRUTINIZER'S REPORT OF THE 32<sup>nd</sup> ANNUAL GENERAL MEETING OF THE COMPANY.

Pursuant to the requirements of Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Rule 20 of Companies (Management and Administration) Rules, 2014 enclosed is details of the voting results of the 32<sup>nd</sup> Annual General Meeting of the Company held on 29<sup>th</sup> September 2025 along with the Scrutinizer's Report.

Kindly take the above on your records. Thanking you

Yours faithfully,

For VISION CINEMAS LIMITED

Bindiganavale Ranganasanth  
Managing Director  
(DIN: 01763289)  
Encl: as stated



To

The Chairman,  
**Vision Cinemas Limited**  
24/1, 5th Main, Jayamahall Extention, Jayamahall,  
Bangalore-560046, Karnataka, India  
CIN: L33129KA1992PLC0013262

Page | 1

**Report of Scrutinizer**

Dear Sir,

We are pleased to present the report on the remote e-voting and e-voting at AGM conducted by **Vision Cinemas Limited** ("the Company") seeking consent of its Members for the Resolutions as contained in the Notice of AGM dated August 14, 2025.

I, Sharvari Sham Kulkarni, of M/s Sharvari Kulkarni and Associates Practicing Company Secretary (Membership No. A55902), having office at 11<sup>th</sup> Block Anjanapura BDA Layout, Off J P Nagar 8<sup>th</sup> Phase Bangalore-560083, Karnataka, appointed as Scrutinizer(s).

1. In terms of provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, I have been appointed as the Scrutinizer to conduct the postal ballot process in respect of the Resolutions mentioned in the Notice dated August 14, 2025.
2. In terms of Section 108, 110 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014, as amended from time to time read with the General Circular No, 14/2020, 17/ 2020, 20/ 2020 and 02/ 2021, dated 08.04.2020, 13.04.2020, 05.05.2020, 13.01.2021 and 05.05.2022 respectively issued by MCA, (MCA Circulars), read with Circular Nos, SEBI/ I-110/ CFD/ CMDI/ CIR/ P/ 2020/ 79, SEBI /HO/ CFD /CMD2/CIR/P /2021/11 dated 12.05.2020 and 15.1.2021 respectively and SEBI/ HO/ CFD / CMDZ/ CIR/ P/ 2022/ 62 dated May 13, 2022 issued by the SEBI, the Company had sent the AGM Notice through electronic mode to those Members whose E mail addresses were registered with the Company RTA/ Depositories. Accordingly, the communication of assent or dissent of the Members on the Resolutions stated in the Notice of the 32<sup>nd</sup> AGM of the Company, took place, through the remote e-voting system and Voting by Poll at the Annual General Meeting.;

**Address:** 11th Block, Anjanapura BDA Layout , Off JP Nagar 8th Phase, Bangalore 560083  
**Mobile:** 9108120788 **Email:** cs.sharvarikulkarni@gmail.com







3. The Notice dated August 14, 2025, along with statement setting out material facts under Section 102 of the Act as confirmed by the Company were sent through electronic mode to those Members whose e-mail addresses were registered with the Company/Depositories to the shareholders to their respective address mentioned in the Register of members as on the cut-off date. Page | 2
4. For those Members who have not registered their email ids with the Company RTA/ Depositories, the Company made necessary intimations and arrangements to register the email ids, to receive AGM Notice, Annual Report and e-voting user ID and password. Detailed procedure was given in the Notice to shareholders for the 32<sup>th</sup> AGM
5. The Company had engaged the services of Central Depository Services Limited ("CDSL") to provide remote e-voting facility to its members.
6. The shareholders of the Company holding shares as on record date of September 22, 2025, were entitled to vote on the resolution as contained in the Notice.
7. The remote e-voting period commenced from Friday, September 26, 2025 at 09.00 A.M. and ends on Sunday, September 28, 2025 at 05.00 P.M., and the CDSL e-voting module was disabled thereafter.
8. The votes cast under remote e-voting facility were authorized and thereafter unblocked.
9. I have scrutinized and reviewed the votes cast through remote e-voting based on the data downloaded from the CDSL e-voting system and have maintained a register in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014, as amended.
10. The Management of the Company is responsible for ensuring compliance with the requirements of the Companies Act, 2013, rules and the MCA Circulars relating to remote e-voting on the Resolutions contained in the notice of Annual General Meeting.
11. My responsibility as scrutinizer for the remote e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the special resolution.



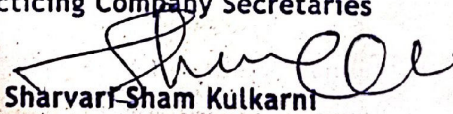




12. All the reports generated from the CDSL for remote e-voting and e-voting ay AGM was handed over to the custody of Compliance Officer of the Company authorized by the board for safe custody and records.
13. Out of the total 32 shareholders, 22 shareholders attended the meeting through electronic mode and 10 shareholders attended physically at the venue. It is noted that the physical presence of shareholders at the venue was not captured in the video recording of the meeting, though their attendance was duly taken on record. Page | 3
14. I now submit my Scrutinizer Report on the results of the voting by remote e-voting mode in respect of the said Resolutions, as under:



For Sharvari Kulkarni And Associates  
Practicing Company Secretaries

  
Sharvari Sham Kulkarni

Proprietor  
ACS No. 55902 CP No. 27117



**Item No.1:Adoption of Accounts:**

To consider and adopt the Financial Statements of the Company for the financial year ended March 31, 2025, along with the Consolidated Financial Statements for the said financial year and the Reports of the Board of Directors and the Auditors.

Page | 4

Particulars	Number of members voted through			Number of votes cast by them			% of total number of valid votes cast
Voting mode	Remote e-voting	Venue voting	Total	Remote e-voting	Venue voting	Total	
Assent	30	0	30	26611918	0	26611918	100
Dissent	8	0	08	8	0	8	000
Invalid	0	0	0	0	0	0	0
Total	38	0	38	26611926	0	26611926	100

As the number of votes passed in favour of resolution was more than the votes cast against, we report that the ordinary resolution with regard to Item No. 1 as set out in the notice of the Annual General Meeting (AGM) is passed in favour of the resolution.

**Item No.2: Re-Appointment of Retiring Director:**

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

To appoint a Director in place of Mrs. Anita Vasanth (DIN: 01763255), who retires by rotation as per Section 152 and being eligible to offers herself for re-appointment.

Particulars	Number of members voted through			Number of votes cast by them			% of total number of valid votes cast
	Voting mode	Remote e-voting	Venue voting	Total	Remote e- voting	Venu e- votin g	
Assent	29	0	29	20924418	0	20924418	100
Dissent	8	0	08	8	0	8	000
Invalid	1	0	1	5687500		5687500	21.37
Total	38	0	38	26611926	0	26611926	100





As the number of votes passed in favour of resolution was more than the votes cast against, we report that the ordinary resolution with regard to Item No. 2 as set out in the notice of the Annual General Meeting (AGM) is passed in favour of the resolution.

Page | 5

**Item No.3** 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.20 Crores, severally for each of the following parties:

Name of Related Party	Nature
S I Media LLP	188 (1) (a) to (f)
Vasanth Colour Laboratories Ltd.	188 (1) (a) to (f)
Pyramid Entertainment (India) Private Limited	188 (1) (a) to (f)
Visual Communication Services (Partnership Firm)	188 (1) (a) to (f)
Kavita Communications (proprietorship Firm)	188 (1) (a) to (f)

Particulars	Number of members voted through			Number of votes cast by them			% of total number of valid votes cast
	Remote e-voting	Venue voting	Total	Remote e-voting	Venue voting	Total	
Assent	30	0	30	26611918	0	26611918	100
Dissent	8	0	08	8	0	8	000
Invalid	0	0	0	0	0	0	0
Total	38	0	38	26611926	0	26611926	100







As the number of votes passed in favour of resolution was more than the votes cast against, we report that the ordinary resolution with regard to Item No. 3 as set out in the notice of the Annual General Meeting (AGM) is passed in favour of the resolution.

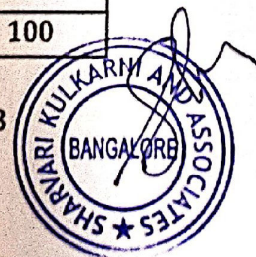
**Item No.4:** To Appoint Ms Sharvari Sham Kulkarni Prop. Of M/s Sharvari Kulkarni and Associates, Practicing Company Secretaries as Secretarial Auditors for conducting Secretarial Audit of the Company for a period of five consecutive years commencing from FY 2025-26 till FY 2029-30. Page | 6

**"RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, consent of the Company be and is hereby accorded for appointment of Ms Sharvari Sham Kulkarni Prop. of M/s Sharvari Kulkarni and Associates, Practicing Company Secretaries, (Sole Proprietorship No. S2025KR1021100) as the Secretarial Auditor of the Company for a period of five (5) consecutive financial years, commencing on April 01, 2025, until March 31, 2030, to conduct a Secretarial Audit of the Company and to furnish the Secretarial Audit Report.

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to fix the annual remuneration plus applicable taxes and out-of-pocket expenses payable to them during their tenure as the Secretarial Auditors of the Company, as determined by the Audit Committee in consultation with the said Secretarial Auditors".

**"RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this Resolution".

Particulars	Number of members voted through			Number of votes cast by them			% of total number of valid votes cast
Voting mode	Remote e-voting	Venue voting	Total	Remote e-voting	Venue voting	Total	
Assent	30	0	30	26611918	0	26611918	100
Dissent	8	0	08	8	0	8	000
Invalid	0	0	0	0	0	0	0
Total	38	0	38	26611926	0	26611926	100







As the number of votes passed in favour of resolution was more than the votes cast against, we report that the ordinary resolution with regard to Item No. 4 as set out in the notice of the Annual General Meeting (AGM) is passed in favour of the resolution.

Page | 7

**Item No.5** To consider and approve the appointment of Mr. Babu Reddy Srinivas Reddy (DIN: 11276910) as Non-Executive – Independent Director and, if thought fit, to pass, with or without modifications, the following resolution as **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 149(6), 152, read with Schedule IV of the Companies Act, 2013 and Rule 4, 5, and 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulations 16(1)(b), 17 and 25(2A) of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions thereof and relevant provisions of Articles of Association the Company, the consent of the Members be and is hereby accorded for appointment of Mr. Babu Reddy Srinivas Reddy (DIN: 11276910) as Non-Executive – Independent Director on the Board of the Company for a term of five consecutive years with effect from September 5, 2025 till September 4, 2030, whose term shall not be subject to retirement by rotation."

**"RESOLVED FURTHER THAT** Mr. Babu Reddy Srinivas Reddy (DIN: 11276910) has submitted a declaration that he meets the criteria of Independence as provided in section 149(6) of the Act & Regulation 16(1)(b)(ii) to (viii) of SEBI (Listing Obligations & Disclosure Requirement 2015".

**"RESOLVED FURTHER THAT** an Appointment Letter detailing the Terms and Conditions be issued to Mr. Babu Reddy Srinivas Reddy (DIN: 11276910) which shall be signed by Mr. Bindiganavale Ranganasanth, Managing Director."

**"RESOLVED FURTHER THAT** any Director and/or the Company Secretary of the Company be and are hereby severally authorized to sign and file necessary Forms and Documents with the Regulatory Authorities to take such steps, as may be required, for obtaining necessary approvals, if any, and further to do all such acts, deeds, and things as may be necessary to give effect to this resolution."







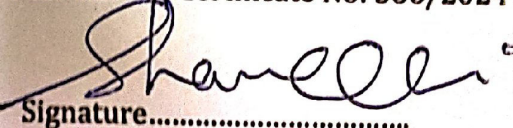
Particulars	Number of members voted through			Number of votes cast by them			% of total number of valid votes cast Page   8
	Remote e-voting	Venue voting	Tot al	Remote e- voting	Venu e votin g	Total	
Assent	30	0	30	26611918	0	26611918	100
Dissent	8	0	08	8	0	8	000
Invalid	0	0	0	0	0	0	0
Total	38	0	38	26611926	0	26611926	100

As the number of votes passed in favour of resolution was more than the votes cast against, we report that the ordinary resolution with regard to Item No. 5 as set out in the notice of the Annual General Meeting (AGM) is passed in favour of the resolution.

For Sharvari Kulkarni and Associates  
Company Secretaries

ICSI Unique Code: S2025KR1021100

Peer Review Certificate No: 566/2024

  
Signature.....

Sharvari Kulkarni (Proprietor)

ACS No: 55902 | C.P. No.: 2711

Place : Bengaluru

Date : 01.10.2025

UDIN : A055902G001423367

