



V R FILMS & STUDIOS LIMITED

Date: 31st May, 2024

To,
Department of Corporate Services,
BSE LIMITED
P. J. Towers, Dalal Street,
Mumbai – 400 001.

BSE Scrip Code: 542654

Subject: Announcement of Voting Results of “V R FILMS & STUDIOS LIMITED” (“The Company”) pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements), 2015, please find enclosed herewith the details of voting results and the Scrutinizer’s Report thereon dated 31st May, 2024.

The Resolution set forth in the Postal Ballot Notice dated 30th April, 2024 has been approved by Members with requisite majority.

The Results of the Postal Ballot along with the Scrutinizer’s Report is also being placed on the Company’s Website at <https://vrfilms.in/investor/>.

You are requested to kindly take the same on record.

Thanking You.

Yours Truly,

For, V R FILMS & STUDIOS LIMITED

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DUTT

Digitally signed by MANISH SATPRAKASH DUTT
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cn=MANISH SATPRAKASH DUTT
Date: 2024.05.31 13:01:15 +0530



MANISH DUTT
MANAGING DIRECTOR
DIN: 01674671

JURISDICTION MUMBAI HIGH COURT

19. Chhadva Apartments, Near Diamond Garden. Sion-Trombay Road, Chembur. Mumbai - 400071. INDIA
Tel No: 91-22-25273841, Tel Fax No: 91-22-25228467, Email Id: info@vrfilms.in, Website: www.vrfilms.in

CIN : L92100MH2007PLC177175

General information about company

Scrip code	542654
NSE Symbol	
MSEI Symbol	
ISIN	INE06LG01010
Name of the company	V R Films & Studios Ltd
Type of meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	30-05-2024
Start time of the meeting	
End time of the meeting	

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Date: 2024.05.31 12:53:00 +05'30'

Scrutinizer Details

Name of the Scrutinizer	Jaymin Modi
Firms Name	Jaymin Modi & Co
Qualification	CS
Membership Number	44248
Date of Board Meeting in which appointed	30-04-2024
Date of Issuance of Report to the company	31-05-2024

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Date: 2024.05.31 12:53:38 +05'30'

Voting results	
Record date	26-04-2024
Total number of shareholders on record date	1121
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	2
Disclosure of notes on voting results	

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Date: 2024.05.11 12:54:09 +05'30'

Resolution(1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To consider re-appointment of Mrs. Vaneeta S Sridhar (DIN: 08387830) as the Independent Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7877984	7877968	99.9998	7877968	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		7877984	7877968	99.9998	7877968	0	100
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institutions	E-Voting	3098016	48367	1.5612	48367	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		3098016	48367	1.5612	48367	0	100
Total		10976000	7926335	72.2152	7926335	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

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SATPRAKA SH DUTT
Date: 2024.05.11 12:54:54 +05'30'

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

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Resolution(2)								
Resolution required: (Ordinary / Special)			Special					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			To consider re-appointment of Mr. Vishnu Vithalbhai Patel (DIN: 01029694) as the Independent Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7877984	7877968	99.9998	7877968	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		7877984	7877968	99.9998	7877968	0	100
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institutions	E-Voting	3098016	48367	1.5612	46367	2000	95.8649	4.1351
	Poll							
	Postal Ballot (if applicable)							
	Total		3098016	48367	1.5612	46367	2000	95.8649
Total		10976000	7926335	72.2152	7924335	2000	99.9748	0.0252
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

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Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

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**SCRUTINIZER'S REPORT
ON POSTAL BALLOT (E-VOTING) OF V R FILMS & STUDIOS LIMITED
[Pursuant to Section 108 and 110 of the Companies Act, 2013 and Rules 20 and 22 of
the Companies (Management and Administration) Rules, 2014]**

To,
Chairman & Managing Director
V R Films & Studios Limited
19, Chhadva Apartments, Sion-Trombay Road,
Chembur, Mumbai, Maharashtra, 400071

Sub: Report of Scrutinizer on Postal Ballot process conducted through Remote E-voting pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 ('the Act') read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and MCA circulars (mentioned herein below) in respect of passing of the resolution contained in the Postal Ballot Notice 30th April, 2024.

Dear Sir,

We, Jaymin Modi & Co, Practicing Company Secretary having office at 603/604, Sai Janak Classic, Devidas Lane Near Sudhir Phadke Flyover, Borivali West Mumbai Maharashtra 400103 India, was appointed as a Scrutinizer by the Board of Directors of V R Films & Studios Limited ('the Company') dated 30th April, 2024, for the purpose of scrutinizing the remote e-voting by the Members of the Company which was proposed through Postal Ballot notice dated 30th April, 2024 ('Notice').

In view of COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') guidelines prescribed by the Ministry of Corporate Affairs for conducting postal ballot through e-Voting vide General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020, 10/2021 dated 23rd June 2021 and 20/2021 dated 8th December 2021 and General Circular No. 20/2020 dated 05.05.2022 Circular No. 10/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 respectively (collectively termed as "MCA Circulars"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS - 2") issued by the Institute of Company Secretaries of India and pursuant to all other applicable laws and regulations, if any, the resolution as stated in the Postal Ballot Notice was put before the Member(s) of the Company for Voting through remote e-voting by electronic means and ballot forms.

The compliance with the provisions of the Companies Act, 2013 and the Rules made there under relating to voting through electronic means, by the members on the Resolution proposed in the Postal Ballot Notice dated 30th April, 2024, is the responsibility of management. Our responsibility as a scrutinizer is to ensure that the voting process, through remote e-voting and ballot forms, is conducted in a fair and transparent manner and render scrutinizer's report of the total votes cast 'in favour or against', if any, to the Chairman or any other authorized personnel of the Company, on the resolution, based on the reports generated from the remote e-voting system of NSDL the authorized agency, to provide remote e-voting facilities and engaged by the Company for that purpose.

I hereby report as under:



Management's Responsibility

The management of the Company is responsible to ensure compliance with the requirement of the relevant provisions of (i) the company Act, 2013 and the rules made there under and (ii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, (LODR), relating to postal ballot voting by electronic means for the resolution stated in the Postal Ballot Notice.

Scrutinizer's Responsibility

Our responsibility as a scrutinizer is restricted to making a Scrutinizers report of the votes cast by the members in respect of the resolutions contained in the Postal Ballot Notice. My Report is based on e-voting and postal ballot forms (if applicable) received till the time fixed for closing of the voting process.

1. The Company appointed/engaged NSDL, the authorised agency, as the service provider for providing facility of remote e-voting to the members of the Company.
2. The Postal Ballot Notice was sent only through electronic mode to all the members whose e-mail addresses are registered with the Company or with the Depositories/Depository Participants.
3. As prescribed in clause (v) of sub rule 4 of Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has published an advertisement on 01st May, 2024 about the dispatch of Notice in 'Active Times' in English and 'Mumbai Lakshdeep' in Marathi.
4. The Company dispatched the Notice by email on April 30, 2024 to members whose names were recorded in the Register of Members or in the Register of Beneficial Owners maintained in the Depositories as on the cut-off date i.e., April 26, 2024.
5. The voting through remote e-voting facility commenced on Wednesday, 01st May, 2024 at 9:00 A.M. (IST) and ended on Thursday, 30th May, 2024 at 5:00 p.m. (IST) being the last date for remote e-voting. The remote e-voting during this period was considered for my scrutiny.
6. Pursuant to Rule 20 of Companies (Management & Administration) Rules, 2014, the remote E-Voting on NSDL Website was unblocked by me on 31st May, 2024 at 11:21 AM. (IST) in the presence of two independent witnesses who are not in employment of the Company.
7. The results of voting are as under:
 - a) Special Resolution

To consider re-appointment of Mrs. Vaneeta S Sridhar (DIN: 08387830) as the Independent Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution.

Voted in Favour of the resolution:



Postal Ballot Voting	Number members who voted	of	Number of votes cast by them	% of total number of valid votes cast
Electronic (e-voting)	18		7926335	100%
Ballot Forms	0		0	0
Total	18		7926335	100%

• Voted against the resolution:

Postal Ballot Voting	Number members who voted	of	Number of votes cast by them	% of total number of valid votes cast
Electronic (e-voting)	-		-	-
Ballot Forms	-		-	-
Total	-		-	-

• Invalid Votes

Postal Ballot Voting	Number members who voted	of	Number of votes cast by them	% of total number of valid votes cast
Electronic (e-voting)	-		-	-
Ballot Forms	-		-	-
Total	-		-	-

Thus, the Special Resolution as contained in Item No.1 is passed with requisite majority.

b) Special Resolution

To consider re-appointment of Mr. Vishnu Vithalbhai Patel (DIN: 01029694) as the Independent Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution.

Voted in Favour of the resolution:

Postal Ballot Voting	Number members who voted	of	Number of votes cast by them	% of total number of valid votes cast
Electronic (e-voting)	17		7924335	100%
Ballot Forms	0		0	0
Total	17		7924335	99.97%



• Voted against the resolution:

Postal Ballot Voting	Number members who voted	of	Number of votes cast by them	% of total number of valid votes cast
Electronic (e-voting)	01		2000	100%
Ballot Forms	-		-	-
Total	01		2000	0.03%

• Invalid Votes

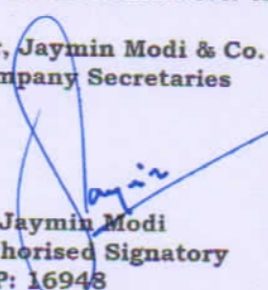
Postal Ballot Voting	Number members who voted	of	Number of votes cast by them	% of total number of valid votes cast
Electronic (e-voting)	-		-	-
Ballot Forms	-		-	-
Total	-		-	-

Thus, the Special Resolution as contained in Item No.2 is passed with requisite majority.

The Chairman/ Authorised representative may accordingly declare the result of voting through remote E-voting facility in respect of Resolution's mentioned in the Notice.

All relevant records in relation to the postal ballot voting including voting by electronic means are handed over to the management of the Company.

For, Jaymin Modi & Co.
Company Secretaries


CS Jaymin Modi
Authorised Signatory
COP: 16948
Mem No. 44248
FRC: 2146/2022
UDIN: A044248F000508052



Place: Mumbai
Date: 31.05.2024