



**VISION CINEMAS LTD.**  
CIN: L33129KA1992PLC013262

01<sup>st</sup> October 2024

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 31<sup>st</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 31st Annual General Meeting of the Company held on 30th September 2024 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

Regd. Office: 24/1, 5<sup>th</sup> Main, Jayamahala Extension, Jayamahala, Bangalore 560046 INDIA.  
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**FORM NO. MGT.13**

**Report of Scrutinizer(s)**

**[Pursuant to rule section 108 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]**

To,

**Mr. Kunal Ashok,**

The Chairman of 31st Annual General Meeting of the Equity Shareholders of **Vision Cinemas Limited**, held on Monday, 30th day of September, 2024 at 2.00 P.M. IST through Video conferencing (VC) / Other Audio Visual Means ("OAVM") and deemed to be held at the registered office situated at 24/1, 5<sup>th</sup> Main, Jayamahal Extention, Jayamahal, Bangalore-560046, Karnataka, India.

**Dear Sir,**

**Subject: Scrutinizer's Report on e-voting conducted pursuant to provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rule, 2014.**

1. I, Sharvari Sham Kulkarni, Practicing Company Secretary, having office at 11<sup>th</sup> Block Anjanapura BDA Layout, Off JP Nagar 8<sup>th</sup> Phase Bangalore-560083, Karnataka, appointed as Scrutinizer(s) for the purpose of :

1.1. Scrutinizing the e-voting process (remote e-voting) at the Annual General Meeting ("AGM") of Vision Cinemas Limited ("The Company"), held on Monday, the 30<sup>th</sup> day of September, 2024 through Video conferencing (VC) / Other Audio Visual Means ("OAVM") under the provisions of Section 108 of the Companies Act 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("Rules") as amended (Rules) and the provisions of Regulation 44 of the SEBI (LODR) Regulations 2015 (the "Listing Regulations") and;

1.2. Voting through electronic means during the AGM ("venue voting").

2. The management of the Company is responsible to ensure compliance with the requirements of the Act, Rules and circulars issued by MCA and SEBI, from time to time, relating to conducting of AGM through VC/OAVM and voting by electronic means for the resolutions contained in the Notice of the 31<sup>st</sup> Annual General Meeting of the Equity Shareholders of Vision Cinemas Limited dated 30<sup>th</sup> Day of September, 2024.

The Company has availed e-voting facility from M/s Central Depository Services (India) Limited, the authorized agency to provide remote e-voting facilities prior to the AGM and enabling the shareholders, attending the AGM through video conferencing or other audio visual means, to vote electronically during the AGM ("venue voting").



Further, our responsibility as a scrutinizer for the voting process of voting through electronic means (i.e., by remote e-voting and e-voting during the AGM) is restricted in making a consolidated scrutinizer's report of the votes cast "in favor" or "against" on the resolutions stated in the Notice, based on the reports generated from the e-voting system of Central Depository Services (India) Limited ("CDSL"), the Agency authorized under the Rules and engaged by the company to provide e-voting facilities for voting through electronic means prior to AGM and during the AGM.

**3. Further to above, we submit my report as under:**

- 3.1. Pursuant to the General Circulars number 14/2020, 17/2020, 20/2020, 02/2021, 02/2022, 10/2022, 09/2023 issued by Ministry of Corporate Affairs (hereinafter referred to as 'MCA Circulars') and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 issued by SEBI, and all other relevant circulars issued from time to time, the Notice of the 31st AGM was sent through electronic mode to all those Members whose email addresses were registered with the Company/ Depository Participant(s)/ Registrar Transfer Agent along with Annual Report and detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided under the Rules and MCA Circulars.
- 3.2. The voting rights were reckoned as on 23<sup>rd</sup> September, 2024 being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and e-voting during the AGM.
- 3.3. The Chairman at the 31<sup>st</sup> AGM, held on Monday, 30<sup>th</sup> September, 2024 had announced that the Members who have not exercised their votes through remote e-voting may, if they wish to, exercise their votes through e-voting system being provided during the AGM.
- 3.4. The remote e-Voting commenced on Friday, 27<sup>th</sup> September, 2024 (09:00 A.M. IST) and ended on Sunday, 29<sup>th</sup> September, 2024 (5:00 P.M. IST) and the remote e-voting platform was disabled by CDSL thereafter and the facility for casting the e-voting was also available during the AGM.
- 3.5. After the closure of e-voting at the AGM, the report on e-voting was diligently scrutinized and the votes cast under remote e-voting facility were thereafter unblocked. We have scrutinized and reviewed the remote e-voting prior and voting during the AGM and votes cast therein based on the data downloaded from the CDSL e-voting system. Based on the data downloaded from the Official website of the CDSL for the remote e-Voting process conducted prior to and during the AGM, we now submit combined report as under:



**The results of remote E-voting and venue voting at AGM of  
M/s. VISION CINEMAS LIMITED**

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

“RESOLVED THAT, the Audited Balance sheet as at 31st March, 2024 the statement of Profit and loss, notes forming part thereof, the cash flow statement for the year ended 31.03.2024, Financial Statements, together with the Directors Report and the Auditors Report thereon as circulated to the members and presented to the meeting be and the same are hereby approved and adopted.” (Passed as Ordinary Resolution):

Particulars	Number of members voted through			Number of votes cast by them			% of total number of valid votes cast
	Voting mode	Remote voting	Venue voting	Total	Remote e-voting	Venue voting	
Assent	19	0	19	25484155	0	25484155	99.9968
Dissent	9	0	9	810	0	810	0.0032
Total	28	0	28	25484965	0	25484965	100

**Result:**

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 appoint a Director in place of Mrs. Anita Vasanth (DIN: 01763255), who retires by rotation as per Section 152 and being eligible to offers himself for re-appointment. (Passed as Ordinary 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	
Assent	18	0	18	25484080	0	25484080	99.9965
Dissent	10	0	10	885	0	885	0.0035
Total	28	0	28	25484965	0	25484965	100



**Result:**

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:

**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:

<b>Name of Related Party</b>	<b>Nature</b>
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)

<b>Particulars</b>	<b>Number of members voted through</b>			<b>Number of votes cast by them</b>			<b>% of total number of valid votes cast</b>
	<b>Remote e-voting</b>	<b>Venue voting</b>	<b>Total</b>	<b>Remote e-voting</b>	<b>Venue voting</b>	<b>Total</b>	
<b>Assent</b>	17	0	0	25483880	0	25483880	99.9957
<b>Dissent</b>	11	0	0	1085	0	1085	0.0043
<b>Total</b>	28	0	0	25484965	0	25484965	100



**Result:**

As the number of votes passed in favour of resolution was more than the votes cast against, we report that the Special 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: Appointment of Statutory Auditor to fill casual vacancy:**

To appoint Statutory Auditor of the Company and to fix their remuneration and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT**, pursuant to the provisions of Section 139, 142 and all other applicable provisions of the Companies Act, 2013 (the “Act”), M/s Manoj Acharya & Associates, be and are hereby appointed as Statutory Auditors of the Company, to fill the casual vacancy caused by the resignation of M/s Pradeep Kumar Devaraj & Associates Chartered Accountants.

**RESOLVED FURTHER THAT**, M/s Manoj Acharya & Associates, be and are hereby appointed as Statutory Auditors of the Company to hold office from 03<sup>rd</sup> August 2024, until conclusion of the 31<sup>st</sup> Annual General Meeting of the Company, at such remuneration plus applicable taxes, and out of pocket expenses , as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.:

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	
<b>Assent</b>	18	0	18	25484080	0	25484080	99.9965
<b>Dissent</b>	10	0	10	885	0	885	0.0035
<b>Total</b>	28	0	28	25484965	0	25484965	100

**Result:**

As the number of votes passed in favour of resolution was more than the votes cast against, we report that the Special 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.



**Item No.5: Appointment of Statutory Auditors:**

To appoint Statutory Auditor of the Company and to fix their remuneration and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT**, pursuant to the provisions of Section 139, 142 and all other applicable provisions of the Companies Act, 2013 (the “Act”) read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of the Audit Committee and Board of Directors, Mr. Manoj Acharya (Membership Number: 045714), M/s Manoj Acharya & Associates., Chartered Accountant (FRN: 114984W) be and are hereby appointed as the Statutory Auditors of the Company in place Mr. Pradeep Kumar Devaraj (Membership Number: 242223), M/s Pradeep Kumar Devaraj & Associates Chartered Accountants at such remunerations may be mutually agreed upon by the Board of Directors and the Auditors, in addition to the reimbursement of service tax and actual out of pocket expenses incurred in connection with the audit of accounts of the Company.”

**“RESOLVED FURTHER THAT**, Mr. Manoj Acharya (Membership Number: 045714), M/s Manoj Acharya & Associates., Chartered Accountant (FRN: 114984W) appointed as the Statutory Auditors of the Company, shall hold the office for a period of five years (5 years) from the conclusion of this 31<sup>st</sup> Annual General Meeting of the Company till the conclusion of 36<sup>th</sup> Annual General Meeting of the Company to be held after this Annual General Meeting on such remuneration as may be mutually agreed upon between Board of Director of the Company and the Auditors plus reimbursement of service tax, travelling and out of pocket expenses;.”

**“RESOLVED FURTHER THAT**, the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary desirable or 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
	Remotee-voting	Venue voting	Total	Remote e-voting	Venue voting	Total	
<b>Assent</b>	18	0	18	25484080	0	25484080	99.9965
<b>Dissent</b>	10	0	10	885	0	885	0.0035
<b>Total</b>	28	0	28	25484965	0	25484965	100



**Result:**

As the number of votes passed in favour of resolution was more than the votes cast against, we report that the Special 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.

**Item No.6: Re-Appointment of Mr. Muthuswamy Hariharan, as an Independent Director and in this regard pass with or without modification(s), the following resolution as an Ordinary Resolution:**

**“RESOLVED THAT** pursuant to Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 The Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Companies Act, 2013 and Regulation 16(1)(b), 17, 25 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments thereto or re-enactment thereof, for the time being in force) (hereinafter collectively referred to as the “Applicable Laws”) and on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Muthuswamy Hariharan (DIN: 08497968) in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director of the Company and who has submitted a declaration that he meets the criteria of Independence as provided under the Act and the SEBI Listing Regulations, be and is hereby appointed as a Non-Executive, Independent Director of the Company for a term of 5 (Five) consecutive years, commencing from 1st July 2024 to 30th June 2029, who would not be liable to retire by rotation, be and is hereby approved.”

Particulars	Number of members voted through			Number of votes cast by them			% of total number of valid votes cast
	Remotee-voting	Venue voting	Total	Remote e-voting	Venue voting	Total	
<b>Assent</b>	18	0	18	25484080	0	25484080	99.9965
<b>Dissent</b>	10	0	10	885	0	885	0.0035
<b>Total</b>	28	0	28	25484965	0	25484965	100

**Result:**

As the number of votes passed in favour of resolution was more than the votes cast against, we report that the Special resolution with regard to Item No. 6 as set out in the notice of the Annual General Meeting (AGM) is passed in favour of the resolution.





**Item No.7: Re-Appointment of Mr. Kunal Ashok, as an Independent Director and in this regard pass with or without modification(s), the following resolution as an Ordinary Resolution:**

**“RESOLVED THAT** pursuant to Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 The Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Companies Act, 2013 and Regulation 16(1)(b), 17, 25 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments thereto or re-enactment thereof, for the time being in force) (hereinafter collectively referred to as the “Applicable Laws”) and on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Kunal Ashok (DIN: 08497957), in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director of the Company and who has submitted a declaration that he meets the criteria of Independence as provided under the Act and the SEBI Listing Regulations, be and is hereby appointed as a Non- Executive, Independent Director of the Company for a term of 5 (Five) consecutive years, commencing from 1st July 2024 to 30th June 2029, who would not be liable to retire by rotation, be and is hereby approved.”

Particulars	Number of members voted through			Number of votes cast by them			% of total number of valid votes cast
	Remotee-voting	Venue voting	Total	Remote e-voting	Venue voting	Total	
<b>Assent</b>	18	0	18	25484080	0	25484080	99.9965
<b>Dissent</b>	10	0	10	885	0	885	0.0035
<b>Total</b>	28	0	28	25484965	0	25484965	100

**Result:**

As the number of votes passed in favour of resolution was more than the votes cast against, we report that the Special resolution with regard to Item No. 7 as set out in the notice of the Annual General Meeting (AGM) is passed in favour of the resolution.

**Item No.8: Re-Appointment of Mr. Bindiganvale Rangavasanth as Managing Director (DIN: 01763289) and in this regard pass with or without modification(s), the following resolution as a Special Resolution:**

**“RESOLVED THAT** based on the recommendation of the Nomination and Remuneration Committee, Board of Directors, pursuant to the provisions of Sections 196, 196(3), 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Schedule V thereto and the Rules made thereunder including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force and the Articles of Association of the company



and subject to such other approvals as may be necessary, Mr. Bindiganvale Rangavasanth. (DIN: 01763289) as Chairman and Managing Director of the Company who has attained the age of 70 years, for a period of 5 years commencing from 30<sup>th</sup> May, 2024 to 29<sup>th</sup> May 2029, as well as the payment of salary, commission and perquisites (hereinafter referred to as “remuneration”), upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with the authority to the Board of Directors to alter and vary the terms and conditions of the said appointment and / or agreement in such manner as may be agreed to between the Board of Directors and appointee Managing Director.”

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

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

Particulars	Number of members voted through			Number of votes cast by them			% of total number of valid votes cast
	Remotee-voting	Venue voting	Total	Remote e-voting	Venue voting	Total	
<b>Assent</b>	18	0	18	25484080	0	25484080	99.9965
<b>Dissent</b>	10	0	10	885	0	885	0.0035
<b>Total</b>	28	0	28	25484965	0	25484965	100

**Result:**

As the number of votes passed in favour of resolution was more than the votes cast against, we report that the Special resolution with regard to Item No. 8 as set out in the notice of the Annual General Meeting (AGM) is passed in favour of the resolution.



**Sharvari Kulkarni** M Com, MBA, ACS

**Practicing Company Secretary**

Mobile: 9108120788, Email: [cs.sharvarikulkarni@gmail.com](mailto:cs.sharvarikulkarni@gmail.com)

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4. The electronic data and all other relevant records relating to e-voting is under our safe custody and will be handed over to any one of the directors for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking you,  
Yours Faithfully

SHARVARI SHAM KULKARNI Digitally signed by  
SHARVARI SHAM KULKARNI  
Date: 2024.10.02 14:35:42  
+05'30'

Sharvari Sham Kulkarni  
Practicing Company Secretary  
Membership No. A55902 C. P. No. 27117  
UDIN: A055902F001413775

Place: Bangalore  
Date: 02/10/2024