



Richi Prerak & Associates
Practicing Company Secretaries

Form MGT-13
Report of Scrutinizer

[Pursuant to sections 108 and 109 of the Companies Act, 2013 and rule 20(4)(xii) read with 21(2) of the Companies Management and Administration rules, 2014 as amended]

To,
The Chairman,
26th Annual General Meeting of the members of the
Vision Cinemas Limited
held on Thursday, 05th September, 2019, at 09:30 AM
at KSCA Club House, M G Road, Bangalore - 560 001

Sub.: Scrutinizers' Report
Ref.: 26th AGM of Vision Cinemas Limited

Dear Sir,

I, Richi Shah, Partner of M/s Richi Prerak & Associates, Practicing Company Secretaries, Ahmedabad, have been appointed as a Scrutinizer by the Board of Directors of Vision Cinemas Limited (the Company) for the purpose of scrutinizing e-voting process and Ballot Voting at the AGM Venue pursuant to the the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, for the AGM summoned and convened on September 05, 2019 at the above referred time and venue, hereby submit my report;

1. After the time fixed for closing the poll by chairman, 1 ballot box, duly sealed, was made available for polling / voting to the Members in my presence with due identification marks as placed by me;
2. The Sealed Ballot Box was subsequently opened in my presence and poll papers were diligently scrutinized. The Poll papers were reconciled with records maintained by the Company and its Registrar and Share Transfer Agent;
3. No poll papers were found to be mutilated or found defective or incomplete during the scrutinization process;
4. The e-voting commenced on Monday, September 02, 2019 (09:00 AM) to Wednesday, September 04, 2019 (05:00 PM)

5. Shareholders as on the Cutt off date, i.e. Friday August 23, 2019 were eligible to vote electronically or allowed to attend the AGM for voting through poll at the AGM;
6. The Votes casted electronically were unblocked by me on September 05, 2019 from the CDSL Platform.

The Consolidated Voting results are as under :

AS ORDINARY BUSINESS:

Item No. 1

Ordinary resolution to receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2019 together with Reports of the Board of Directors and Auditors thereon.

Particulars	Votes in Favour of the Resolution		Votes against the Resolution		Invalid votes/Abstain from voting
	Nos.	% of total numbers of valid votes cast (Favour and Against)	Nos.	% of total numbers of valid votes cast (Favour and Against)	
By means of e-voting:	4502	100	0	0	0
By way of voting at AGM through poll	27506612	100	50	0	0

Item No. 2

Ordinary Resolution to appoint a Director in place of Smt. Bindiganavale Ranga Shamaladevi (DIN: 01859367), who retires by rotation, and being eligible, offers herself for re-appointment.

Particulars	Votes in Favour of the Resolution		Votes against the Resolution		Invalid votes/Abstain from voting
	Nos.	% of total numbers of valid votes cast (Favour and Against)	Nos.	% of total numbers of valid votes cast (Favour and Against)	
By means of e-voting:	4502	100	0	0	N.A.
By way of voting at AGM through poll	11766	100	50	0	27494846



AS SPECIAL BUSINESS:**Item No. 1****Ordinary Resolution** to give approval for Related Party Transactions

Particulars	Votes in Favour of the Resolution		Votes against the Resolution		Invalid votes/Abstain from voting
	Nos.	% of total numbers of valid votes cast (Favour and Against)	Nos.	% of total numbers of valid votes cast (Favour and Against)	
By means of e-voting:	4502	100	0	0	N.A.
By way of voting at AGM through poll	11766	100	50	0	27494846

Item No. 2**Ordinary resolution** to appoint Shri Muthuswamy Hariharan as an Independent Director.

Particulars	Votes in Favour of the Resolution		Votes against the Resolution		Invalid votes/Abstain from voting
	Nos.	% of total numbers of valid votes cast (Favour and Against)	Nos.	% of total numbers of valid votes cast (Favour and Against)	
By means of e-voting:	4502	100	0	0	0
By way of voting at AGM through poll	27506612	100	50	0	0

Item No. 3**Ordinary resolution** to appoint Shri Kunal Ashok as Independent Director.

Particulars	Votes in Favour of the Resolution		Votes against the Resolution		Invalid votes/Abstain from voting
	Nos.	% of total numbers of valid votes cast (Favour and Against)	Nos.	% of total numbers of valid votes cast (Favour and Against)	
By means of e-voting:	4502	100	0	0	0



By way of voting at AGM through poll	27506612	100	50	0	0
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Item No. 4

Special Resolution for Alteration of Object Clause of MOA.

Particulars	Votes in Favour of the Resolution		Votes against the Resolution		Invalid votes/Abstain from voting
	Nos.	% of total numbers of valid votes cast (Favour and Against)	Nos.	% of total numbers of valid votes cast (Favour and Against)	
By means of e-voting:	4502	100	0	0	0
By way of voting at AGM through poll	27506612	100	50	0	0

Item No. 5

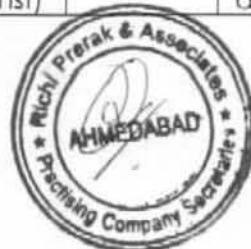
Special Resolution for Alteration of AOA.

Particulars	Votes in Favour of the Resolution		Votes against the Resolution		Invalid votes/Abstain from voting
	Nos.	% of total numbers of valid votes cast (Favour and Against)	Nos.	% of total numbers of valid votes cast (Favour and Against)	
By means of e-voting:	4502	100	0	0	0
By way of voting at AGM through poll	27506612	100	50	0	0

Item No. 6

Ordinary resolution for appointment of Shri Bindiganavale Rangavasant as Managing Director.

Particulars	Votes in Favour of the Resolution		Votes against the Resolution		Invalid votes/Abstain from voting
	Nos.	% of total numbers of valid votes cast (Favour and Against)	Nos.	% of total numbers of valid votes cast (Favour and Against)	



By means of e-voting:	4502	100	0	0	N.A.
By way of voting at AGM through poll	11766	100	50	0	27494846

Item No. 7

Special resolution for providing Borrowing Powers of the Company under the Companies Act, 2013 (Section 180(1)(c))

Particulars	Votes in Favour of the Resolution		Votes against the Resolution		Invalid votes/Abstain from voting
	Nos.	% of total numbers of valid votes cast (Favour and Against)	Nos.	% of total numbers of valid votes cast (Favour and Against)	Nos.
By means of e-voting:	4502	100	0	0	0
By way of voting at AGM through poll	27506612	100	50	0	0

Item No. 8

Ordinary resolution for Increase in Share Capital and simultaneously change in face value of the Company.

Particulars	Votes in Favour of the Resolution		Votes against the Resolution		Invalid votes/Abstain from voting
	Nos.	% of total numbers of valid votes cast (Favour and Against)	Nos.	% of total numbers of valid votes cast (Favour and Against)	Nos.
By means of e-voting:	4502	100	0	0	0
By way of voting at AGM through poll	27506612	100	50	0	0

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 & Rules relating to the voting through electric means and poll on the resolutions contained in the notice to the 26th AGM of the members of the Company. My responsibility as scrutinizer for the e-voting process and for poll is restricted to make a Scrutinizer's Report of the votes cast "in favor" or "against" on the resolutions stated above, based on the reports generated from the e-voting system provided by the Central Depository Systems (India) Limited



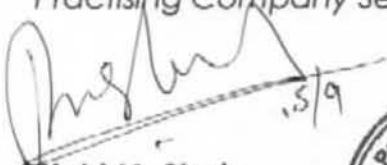
(CDSL) and on poll paper conducted at the AGM, the authorized agency engaged by the Company to provide e-voting facilities;

The details containing inter alia, No. of Equity Shareholders, who voted "for /against" each of the resolutions that were put to vote, were generated from the e-voting website Central Depository Systems (India) Limited (CDSL) and physical votes casted at the AGM and based thereon;

I have, further, handed over the Papers documents with respect to above referred voting to the person authorized by the Board.

Thanking You,

Yours faithfully,
For Richi Prerak & Associates
Practising Company Secretaries

 15/9

Richi M. Shah
Partner
M. No.47622
C.P. No. 20539



September 5, 2019
Bangalore

Witness 1  Hitarth

Witness 2  A. A. Fath

 Rangaraj

Accepted by Chairman of the AGM