



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,
28th Annual General Meeting of the members of the
Vision Cinemas Limited
Held on Thursday, September 30, 2021 at 11:00 AM
Through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

Dear Sir,

Sub.: Scrutinizers' Report

Ref.: 28th AGM of Vision Cinemas Limited

I, Richi M. Shah, Partner of M/s Richi Prerak & Associates, Practicing Company Secretaries, Ahmedabad, were appointed as a Scrutinizer by the Board of Directors of Vision Cinemas Limited (the Company) and as per MCA General Circular dated 13th January, 2021 in continuation of MCA Circular No. 20/2020 dated May 05, 2020 and SEBI circular dated 15th January, 2021 in continuation of SEBI circular dated 12th May, 2020 for the purpose of scrutinizing process of Remote e-voting and E-Voting at the AGM pursuant to 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 30, 2021 conducted through VC and OAVM in respect of the Resolutions as set out in the Notice convening the AGM, hereby submit my report as follows:

1. The Resolutions were transacted through the process of remote e-voting and through electronic voting system at the venue of the AGM. For the purpose of remote e-voting, the Company had engaged the services of National Securities Depository Limited ("NSDL").
2. Only those members/shareholders, who were present at the Virtual AGM through video conferencing facility and have not cast their vote through remote e-voting, such members, were allowed to cast their votes on the resolutions in the e-AGM by following instructions mentioned in Notice of AGM.

Add: 202, Sunrise Avenue, B/s Hotel Cosmopolitan, Commerce Six Roads, A'bad -380009
Office Phone: 8487877677 | **Website:** www.rpassociates.org
E-mail id: info@rpassociates.org | complianceportfolio@gmail.com





Richi Prerak & Associates
Practicing Company Secretaries

3. The e-voting commenced on Monday, September 27, 2021 (09:00 AM) to Wednesday, September 29, 2021 (05:00 PM).
4. Shareholders as on the Cut-off date, i.e. Thursday, September 23, 2021 were eligible to vote electronically or allowed to attend the AGM for e-voting at the AGM;
5. The Votes casted electronically were unblocked by me on September 30, 2021 from the NSDL Platform.

The Remote E-Voting results are as under:

AS ORDINARY BUSINESS:

Item No. 1

Ordinary resolution To consider and adopt the Financial Statements of the Company for the financial year ended March 31, 2021, the Consolidated Financial Statements for the said financial year and the Reports of the Board of Directors and the respective Auditors thereon.

Resolution (1)	
Resolution required: (Ordinary / Special)	Ordinary
Whether promoter/promoter group are interested in the agenda/resolution?	No
Description of resolution considered	To consider and adopt the Financial Statements of the Company for the financial year ended March 31, 2021, the Consolidated Financial Statements for the said financial year and the Reports of the Board of Directors and the respective Auditors thereon

Add: 202, Sunrise Avenue, B/s Hotel Cosmopolitan, Commerce Six Roads, A'bad - 380009
Office Phone: 8487877677 | **Website:** www.rpassociates.org
E-mail id: info@rpassociates.org | complianceportfolio@gmail.com





Richi Prerak & Associates
Practicing Company Secretaries

Category	Mode of voting	No. of shares held	No. of votes polled	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	No. of Vo Invalid (%)
		(1)	(2)	(3)	(4)	(5)=[(3)/(2)] *100	(6)=[(4)/(2)] *100	
Promoter and Promoter Group	E-Voting	27494846	711963	711963	0	100	0	0
Total		27494846	711963	711963	0	100	0	0
Public-Institutions	E-Voting	11700	00	0	0	0	0	0
Total		11700	0	0	0	0	0	0
Public-Non Institutions	E-Voting	43318159	150117	150111	6	99.99	0.01	0
Total		43318159	150117	150111	6	99.99	0.01	0
TOTAL	Total	70824705	862080	862074	6	99.99	0.01	0

Item No. 2

Ordinary Resolution To appoint a director in place of Shri. B. Rangavasanth (DIN: 01763289), who retires by rotation, being an eligible to offer himself for re-appointment.

Resolution (2)	
Resolution required: (Ordinary / Special)	Ordinary
Whether promoter/promoter group are interested in the agenda/resolution?	No
Description of resolution considered	Appointment of director in place of Shri. B. Rangavasanth (DIN: 01763289), who retires by rotation, being an eligible to offer himself for re-appointment.

Add: 202, Sunrise Avenue, B/s Hotel Cosmopolitan, Commerce Six Roads, A'bad-380009
Office Phone: 8487877677 | **Website:** www.rpassociates.org
E-mail id: info@rpassociates.org | complianceportfolio@gmail.com





Richi Prerak & Associates
Practicing Company Secretaries

Category	Mode of voting	No. of shares held	No. of votes polled	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	No. of Vo Invalid (%)
		(1)	(2)	(3)	(4)	$(5) = \frac{(3)}{(2)} * 100$	$(6) = \frac{(4)}{(2)} * 100$	
Promoter and Promoter Group	E-Voting	27494846	711963	711963	0	100	0	0
Total		27494846	711963	711963	0	100	0	0
Public-Institutions	E-Voting	11700	0	0	0	0	0	0
Total		11700	0	0	0	0	0	0
Public-Non Institutions	E-Voting	43318159	150117	126110	24007	84.00	16.00	0
Total		43318159	150117	126110	24007	84.00	16.00	0
TOTAL	Total	70824705	862080	838073	24007	97.22	2.78	0

AS SPECIAL BUSINESS:

Item No. 3

Ordinary Resolution To give approval for Related Party Transactions and in this regard pass the following Resolution as an Ordinary Resolution

Resolution (3)	
Resolution required: (Ordinary / Special)	Ordinary
Whether promoter/promoter group are interested in the agenda/resolution?	Yes
Description of resolution considered	Approval for Related Party Transactions

Add: 202, Sunrise Avenue, B/s Hotel Cosmopolitan, Commerce Six Roads, A'bad -380009
Office Phone: 8487877677 | **Website:** www.rpassociates.org
E-mail id: info@rpassociates.org | complianceportfolio@gmail.com





Richi Prerak & Associates
Practicing Company Secretaries

Category	Mode of voting	No. of shares held	No. of votes polled	No. of votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled	No. Votes Invalid (%)
		(1)	(2)	(3)	(4)	(5)=[(3)/(2)] *100	(6)=[(4)/(2)] *100	
Promoter and Promoter Group	E-Voting	27494846	0	0	0	0	0	0
Total		27494846	0	0	0	0	0	0
Public-Institutions	E-Voting	11700	0	0	0	0	0	0
Total		11700	0	0	0	0	0	0
Public-Non Institutions	E-Voting	43318159	150117	126111	24006	84.00	16.00	0
Total		43318159	150117	126111	24006	84.00	16.00	0
TOTAL	Total	70824705	150117	126111	24006	84.00	16.00	0

Item No: 4

Ordinary Resolution To approve consolidation of equity shares from face value Rs.1/- each to Rs.10/- each and in this regard pass the following Resolution as an Ordinary Resolution:

Resolution (4)	
Resolution required: (Ordinary / Special)	Ordinary
Whether promoter/promoter group are interested in the agenda/resolution?	No
Description of resolution considered	Approval of consolidation of equity shares from face value Rs.1/- each to Rs.10/- each.

Add: 202, Sunrise Avenue, B/s Hotel Cosmopolitan, Commerce Six Roads, A'bad-380009
Office Phone: 8487877677 | **Website:** www.rpassociates.org
E-mail id: info@rpassociates.org | complianceportfolio@gmail.com





Richi Prerak & Associates
Practicing Company Secretaries

Category	Mode of voting	No. of shares held	No. of votes polled	No. of votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled	No. Votes Invalid (%)
		(1)	(2)	(3)	(4)	(5)=[(3)/(2)] *100	(6)=[(4)/(2)] *100	
Promoter and Promoter Group	E-Voting	27494846	711963	711963	0	100	0	0
Total		27494846	711963	711963	0	100	0	0
Public-Institutions	E-Voting	11700	0	0	0	0	0	0
Total		11700	0	0	0	0	0	0
Public-Non Institutions	E-Voting	43318159	150117	150111	6	100	0	0
Total		43318159	150117	150111	6	99.99	0.01	0
TOTAL	Total	70824705	862080	862074	6	99.99	0.01	0

6. On the basis of the data received from NSDL's E Voting Portal, we observed that 27,36,357 votes, were the only votes casted.

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 electronic means on the resolutions contained in the notice to the 28th AGM of the members of the Company. My responsibility as scrutinizer for the e-voting process 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 National Securities Depository Limited (NSDL), the authorized agency engaged by the Company to provide e-voting facilities;

Add: 202, Sunrise Avenue, B/s Hotel Cosmopolitan, Commerce Six Roads, A'bad - 380009
Office Phone: 8487877677 | Website: www.rpassociates.org
E-mail id: info@rpassociates.org | complianceportfolio@gmail.com





Richi Prerak & Associates
Practicing Company Secretaries

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 National Securities Depository Limited (NSDL) and based thereon;


***Note:** Only votes through Remote E-voting and Online Voting at time of AGM were considered in Scrutinizer's Report.

This being Virtual AGM, we have relied upon Accurate Securities & Registry Services, Authorized Agent, for video recording of AGM provided, to us for the purpose of scrutinizing.

Thanking You,
Yours faithfully,

For Richi Prerak & Associates
Practicing Company Secretaries

October 1, 2021
Ahmedabad


Richi M. Shah
Partner
M. no. 47622 | C.P.: 20539
UDIN: A047622C001066321



Accepted by Chairman of the AGM