

# VISION CINEMAS LIMITED

**Regd Off:** #14, 1st Floor, 6th Cross, Jayamahal Extension, Bangalore - 560046

**CIN:** L33129KA1992PLC013262

**Email Id:** cs@visioncinemas.in

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## NOTICE

**NOTICE** is hereby given that the Extra-Ordinary General Meeting of the Members of **VISION CINEMAS LIMITED** will be held on Friday, the 20<sup>th</sup> day of March, 2020 at 10:30 a.m. at the KSCA Club House (M. Chinnaswamy Cricket Stadium), MG Road, Bangalore – 560 001 to transact the following businesses:

1. **To appoint M/s Jayamal Thakore & Co. as Statutory Auditors of the company to consider 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 sub-section 8 of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including statutory modifications or re-enactments thereof for the time being in force) and after taking into account the recommendations of Audit committee and subject to approval of members, Messrs. Jayamal Thakore & Co, Chartered Accountants (Registration No. 104098W), be and are hereby appointed as the Statutory Auditors of the Company, to hold office until the conclusion of ensuing Annual General Meeting pursuant to the casual vacancy in the office of auditor caused due to resignation by the erstwhile auditors, on such remuneration plus Goods & Service Tax as applicable and reimbursement of out-of pocket expenses in connection with the audit as may be mutually agreed upon by the Board of Directors upon the recommendations by the Audit Committee and the Statutory Auditors.”

2. **To approve the conversion of Loans into Equity shares and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

**RESOLVED THAT** pursuant to section 62(3) of the Companies Act, 2013 (the Act), and any other applicable provisions the Act and rules framed thereunder and in accordance with the Articles of Association of the company, and subject to all such consent(s), permission(s), sanction(s) of the relevant authorities, as may be required, including any such condition(s) and modification(s) as may be prescribed or imposed, while granting such consent(s), permission (s) or sanction(s), the consent of the members be and is hereby accorded to the Board of Directors of company for the allotment of such number of equity shares as may deem fit to the Board and is agreed by Shri B. Rangavasanth and or Smt. Anitha Vasanth upon the exercise of the right of by Shri B. Rangavasanth and or Smt. Anitha Vasanth in their ratio of lending funds, to convert certain outstanding credit facilities (Unsecured Loans) granted by them (hereinafter referred to as the “Lender”), outstanding as on that date of conversion or any cut off date as decided by Board, in accordance with the terms of their Agreement (dated March 25, 2010) at a price as may be determined by board in alignment with the existing corporate laws in force, and subject to following conditions:

(i) on receipt of the Notice of Conversion, the Company shall, subject to the provisions of the financing documents, issue and allot the requisite number of fully paid-up equity shares to the lender or any other person identified by the Lender as from the date of conversion and the Lender may accept the same in satisfaction of the part of the loans so converted;

(ii) The equity shares so allotted and issued to the Lender or such other person identified by the lender shall rank paripassu with the existing equity shares of the Company in all respects. The part of the loan so converted shall cease to carry interest, if any, as from the date of conversion and the loan shall stand correspondingly reduced.

**FURTHER RESOLVED THAT** the Board be and is hereby authorized to finalize the terms and conditions to convert the Loan into equity shares of the Company on the terms Specified in the financing documents, including upon receipt of conversion request by the lenders of the Company in terms of the loan arrangements;

**FURTHER RESOLVED THAT** on receipt of Notice of Conversion, the Board be and is hereby authorized to do all such acts as may be necessary and shall issue & allot requisite number of fully paid-up equity shares in company to lenders;

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**FURTHER RESOLVED THAT** the Board be and is hereby authorized to offer, issue and allot from time to time to the Lender such number of equity shares for conversion of the outstanding portion of the loans as may be desired by the Lender, but subject to maximum amount as mentioned above;

**FURTHER RESOLVED THAT** the Board be and is hereby authorized to accept such modifications and to accept such terms and conditions as may be imposed or required by the Lender arising from or incidental to the aforesaid terms providing for such option and to do all such acts and things as may be necessary to give effect to this resolution;

**FURTHER RESOLVED THAT** for the purpose of giving effect to the above resolution, the Board of Directors be and are hereby authorized to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit within the aforesaid limits and the Board/committee is also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise with regard to such payment and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board in its absolute discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution.

**FURTHER RESOLVED THAT** the Board be and is hereby also authorized to delegate all or any of the powers herein conferred by this resolution on it, to any committee of Directors or any person or persons, as it may in its absolute discretion deem fit in order to give effect to this resolution."

**3. To approve consolidation of equity shares from face value Rs. 1/-each to Rs. 10/- each and if thought fit, to pass, with or without modification(s), the following resolution as a Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 61(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof for the time being in force) read with Article 3 and other enabling provisions of the Articles of Association of the Company subject to the approvals, consents, permissions and sanctions, if any, required from any authority or government, consent of members be and is hereby accorded to consolidate entire authorized, issued, subscribed and paid-up share capital of the company from Rs.1/- (Rupees One Only) each to Rs. 10/- (Rupees Ten Only) each so that every 10 (Ten) equity shares having nominal value of Rs. 1/- (Rupees One only) each held by the member be consolidated and re-designated into 1 (One) equity share having nominal value of Rs. 10/- (Rupee Ten Only) each with effect from the Record Date as may be fixed for the said purpose.

**RESOLVED FURTHER THAT** the Board of Directors /Committee(s) of the Board thereof, shall not issue fractional share certificate(s) resulting from aforesaid consolidation instead consolidate all such fractional entitlement (s), if any and there upon issue & allot equity shares in lieu thereof to a nominee(s) to be selected by the Board/Committee(s), who shall hold the equity shares as trustee(s) on behalf of the members entitled to fractional entitlement (s) with the express understanding that such nominee(s) shall sell the same in the market at such time or times as may be decided by the Board /Committee(s) and distribute their net sale proceeds after adjusting the cost and expenses in respect thereof, to the members in proportion to their respective fractional entitlement(s).

**RESOLVED FURTHER THAT** consolidation of equity shares be determined on the basis of those shareholders whose names appear in the Register of Members as on the "Record Date" as may be fixed by the Board of Directors (which term shall include any committee thereof) of the Company in this regard.

**RESOLVED FURTHER THAT** for members holding equity shares in physical form as on the Record Date, the share certificates for such equity shares be treated as cancelled from the record date and that fresh share certificates be issued for the fully paid consolidated Equity Shares to such members in accordance with the Companies (Share Capital and Debenture) Rules, 2014 and for members holding equity shares in dematerialized form as on the Record Date, their respective beneficiary accounts be credited with consolidated fully paid up equity shares in lieu of equity shares held as on the Record Date.

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**RESOLVED FURTHER THAT** Mr. B. Rangavasanth and Mrs. Anita Vasanth, Directors or Mr. Hitarth Shah, Company Secretary of the Company, be and are hereby jointly and severally authorised to do all such acts, deeds, matters and things as may be necessary, proper, incidental or expedient for the purpose of completing the process of consolidation and giving effect to the foregoing resolution or to delegate all or any of the powers herein vested in by the Board, to any officer(s) of the Company as may be required in this regard” .

**4. To approve alteration of clause V of Memorandum of Association of the company and if thought fit, to pass, with or without modification(s), the following resolution as an ordinary Resolution:**

“**RESOLVED THAT** pursuant to the consolidation of the Equity Shares and subject to the approvals, consents, permissions and sanctions, if any, required from any authority, the existing Authorised Share Capital of Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) of the Company divided into 15,00,00,000 (Fifteen Crores) Equity Shares of Rs. 1/- (Rupees One Only) each be consolidated, to comprise 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each aggregating to Rs. 15,00,00,000/- (Rupees Fifteen Crore only) and consequently the existing Clause V Of the Memorandum of Association of the Company be altered and substituted by the following new clause:- V. The Share Capital of the Company of Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

**RESOLVED FURTHER THAT** any one of the Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper, incidental or expedient for the purpose of giving effect to the above resolution”.

**5. To Suppress Resolution passed at Twenty Sixth Annual General Meeting for increase in Authorised Capital and if thought fit, to pass, with or without modification(s), the following resolution as an ordinary Resolution:**

“**RESOLVED THAT** the resolution No. 8 passed at Annual General Meeting of the company held on 5<sup>th</sup> day of September, 2019 at 9.30 am at KSCA Club House, M G Road, Bangalore - 560 001 be and is hereby rescinded to the extent of increase of Authorized Capital.

“**RESOLVED THAT** the resolution passed at the Twenty Sixth Annual General Meeting of the Company, under Agenda Item 8, pursuant to section of the Companies Act, 2013, read with Companies (Share Capital and Debentures) Rules, 2014, and other applicable provisions of the Act, to alter Clause V of the Memorandum of Association to specifically and limited to increase of the Authorised Capital of the Company from Rs. 15,00,00,000 (Fifteen Crores) to Rs. 25,00,00,000 (Twenty Five Crores) be and is hereby suppressed and cancelled;

**RESOLVED FURTHER THAT** the accompanying resolution to change the face value of the shares by effecting Clause V, to avoid any confusion or documentation problems to Authorities and Company, be and is hereby accorded a fresh approval in above resolutions;

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to provide any explanations arising from any Authorities with respect to this or erstwhile resolution to resolve their doubts and also to provide them with a certified copy of this resolution.

**By Order of the Board of Directors  
For Vision Cinemas Limited**

Sd/-

**Hitarth Shah  
Company Secretary**

**February 25, 2020\*  
Bangalore**

\*Original EGM Notice dated February 18, 2020

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## **Notes:**

- A member entitled to attend and vote at the Extra Ordinary General Meeting ("the meeting/EGM") is entitled to appoint a proxy to attend and vote instead of himself and such a proxy need not be a member.
- The instrument appointing proxy/proxies in order to be effective must be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting.
- Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send to the company a duly certified board resolution authorizing their said representative(s) to attend and vote on their behalf at the meeting.
- The Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed hereto.
- Members/Proxies are requested to bring the attendance slip.
- A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on Friday, 13<sup>th</sup> March, 2020 (the "Cut—off Date") only shall be entitled to vote through remote e—voting and at the EOGM. The voting rights of the members shall be in proportion to their share in the paid—up equity share capital of the Company as on the Cut—off date.
- Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions in writing to the Company Secretary at least ten days before the date of the Meeting, so that the information required may be made available at the Meeting.
- Members holding shares in physical form and desirous to convert their shares in dematerialized form are requested to send their request along with share certificates to the Depository Participant. Further, all the members are requested to provide their email ID, if any, to the Company and RTA in following manner:

<b>Name</b>	<b>Folio No. DP ID/Client ID</b>	<b>E-mail ID</b>

- Relevant documents referred to in the accompanying Notice and the Explanatory Statement will be available for inspection by the members at the registered Office of the Company between 11. 00 AM and 1.00 P.M. on all working days up to the date of the General Meeting.
- Members holding shares in dematerialized form are requested to intimate all changes with respect to their address/bank details/mandate etc. to their respective Depository Participant. The Company or its share transfer agent will not act on any direct request from these members for change of such details. However request for any change in respect of shares held in physical form should be sent to Company or Registrar & Share Transfer Agent.
- Members who wish to attend the meeting are requested to bring attendance slip sent herewith duly filed & signed.
- In compliance with provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Extra Ordinary General Meeting by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Ltd. (CDSL). The detailed process, instructions and manner for e-voting facility is enclosed herewith.

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## **Instructions for e-voting**

1. The voting period begins on Tuesday, 17<sup>th</sup> March, 2020 at 0900 Hrs (09:00 a.m.) IST and ends on Thursday, 19<sup>th</sup> March, 2020 at 1700 Hrs (05:00 p.m.) IST. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 13<sup>th</sup> March, 2020 may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
3. Click on Shareholders
4. Now Enter your User ID
5. For CDSL: 16 digits beneficiary ID,
6. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
7. Members holding shares in Physical Form should enter Folio Number registered with the Company.
8. Next enter the Image Verification as displayed and Click on Login.
9. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
10. In Case of you are a first time user:

	<b>For Members holding shares in Demat Form and Physical Form</b>
<b>PAN</b>	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip / Address slips indicated in the PAN field.</li></ul>
<b>DOB</b>	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
<b>Dividend Bank Details</b>	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"><li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li></ul>

11. After entering these details appropriately, click on "SUBMIT" tab
12. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
13. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
14. Click on the EVSN for the Vision Cinemas Ltd. on which you choose to vote.

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15. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
16. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
17. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
18. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
19. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
20. If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
21. Note for Non – Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
22. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

## Other important Notes

- I. Messrs. Richi Prerak & Associates, Practicing Company Secretaries, have been appointed as the scrutinizers to scrutinize the voting in fair and transparent manner.
- II. The Scrutinizer shall after the conclusion of voting at the Extra Ordinary general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 Hrs from the conclusion of the Extra Ordinary General Meeting a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- III. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at [www.visioncinemas.in](http://www.visioncinemas.in) and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorised by him in writing. The results shall also be communicated to Stock Exchange where the shares of the Company are listed.

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## Explanatory Statement

**(Pursuant to Section 102 of the Companies Act, 2013)**

### **ITEM NO 1**

M/s. V. Sagar & Co., Chartered Accountants (ICAI Registration No.016658S) have tendered their resignation from the position of Statutory Auditors to act as Statutory Auditors of Vision Cinemas Limited, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139(8) of the Companies Act, 2013 ("Act"). Casual vacancy caused by the resignation of auditor can be filled by the shareholders in General Meeting within three months from the date of recommendation of the Board of Directors of the Company. The Board of Directors of the Company recommended that M/s. Jayamal Thakore & Co, Chartered Accountants (ICAI Registration no. 104098W), Ahmedabad be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. V. Sagar & Co., Chartered Accountants. M/s. Jayamal Thakore & Co, Chartered Accountants (ICAI Registration no. 104098W) have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

### **ITEM NO 2**

The Company is required to pass a Special Resolution under Section 62(3) of the Companies Act, 2013 and Rules framed thereunder to enable the identified / specified Lenders to convert the outstanding loans or any other financial assistance categorized as loans (hereinafter referred to as the "Financial Assistance" ), in Indian Rupees, already availed from the Lenders or as may be availed from the Lenders, from time to time, in case of exercise of their option pursuant to their Agreement, into equity shares of the Company upon such terms and conditions as may be deemed appropriate by the Board and at a price to be determined by Board in alignment with Provisions of Companies Act, 2013 (or rules made thereunder including any statutory Modifications thereunder) or Regulations made by SEBI.

The Board recommends the foregoing resolution to enable the Lenders, in terms of the lending arrangements entered between parties and already executed in respect of the Financial Assistance availed/to be availed, at their option, to convert the whole or part of their respective outstanding Financial Assistance into equity shares of the Company.

None of the Directors, Key Managerial Personnel and the relatives of the Directors are directly concerned or interested, financially or otherwise, in the resolution set out at item No. 2

### **ITEM NO 3**

Further in order to improve the value of shares for the benefit the of shareholders of the Company, Board of Directors in its meeting held on February 18, 2020 have accorded consent to consolidate entire authorized, issued, subscribed and paid-up share capital of the company from Rs.1/- (Rupees One) each to Rs. 10/- (Rupees Ten) each so that every 10 (Ten) equity shares having nominal value of Rs. 1/- (Rupees One) each held by the member be consolidated and re-designated into 1 (One) equity share having nominal value of Rs. 10/- (Rupee Ten) each with effect from the Record Date as may be fixed for the said purpose.

The shareholders may please note that presently the nominal value of each equity share of the Company is Rs.1/- (Rupees One) per share and consequent upon the consolidation, it will become Rs.10/- (Rupees Ten) per share. The date on which this consolidation would become effective, will be decided by the Board after obtaining the shareholder's approval, which will be notified through the Stock Exchange and Newspaper Advertisement.

The Board of Directors /Committee(s) of the Board thereof, shall not issue fractional share certificate(s)resulting from aforesaid consolidation instead consolidate all such fractional entitlement (s), if any and thereupon issue & allot equity shares in lieu thereof to a nominee(s) to be selected by the Board/Committee(s),who shall hold the

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equity shares as trustee(s) on behalf of the members entitled to fractional entitlement(s) with the express understanding that such nominee(s) shall sell the same in the market at such time or times as may be decided by the Board /Committee(s) and distribute their net sale proceeds after adjusting the cost and expenses in respect thereof, to the members in proportion to their respective fractional entitlement(s) .

The proposed consolidation of equity shares of the Company from Rs. 1/- (Rupees one) per share to Rs.10/- (Rupees Ten) per share, requires alteration of Memorandum of Association of the Company.

Accordingly, clause V of Memorandum of Association is proposed to be altered in the manner as set out in at item no. 4 of special business for the Meeting.

None of the Directors, Key Managerial Personnel of Company and their relatives are concerned or interested, financially or otherwise in the said resolution.

## **ITEM NO 4**

At present, Authorized Share Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) of the Company divided into 15,00,00,000 (Fifteen Crores) Equity Shares of Rs. 1/- (Rupees One Only).

The proposed consolidation of equity shares of the Company from Rs. 1/- (Rupees one only) per share to Rs. 10/- (Rupees Ten Only) per share, requires alteration of Memorandum of Association of the Company. Accordingly, clause V of Memorandum of Association is proposed to be altered in the manner as set out in resolution at item no. 5.

As per the provisions of Section 61 of the Companies Act 2013, approval of the Shareholders is required for consolidation of shares. Therefore, the said resolutions are being put up before you for your approval. Your Directors recommend above Resolutions for your approval.

None of the Directors and/or Key Managerial Personnel of the Company is in any way interested in the Resolution, except their shareholding and the shareholding of their relatives in the Company

## **ITEM NO 5**

The Board in its earlier meeting dated July 31, 2019 considered certain Proposals from selected group of persons who showed their interest to Invest funds in the Company at a later stage. Following this, the Board immediately thought wise to increase the Authorized capital to enable raising funds in near future, and which was also placed before Members in 26<sup>th</sup> AGM held on September 5, 2019 at KSCA Club, Bangalore and which was passed with requisite majority.

At a later stage Board, on discussion with proposed parties, was of opinion that No major investment was to be made to that extent which shall exceed the available gap between Authorised and Paid up Capital and thus though wise to hold the said resolution to save additional stamp duty cost on the Company. Thus in their meeting dated September 10, 2019 Board placed a temporary hold and which was later confirmed on February 18, 2020 to be finally placed before Members for their consideration and approval.

**By Order of the Board of Directors**  
**For Vision Cinemas Limited**  
**Sd/-**  
**Hitarth Shah**  
**Company Secretary**

**February 25, 2020\***  
**Bangalore**

\*Original EGM Notice dated February 18, 2020



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## ATTENDANCE SLIP

**VISION CINEMAS LIMITED**

**(CIN- L33129KA1992PLC013262)**

#14, 1<sup>st</sup> Floor, 6<sup>th</sup> Cross, Jayamahal Extension, Bangalore– 560046

Website: www.visioncinemas.in | Ph.: 080 2333 8227 | e-mail: cs@visioncinemas.in

Extra Ordinary General Meeting - Friday, the 20<sup>th</sup> day of March, 2020 at 10:30 a.m. at the KSCA Club House (M. Chinnaswamy Cricket Stadium), MG Road, Bangalore – 560 001

DP ID :	Folio No.:
Client ID:	No. of Shares:

I \_\_\_\_\_ certify that I am a registered shareholder / proxy for the registered Shareholder of the Company and hereby record my presence at the Extra Ordinary General Meeting of the Company on day, date and time aforementioned.

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Member's/Proxy's Signature

### **Notes:**

1. Please fill this attendance slip and hand it over at the entrance of the hall.
2. Joint shareholders may obtain additional slip at the venue of the meeting.
3. DP ID / Client ID shall be filled by Investors holding Shares in Dematerialized form and Folio No. shall be mentioned by Shareholders holding shares in physical form.

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## PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

### VISION CINEMAS LIMITED

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**Regd. Office:** #14, 1<sup>st</sup> Floor, 6<sup>th</sup> Cross, Jayamahal Extension, Bangalore– 560046

**E-mail:** cs@visioncinemas.in | **Website:** www.visioncinemas.in

**Phone:** 080 2333 8227

<b>Name of the Members (s)</b>	
<b>Registered Address</b>	
<b>E mail ID</b>	
<b>Folio No / Client ID</b>	
<b>DP ID</b>	

I / We, being the member(s) of ..... shares of the above named company, hereby appoint:

(1) Name.....Address.....

Email ID .....Signature.....or failing him/her

(2) Name.....Address.....

Email ID .....Signature.....

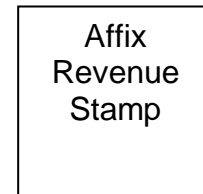
and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on Friday, the 20<sup>th</sup> day of March, 2020 at 10:30 a.m. at the KSCA Club House (M. Chinnaswamy Cricket Stadium), MG Road, Bangalore – 560 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

1. To appointment of M/S Jayamal Thakore & Co. as statutory auditors of the company
2. To approve the conversion of loans into equity shares
3. To approve consolidation of equity shares from face value Rs. 1/-each to Rs. 10/- each
4. To approve alteration of clause V of Memorandum of Association of the company
5. To rescinding resolution passed in general meeting for increase in Authorised Capital of the company

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2020

Signature of Shareholder \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_



### Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
2. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
3. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

# VISION CINEMAS LIMITED

Regd Off: #14, 1st Floor, 6th Cross, Jayamahal Extension, Bangalore - 560046

CIN: L33129KA1992PLC013262

Email Id: cs@visioncinemas.in

**The Route Map to the Venue of  
Extra Ordinary General Meeting to be held on  
Friday, 20<sup>th</sup> March 2020 At 10.30 a.m.**

**at**

**KSCA Club House (M. Chinnaswamy Cricket Stadium),  
M.G. Road, Bangalore – 560 001**

