



VISION CINEMAS LIMITED

**33rd ANNUAL REPORTS AND ACCOUNTS
FY - 2025-2026**



VISION CINEMAS LIMITED
CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Bindiganavale Rangavasanth	Managing Director
Mrs. Anitha Vasanth	Executive Director
Mr. Muthuswamy Hariharan	Independent Director
Mr. Babu Reddy Srinivas Reddy	Independent Director

KEY MANAGERIAL PERSONNEL

Mr. Bindiganavale Rangavasanth	Managing Director
Mrs. Anitha Vasanth	Chief Financial Officer
Ms. Kanti Gajanana Hegde	Company Secretary & Compliance Officer

OTHER INFORMATION

Statutory Auditors	M/s. Manoj Acharya Chartered Accountants
Secretarial Auditors	Mr. CS S Suresh, Practicing Company Secretary (M. No:68778) COP: 25575
Bankers	INDIAN BANK
Registered Office	#24/1, 5th Main Road, Jayamahal Extension, Jayamahal, Benson Town, Bangalore North, Karnataka, India, 560046
CIN	L33129KA1992PLC013262
Contact	Telephone: +91 8023338227 E-mail: cs@visioncinemas.in Website: visioncinemas.in
Registrar & Share Transfer Agent	Integrated Registry Management Services Private Limited Bangalore office: No. 30, Ramanna Residency, 4th Cross Sampige Road, Bangalore-560003, Phone No:- 080-23460815, e-mail: irg@integratedindia.in



NOTICE

To
The Members,

Notice is hereby given that the 33rd Annual General Meeting of the members of Vision Cinemas Limited will be held on Wednesday, 16th September 2026 at 3:00 PM (IST) through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS

Item No.1: Adoption of Accounts:

To receive, consider, approve and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2026 together with the reports of the Board of Directors and Auditors thereon and in this regard to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended 31st March 2026 together with the report of the Board of Directors and Auditors thereon, be and are hereby received, considered, approved and adopted.”

Item No.2: Re-Appointment of Retiring Director:

To re-appoint Mrs. Anita Vasanth (DIN: 01763255), who retires by rotation and being eligible, offers himself for re-appointment, and in this regard, to consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013, Mrs. Anita Vasanth (DIN: 01763255), who retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS

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:

Name of Related Party	Nature of Relationship	Nature of Transaction (s)	Duration of Contract	Section 188(1) Clause	Maximum Value (per annum)
S I Media LLP	Member & Entity with common key managerial person	Revenue Share on Screening Income	On going	188(1)(a) to (f)	Rs. 20 Crores
Vasanth Color Laboratories Ltd.	Member & Entity with common key managerial person	NA	On going	188(1)(a) to (f)	Rs. 20 Crores
Pyramid Entertainment (India) Private Limited	Wholly owned subsidiary	NA	On going	188(1)(a) to (f)	Rs. 20 Crores
Visual Communication Services (Partnership Firm)	Entity with common key managerial person	Advertisement And Screening Services	On going	188(1)(a) to (f)	Rs. 20 Crores
Kavita Communications (Proprietorship Firm)	Director's Proprietorship	Advertisement And Screening Services	On going	188(1)(a) to (f)	Rs. 20 Crores

RESOLVED FURTHER THAT interested directors in any contract or arrangement with the above related party will not be present at the meeting during discussion on this subject matter of the resolution relating to such contract or arrangements.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things and to finalize and execute all such documents, as may be considered necessary, expedient or desirable to give effect to this resolution, including to alter, vary or modify the terms and conditions thereof, and to settle any question or difficulty that may arise in this regard."

Item No.4: To Appoint CS S. Suresh, Practicing Company Secretary as Secretarial Auditors for conducting Secretarial Audit of the Company for a period of five consecutive years commencing from FY 2026-27 till FY 2030-31.

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, consent of the Company be and is hereby accorded for appointment of CS S. Suresh, Practicing Company Secretary, as the Secretarial Auditor of the Company for a period of five(5) consecutive financial years, commencing on April 01, 2026, until March 31, 2031, to conduct a Secretarial Audit of the Company and to furnish the Secretarial Audit Report.



“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to fix the annual remuneration plus applicable taxes and out-of-pocket expenses payable to them during their tenure as the Secretarial Auditors of the Company, as determined by the Audit Committee in consultation with the said Secretarial Auditors”.

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this Resolution”.

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

Place: Bangalore
Date: 06-08-2026

**Sd/-
Bindiganavale Rangavasanth
Managing Director
(DIN: 01763289)**

NOTES:

1. Pursuant to General Circular number 14/2020 dt. 8.4.2020, 17/2020 dt. 13.4.2020, 20/2020 dt. 5.5.2020, 28/2020 dt. 17.8.2020, 02/2021 dt. 13.1.2021, 19/2021 dt. 8.12.2021, 21/2021 dt. 14.12.2021, 02/2022 dt. 5.5.2022, 10/2022 dated 28.12.2022, 09/2023 dated 25.09.2023, 09/2024 dated 19.09.2024 and 03/2025 dated 22.09.2025 issued by the Ministry of Corporate Affairs (MCA) and SEBI Circular no(s). SEBI/HO/CFD/CMD2/CIR/P/2022/62 dt. 13.05.2022, SEBI/HO/CFD/PoD2/P/CIR/2023/4 dt. 5.1.2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dt. 07.10.2023 and SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2024/133 dt. 03.10.2024 the companies are allowed to hold the Annual General Meeting through Video Conferencing or Other Audio Visual Means ("VC/ OAVM"), without the physical presence of the Members at a common venue. In compliance with applicable provisions of the Companies Act, 2013 ("Act") read with aforesaid MCA Circulars and SEBI Circulars, the Annual General Meeting of the Company is being conducted through Video Conferencing or Other Audio Visual Means ("VC/OAVM") (hereinafter referred to as "AGM"). In accordance with the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI) read with Guidance/Clarification dated April 15, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
2. A member entitled to vote at the AGM is entitled to appoint proxy to attend and vote on his/her behalf and proxy need not be a member. In terms of MCA Circulars, since physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, facility of appointment of proxies by Members under Section 105 of the Act, will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to the Notice.
3. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and the Members can join the AGM by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC/OAVM will be made available on first come first serve basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. The Company's Registrar and Share Transfer Agent for its Share Registry work (Physical and Electronic) are M/s Integrated Registry Management Services Private Limited.
6. Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of Equity Shares of the Company will remain closed from 10 September 2026 to 16th September 2026 both days inclusive.
7. Pursuant to provisions of Section 72 of the Companies Act, 2013, Members can avail the facility of nomination in respect of shares held by them in physical form. Members desiring to avail this



facility may send their nomination in the prescribed Form SH-13 (Form attached) duly filled into the Company's Registrar and Share Transfer Agent: M/s Integrated Registry Management Services Private Limited.

8. Members holding shares in electronic form may contact their respective Depository Participant for availing this facility.
9. Members are requested to intimate immediately any change of address to their Depositories Participants (DPs) in respect of their holdings in Demat form and to the Company's Registrar and Share Transfer Agent M/s Integrated Registry Management Services Private Limited., in respect of their physical share folios, if any.
10. Members who are desirous of seeking any further information or clarification, if any, particularly with regard to the accounts are requested to write to the Company at least seven days in advance of the meeting so that the information can be made available at the meeting.
11. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning the special business under Item No. 3 and 4 of the accompanying Notice, forms part of this Notice. The Board of Directors of the Company, at its meeting held on 06th August 2026, considered all the businesses mentioned in the Notice of the AGM as being unavoidable and required to be transacted at the Annual General Meeting of the Company.
12. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.visioncinemas.in. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evoting.cdslindia.com.
13. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.
14. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 read with Secretarial Standard-2 on General Meetings, in respect of the Director seeking re-appointment at the AGM is furnished as an annexure to the Notice. The concerned Director has furnished consent/ declaration for his appointment as required under the Companies Act, 2013.
15. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 and the relevant documents referred to in the accompanying Notice and Explanatory Statement, including the Memorandum of Association of the Company containing the proposed alterations, shall be available for inspection by the Members through electronic mode. Members seeking inspection of such



documents may send an e-mail to cs@visioncinemas.in and the same shall be made available electronically.

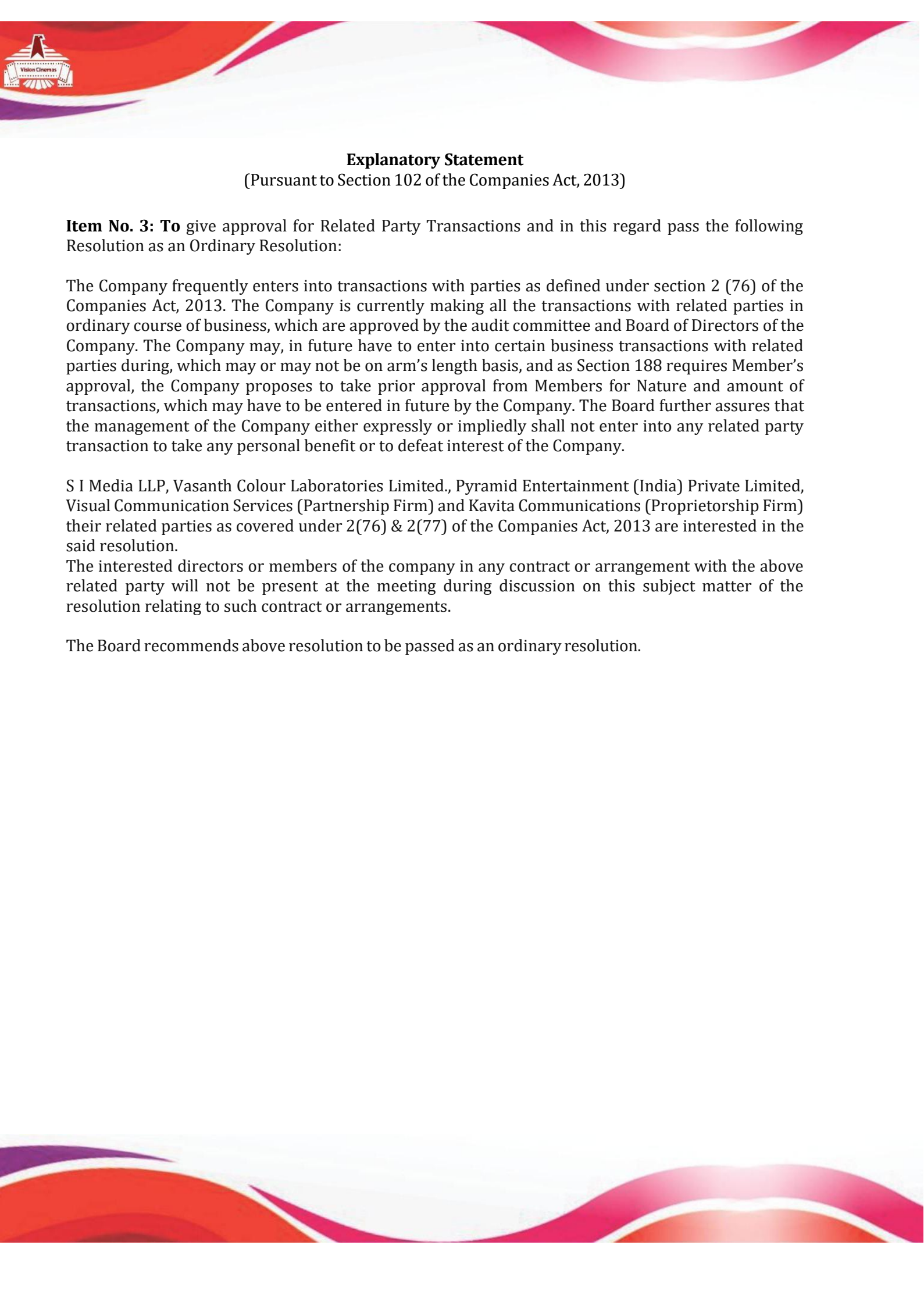
//BY ORDER OF THE BOARD//

For VISION CINEMAS LIMITED

Sd/-

Place: Bengaluru
Date: 06.08.2026

Bindiganavale Rangavasanth
Managing Director
(DIN: 01763289)



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

Item No. 3: To give approval for Related Party Transactions and in this regard pass the following Resolution as an Ordinary Resolution:

The Company frequently enters into transactions with parties as defined under section 2 (76) of the Companies Act, 2013. The Company is currently making all the transactions with related parties in ordinary course of business, which are approved by the audit committee and Board of Directors of the Company. The Company may, in future have to enter into certain business transactions with related parties during, which may or may not be on arm's length basis, and as Section 188 requires Member's approval, the Company proposes to take prior approval from Members for Nature and amount of transactions, which may have to be entered in future by the Company. The Board further assures that the management of the Company either expressly or impliedly shall not enter into any related party transaction to take any personal benefit or to defeat interest of the Company.

S I Media LLP, Vasanth Colour Laboratories Limited., Pyramid Entertainment (India) Private Limited, Visual Communication Services (Partnership Firm) and Kavita Communications (Proprietorship Firm) their related parties as covered under 2(76) & 2(77) of the Companies Act, 2013 are interested in the said resolution.

The interested directors or members of the company in any contract or arrangement with the above related party will not be present at the meeting during discussion on this subject matter of the resolution relating to such contract or arrangements.

The Board recommends above resolution to be passed as an ordinary resolution.

Item No. 4 In terms of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the board has considered the appointment of CS S Suresh, Practicing Company Secretary (M.No.68778, COP: 25575), as the secretarial auditor of the Company, for a term of five consecutive financial years, commencing from the financial year 2026-27 to the financial year 2030-31.

Disclosure under Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Sl. No	Particulars	
1	Proposed fee payable	Remuneration and expenses as recommended by the Audit Committee and approved by the Board.
2	Terms of appointment	CS S Suresh, Practicing Company Secretary, will hold office for a term of five financial years commencing from the financial year 2026-27 to the financial year 2030-31, to conduct the Secretarial Audit of the Company for the said financial years.
3	Any material change in the fee payable to the auditor compared to the outgoing auditor, along with rationale	Not Applicable.
4	Basis of recommendation and credentials of the proposed auditor	CS Suresh, Practising Company Secretary, has over 4 years of professional experience in company law, secretarial compliance, corporate governance, regulatory filings, and allied advisory services. He holds a valid Peer Review Certificate.

Mr CS.S.Suresh, Secretarial Auditor, has given his consent and confirmed his eligibility for appointment as the Secretarial Auditor of the Company. The Board recommends the Ordinary Resolution set out at Item No. 04 of the Notice for the approval of the Members.

None of the Directors or Key Managerial Personnel of the Company, or their relatives, is concerned or interested, financially or otherwise, in the resolution proposed under Item No. 04.

The Board recommends the Ordinary Resolution set out in Item No. 4 of this Notice for the approval of the Member.

On behalf of the Board of Directors

Sd/-

Bindiganvale Rangavasanth

Managing Director

(DIN: 01763289)

06.08.2026

Bangalore



E-VOTING FACILITY:

As per Section 108 of the Companies Act 2013, read with Companies (Management and Administration) Rules 2014, e-voting facility is provided in respect of voting for the resolutions to be passed in the Annual General Meeting.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on 13th September 2026 at 9:00 A.M. and ends on 15th September 2026 at 05:00 P.M. The remote e-voting module shall be disabled by CDSL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 09th September 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 09th September 2026.

CDSL e-Voting System – For e-voting and Joining Virtual meetings.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on 13th September 2026 at 09.00AM and ends on 15th September 2026 at 05.00PM. 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 09th September 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” “Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.



Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v)Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

- 1)The shareholders should log on to the e-voting website www.evotingindia.com.
- 2)Click on "Shareholders" module.
- 3)Now enter your User ID
 - a.For CDSL: 16 digits beneficiary ID,
 - b.For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c.Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4)Next enter the Image Verification as displayed and Click on Login.
- 5)If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6)If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.



(vi) After entering these details appropriately, click on “SUBMIT” tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant Vision Cinemas Limited on which you choose to vote.

(x) 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.

(xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xii) 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.

(xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.



- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@visioncinemas.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@visioncinemas.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@visioncinemas.in. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@visioncinemas.in
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)



3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Assistant Vice President, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

//BY ORDER OF THE BOARD//

For VISION CINEMAS LIMITED

SD/-

Place: Bengaluru
Date: 06-08-2026

Bindiganavale Rangavasanth
Managing Director
(DIN: 01763289)

ANNEXURE TO THE NOTICE

ADDITIONAL INFORMATION ON THE DIRECTOR RECOMMENDED FOR APPOINTMENT / REAPPOINTMENT AS REQUIRED UNDER REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND AS PER SECRETARIAL STANDARDS - 2

	Mrs. Anitha Vasanth
Designation and Category of Director:	CFO And Director
Date of the first appointment on the Board:	15.11.2020
Date of Birth:	13-05-1959
Age:	66
Qualification	GRADUATE
Experience	20+ years
Number of Meetings of the Board attended during the financial year 2025-2026:	4
List of Directorship/ Membership / Chairmanship of Committees of other Board as on date (excluding Foreign Companies):	1.Vasanth Color Laboratories Limited 2.Vision Cinemas Limited 3.Pyramid Entertainment (India) Private Limited 4.Ranga Property Holdings Private Limited
Shareholding in Vision Cinemas Limited as on March 31, 2026:	73,16,519 Equity Shares
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company:	Mr.Bindiganavale RangaVasanth-Husband
Terms and Conditions of appointment:	Liable to retire by rotation
Remuneration sought to be paid	As per company norms
Remuneration Last Drawn	
List of listed entities from which the director/proposed appointee has resigned in the last three years:	Not applicable
Information as required pursuant to BSE Circular No. L1ST/COMP/14/2018-19 dated June 20, 2018	Mrs. Anitha Vasanth is not debarred from holding the office of director pursuant to any SEBI order or any other such authority.