

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,  
Vision Cinemas Limited  
CIN: L33129KA1992PLC013262  
29<sup>th</sup> Annual / Extraordinary General Meeting of the Equity Shareholders  
Held on Saturday, September 24, 2022 at 11:00 AM  
Through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

Dear Sir,

Sub.: Scrutinizers' Report  
Ref.: 29<sup>th</sup> AGM of Vision Cinemas Limited

I, Ganapati R Bhat, Proprietor of BRG & Associates, Practicing Company Secretaries, Bangalore, were appointed as a Scrutinizer by the Board of Directors of Vision Cinemas Limited (the Company) for the purpose of the poll/ Remote E voting / Venue Voting taken on the below mentioned resolution(s), and as per MCA General Circular No 02/2022 dated May 5, 2022 (in continuation of Circular Number 20/2020 dated May 05, 2020 read with circular number 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 2/2021 dated January 2021 and SEBI circular dated May 12, 2020 and January 15, 2021 and May 13, 2022 in continuation of SEBI circular dated 12<sup>th</sup> May, 2020 for the purpose of scrutinizing process of Remote e-voting and Venue 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 24, 2022 conducted through VC and OAVM in respect of the Resolutions as set out in the Notice convening the AGM, hereby submit my report as Under:

A. ~~After the time fixed for closing of the poll by the Chairman, \_\_\_\_\_ ballot boxes kept for polling were locked in my/our presence with due identification marks placed by me/us.~~

Not Applicable, since e-Voting is provided by (CDSL), (<https://www.evotingindia.com/>)

~~B. The locked ballot boxes were subsequently opened in my/our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company. 3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.~~

Not Applicable, since e-Voting is provided by (CDSL), (<https://www.evotingindia.com/>)

~~C. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately~~

OR

~~I/We did not find any poll papers invalid.~~

Not Applicable, since e-Voting is provided by (CDSL), (<https://www.evotingindia.com/>)

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 Central Depository Securities (India) Limited ("CDSL").
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.
3. The e-voting commenced on Wednesday, September 21, 2022 (09:00 AM) to Friday, September 23, 2022 (17:00 PM). Also Venue e-voting allowed During the AGM starting from 11:00 AM till 14.00 PM who had not cast their vote earlier.
4. Shareholders as on the Cut-off date, i.e. Friday, September 16, 2022 were eligible to vote electronically or allowed to attend the AGM for e-voting at the AGM; The Votes casted electronically were unblocked by me on September 24, 2022 from the CDSL E-voting Platform.

The Remote E-Voting + Venue e-voting results are as under:

**AS ORDINARY BUSINESS:**

Item No. 1

Resolution (1)	
Resolution required: (Ordinary / Special)	Ordinary
Whether promoter/promoter group are interested in the agenda/resolution?	No/Yes
Description of resolution considered	To consider and adopt the Financial Statements of the Company for the Financial year ended March 31, 2022, the Consolidated Financial Statements for the said Financial Year and the Reports of the Board of Directors and the respective Auditors thereon.

Mode of Voting	Valid Votes In Favour of the Resolution			Valid Votes In Against of the Resolution			Invalid /Abstain
	Number of Members Present and Voting (Including Proxy)	No's of Shares	% of Total Valid	Number of Members Present and Voting (Including Proxy)	No's of Shares	% of Total Valid	
Remote E-Voting	30	24277600	100%	4	4	0.00	-
Voting at AGM : Ballot / Venue E-	0	0	0	1	3	0.00	-



**BRG & Associates,**  
**Company Secretaries**

Voting							
Total	30	24277600	100%	5	7	0.00	-
Total Ballot Received (Favour+Against+Invalid) (Nos): 35							
Total Shares Voted (Favour+Against+Invalid) : 24277607							

Item No. 2

Resolution (2)							
Resolution required: (Ordinary / Special)				Ordinary			
Whether promoter/promoter group are interested in the agenda/resolution?				No/Yes			
Description of resolution considered				To appoint a Director in place of Mrs. Anita Vasanth (DIN: 01763255), who retires by rotation, being an eligible to offer herself for re-appointment.			
Mode of Voting	Valid Votes In Favour of the Resolution			Valid Votes In Against of the Resolution			Invalid /Abstain
	Number of Members Present and Voting (Including Proxy)	No's of Shares	% of Total Valid	Number of Members Present and Voting (Including Proxy)	No's of Shares	% of Total Valid	
Remote E-Voting	30	24277600	100%	4	4	0.00	-
Voting at AGM : Ballot / Venue E-Voting	0	0	0	1	3	0.00	-
Total	30	24277600	100%	5	7	0.00	-
Total Ballot Received (Favour+Against+Invalid) (Nos): 35							
Total Shares Voted (Favour+Against+Invalid) : 24277607							





**BRG & Associates,**  
**Company Secretaries**

Item No. 3

Resolution (3)							
Resolution required: (Ordinary / Special)						Ordinary	
Whether promoter/promoter group are interested in the agenda/resolution?						No/Yes	
Description of resolution considered						To appoint Pradeep Kumar Devaraj & Associates Chartered Accountants as the Statutory Auditors of the Company.	
Mode of Voting	Valid Votes In Favour of the Resolution			Valid Votes In Against of the Resolution			Invalid /Abstain
	Number of Members Present and Voting (Including Proxy)	No's of Shares	% of Total Valid	Number of Members Present and Voting (Including Proxy)	No's of Shares	% of Total Valid	
Remote E-Voting	30	24277600	100%	4	4	0.00	-
Voting at AGM : Ballot / Venue E-Voting	0	0	0	1	3	0.00	-
<b>Total</b>	<b>30</b>	<b>24277600</b>	<b>100%</b>	<b>5</b>	<b>7</b>	<b>0.00</b>	<b>-</b>
Total Ballot Received (Favour+Against+Invalid) (Nos): 35							
Total Shares Voted (Favour+Against+Invalid) : 24277607							

**AS SPECIAL BUSINESS:**

Item No. 4

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

Resolution (4)							
Resolution required: (Ordinary / Special)						Ordinary/	
Whether promoter/promoter group are interested in the agenda/resolution?						No/Yes	
Description of resolution considered						To give approval for Related Party Transactions.	
Mode of Voting	Valid Votes In Favour of the Resolution			Valid Votes In Against of the Resolution			Invalid /Abstain
	Number of Members Present and Voting (Including Proxy)	No's of Shares	% of Total Valid	Number of Members Present and Voting (Including Proxy)	No's of Shares	% of Total Valid	
Remote E-	29	24277000	100%	5	604	0.00	-



**PS** BRG & Associates,  
Company Secretaries

Voting							
Voting at AGM : Ballot / Venue E- Voting	0	0	0	1	3	0.00	-
Total	29	24277000	100%	6	607	0.00	-
Total Ballot Received (Favour+Against+Invalid) (Nos): 35							
Total Shares Voted (Favour+Against+Invalid) : 24277607							

Note: - (Enumerate depending on the number of resolutions for which poll is taken)

~~5. Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.~~

Not Applicable, since e-Voting is provided by (CDSL), (<https://www.evotingindia.com/>)

~~6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe-keeping.~~

Not Applicable, since e-Voting is provided by (CDSL), (<https://www.evotingindia.com/>)

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 AGM of the members/Shareholders 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 Central Depository Securities (India) Limited (CDSL), 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 Securities Limited (CDSL) and based thereon;

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

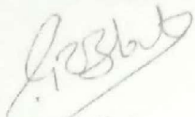
This being Virtual AGM, we have relied upon Central Depository Securities (India) Limited (CDSL), (<https://www.evotingindia.com/>) for video recording of AGM provided, to us for the purpose of scrutinizing.

**CS** BRG & Associates,  
Company Secretaries

Thanking You,  
Yours faithfully,

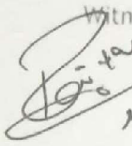
For BRG & Associates  
Practicing Company Secretaries

September 26, 2022  
Bangalore

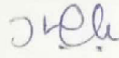
  
Ganapati R Bhat  
Proprietor  
ACS No: 37568 | COP No: 14326  
ICSI UC: S2015KR296400  
UDIN: A037568D001050217



Witness 01:

  
Ravi K. V.  
No 349, T. K. Layout  
Mysore - 56008

Witness 02:

  
Kavitha K. A. S.  
#361 Hobbal  
Mysore.

B  
RANGAVASANTH  
Digitally signed by B  
RANGAVASANTH  
Date: 2022.09.26  
22:46:44 +05'30'

Accepted by Chairman of the AGM  
Bindiganavale Ranganasanth  
DIN: 01763289

