VISION CINEMAS LTD.
CIN: L33129KA1992PLC013262.
#24/1, 5th Main Road, Jayamahal Extension, Jayamahal, Bengaluru KA 560046 IN

18/09/2026

To
The Listing Department,
BSE Limited,
P. J. Towers, Dalal Street,
Mumbai-40000, Maharashtra.
Scrip Code: 526441 | ISIN: INE515B01025

Subject: Submission of Voting Results and Scrutinizer's Report – 33rd Annual General Meeting

The 33rd Annual General Meeting ("AGM") of the Company was held on Wednesday, September 16, 2026, at 03:00 P.M. through Video Conference (VC) / Other Audio Visual Means (OAVM). The remote e-voting commenced on Sunday, September 13, 2026, at 09:00 A.M. (IST) and concluded on Tuesday, September 15, 2026, at 05:00 P.M. (IST). The facility of e-voting during the AGM was also provided to the members.

In this regard, we enclose the following:

a. The consolidated voting results of remote e-voting and e-voting conducted during the AGM, in relation to the business transacted at the AGM, pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

b. The consolidated Scrutinizer's Report dated September 18, 2026, pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended.

We wish to inform you that Resolutions Nos. 1, 2 and 4 set out in the Notice of the 33rd Annual General Meeting were approved by the Members with the requisite majority. However, Resolution No. 3 was not approved by the Members, as it did not receive the requisite majority.

The voting results, along with the Scrutinizer's Report, will also be made available on the Company's website at https://www.visioncinemas.in.

This is for your information and record.

Thanking you,
Yours faithfully
For Vision Cinemas Limited
B
Rangavasanth Digitally signed by B Rangavasanth Date: 2026.09.18 22:02:40 +05'30'
Bindiganavale Rangavasanth
Managing Director
(DIN:01763289)

General information about company	
Scrip code	526441
NSE Symbol	NOTLISTED
MSEI Symbol	NOTLISTED
ISIN	INE515B01025
Name of the company	VISION CINEMAS LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	16-09-2026
Start time of the meeting	03:00 PM
End time of the meeting	03:17 PM

Scrutinizer Details	
Name of the Scrutinizer	CS S SURESH
Firms Name	S Suresh & Associates
Qualification	CS
Membership Number	68778
Date of Board Meeting in which appointed	20-05-2026
Date of Issuance of Report to the company	18-09-2026

Voting results	
Record date	09-09-2026
Total number of shareholders on record date	18795
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	6
b) Public	71
No. of resolution passed in the meeting	4
Disclosure of notes on voting results	Textual Information(1)

Text Block	
Textual Information(1)	Resolution No:3 Not Passed

Resolution(1)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			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					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	28562972	26579545	93.056	26579545	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	28562972	26579545	93.056	26579545	0	100	0
Public- Institutions	E-Voting	11700	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	11700	0	0	0	0	0	0
Public- Non Institutions	E-Voting	42249533	446129	1.0559	446129	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	42249533	446129	1.0559	446129	0	100	0
	Total	70824205	27025674	38.1588	27025674	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To re-appoint Mrs. Anita Vasanth (DIN: 01763255), who retires by rotation and being eligible, offers himself for re-appointment,				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	28562972	26579545	93.056	26579545	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	28562972	26579545	93.056	26579545	0	100	0
Public-Institutions	E-Voting	11700	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	11700	0	0	0	0	0	0
Public- Non Institutions	E-Voting	42249533	446129	1.0559	446129	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	42249533	446129	1.0559	446129	0	100	0
	Total	70824205	27025674	38.1588	27025674	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To give approval for Related Party Transactions				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	28562972	26579545	93.056	26579545	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	28562972	26579545	93.056	26579545	0	100	0
Public-Institutions	E-Voting	11700	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	11700	0	0	0	0	0	0
Public- Non Institutions	E-Voting	42249533	446129	1.0559	1997	444132	0.4476	99.5524
	Poll							
	Postal Ballot (if applicable)							
	Total	42249533	446129	1.0559	1997	444132	0.4476	99.5524
Total		70824205	27025674	38.1588	26581542	444132	98.3566	1.6434
Whether resolution is Pass or Not.							No	
Disclosure of notes on resolution							Textual Information(1)	

Text Block	
Textual Information(1)	The votes cast by the Promoter and Promoter Group, being interested in the said resolution, have been disregarded for determining the requisite majority in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	26579545
Public Insitutions	
Public - Non Insitutions	

Resolution(4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				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.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	28562972	26579545	93.056	26579545	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	28562972	26579545	93.056	26579545	0	100	0
Public- Institutions	E-Voting	11700	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	11700	0	0	0	0	0	0
Public- Non Institutions	E-Voting	42249533	446129	1.0559	446129	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	42249533	446129	1.0559	446129	0	100	0
	Total	70824205	27025674	38.1588	27025674	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

SCRUTINIZER'S REPORT

To
The Chairman,
VISION CINEMAS LIMITED,
[CIN: L33129KA1992PLC013262]
#24/1, 5th Main Road, Jayamahal Extension, Jayamahal, Bengaluru KA 560046 IN.

Dear Sir,

Sub: Consolidated Report of Scrutinizer on remote e-voting and e-voting during the AGM pursuant to the Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to provisions of section 108 of the Companies Act, 2013 ("**Act**") and rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 ("**Rules**") for the 33rd Annual General Meeting (**AGM**) of **VISION CINEMAS LIMITED,** held on Wednesday, 16th September, 2026 at 3:00 p.m. through Video Conference (VC) / Other Audio Visual Means (OAVM).

1. I CS S. Suresh Proprietor of **S Suresh & Associates**, Company Secretaries, Hosur, were appointed by the Board of Directors of **"VISION CINEMAS LIMITED" ("the Company")** for the purpose of scrutinizing remote e-voting prior to and e-voting during the AGM in a fair and transparent manner for the AGM held through Video Conference (VC) / Other Audio Visual Means (OAVM), as per the provisions of section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, on the resolutions contained in item numbers 1 to 4 as set out in the Notice dated 06th day of August, 2026 of the said AGM.

2. The Notice dated 06th August, 2026, as confirmed by the Company, was sent to the Shareholders in respect of the below mentioned resolutions through electronic mode to those members whose email addresses are registered with the Company/ Depositories, in compliance with the MCA Circulars dated April 8, 2020, April 13, 2020, May 5, 2020, August 17, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022, December 28, 2022, September 25, 2023, September 19, 2024 and September 22, 2025 (Collectively referred to as "MCA Circulars") and SEBI Circulars issued from time to time.

3. The Company had availed the e-voting facility offered by Central Depository Services (India) Limited, ("CDSL") for conducting remote e-voting prior to and e-voting during the AGM for the shareholders of the Company.

4. The remote e-voting period was kept open for three days from 13th September, 2026 at 9:00 a.m. to 15th September, 2026 at 5:00 p.m.

S SURESH & ASSOCIATES M. No.68778 COP No.25775 Company Secretaries

5. The cut-off date for the purpose of determining the entitlement for voting on the proposed resolutions was 09th September, 2026.

6. The Company had also provided e-voting facility at the AGM held through VC/OAVM, to those shareholders who had not cast their vote earlier through remote e-voting.

7. After the conclusion of e-voting during the AGM held through VC/OAVM, the votes cast through remote e-voting prior to and e-voting during the AGM were unblocked in the presence of the following two witnesses, who are not in the employment of the Company:

Gshf.
1 P Gowsalya

Dinesh
2. J Dinesh

8. we have scrutinized and reviewed the remote e-voting prior to and e-voting during the AGM and votes cast therein, based on the data downloaded from the CDSL e-voting system.

9. The management of the Company is responsible for ensuring compliance with the requirements of the Act and rules relating to remote e-voting prior to and e-voting during the AGM on the resolutions contained in the notice of the AGM.

10. Our responsibility as the Scrutinizer is restricted to scrutinizing the votes cast through remote e-voting prior to and e-voting during the AGM in a fair and transparent manner and preparing this Consolidated Scrutinizer's Report based on the votes cast in favour of or against the resolutions contained in the Notice of the AGM.

11. We now submit our consolidated report on the results of remote e-voting prior to and e-voting during the AGM in respect of the said resolutions, conducted through the e-voting system provided by CDSL, as under:

    a) **Resolution 1 (as an Ordinary Resolution)**

    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."

S SURESH & ASSOCIATES
M. No. 68778
COP No.25775
Company Secretaries

(i) Voted **in favour** of Resolution:

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
23	27025674	100.00

(ii) Voted **against** the Resolution:

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** Votes:

No of Members voted	Number of votes held by them
Nil	Nil

Resolution **PASSED** with the requisite majority.

b) Resolution 2 (as an Ordinary Resolution)

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."

(i) Voted **in favour** of Resolution:

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
23	27025674	100.00

(ii) Voted **against** the Resolution:

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** Votes:

No of Members voted	Number of votes held by them
Nil	Nil

Resolution **PASSED** with the requisite majority.

S SURESH & ASSOCIATES * M. No. 68778 COP No. 25775 * Company Secretaries

c) **Resolution 3 (as an Ordinary Resolution)**

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:

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."

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 pAnd Screening Services	On going	188(1)(a) to (f)	Rs. 20 Crores

S SURESH & ASSOCIATES
M. No. 68778
COP No.25775
Company Secretaries

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."

(i) Voted **in favour** of Resolution:

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
21	26581542	100.00

(ii) Voted **against** the Resolution:

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
2	444132	0.64

(iii) **Invalid** Votes:

No of Members voted	Number of votes cast by them
Nil	Nil

Note:

That Resolution No. 3 relates to approval of Related Party Transactions under Section 188 of the Companies Act, 2013. Based on the information made available to the Scrutinizer, the members/promoters who have voted in favour of the said resolution are common promoters/shareholders having an interest or relationship with the entities covered under the proposed Related Party Transactions.

In terms of Section 188(1) of the Companies Act, 2013, a related party shall not vote on a resolution relating to approval of any contract or arrangement in which such related party is interested.

Since the aforesaid resolution relates to transactions with related parties, the votes cast by the Promoter and Promoter Group, being interested in the said resolution, have been disregarded for determining the requisite majority in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

S SURESH & ASSOCIATES
M. No. 68778
COP No.25775
Company Secretaries

Accordingly, out of the total 27025674 votes cast on the resolution, 26579545 votes were cast by the Promoter and Promoter Group and, accordingly, the said votes have been disregarded for the purpose of determining the voting results of the resolution, in accordance with the applicable provisions.

After disregarding the votes of the Promoter and Promoter Group, the votes considered for determining the result of the resolution are as follows:

Votes in favour: 1,997

Votes against: 4,44,132

Thus, out of the total 4,46,129 valid votes considered, 0.45% were cast in favour of the resolution and 99.55% were cast against the resolution.

Since the number of votes cast against the resolution exceeds the number of votes cast in favour of the resolution, the resolution **does not secure the requisite majority and is accordingly NOT PASSED**.

d) **Resolution 4 (as an Ordinary Resolution)**

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".

(i) Voted **in favour** of Resolution:

S SURESH & ASSOCIATES
M. No. 68778
COP No.25775
Company Secretaries

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
23	27025674	100.00

(ii) Voted **against** the Resolution:

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** Votes:

No of Members voted	Number of votes cast by them
Nil	Nil

Resolution **PASSED** with the requisite majority.

Thanking you,

Yours faithfully
For S Suresh & Associates
Company Secretaries

CS S Suresh
Proprietor
M. No. A68778, CoP: 25575
UDIN: **A068778H001536112**
Peer Review Cert. No.7575/2025
Place: Hosur
Date: 18.09.2026

S SURESH & ASSOCIATES
M. No. 68778
COP No.25775
Company Secretaries

Countersigned by
For VISION CINEMAS LIMITED

B Rangavasanth
Digitally signed by B Rangavasanth
Date: 2026.09.18 21:53:28 +05'30'

B Rangavasanth
(person authorized by Chairman)

Place: Bangalore
Date:18.09.2026

5/799-134, First Floor, Karumariyamman Layout, SIPCOT-I Post,
Hosur – 635 126. Krishnagiri. TN
Contact No: 94446 60686; 89030-44212 Email: esgsuresh@gmail.com