



## Corporate Information

### Board of Directors

Bindiganavale Rangavasanth	Managing Director
AnitaVasanth	Director (Executive) & Chief Financial Officer
Bindiganavale Ranga Shamaladevi	Director (Executive)
Kunal Ashok*	Director (Independent) Director
Hariharan Muthuswamy*	(Independent)

### Company Secretary

Mr. Hitarth Shah\*\*

### Statutory Auditor

Jayamal Thakore & Co | Chartered Accountants\*\*\*  
27, Embassy Market, Nr. Dinesh Hall, Behind Sales India, Ashram Road, Ahmedbad - 380009

### Secretarial Auditor

Richi Prerak & Associates | Practicing Company Secretaries\*\*\*  
S-12A, Vikram Chambers, Nr. Kotak Mahindra Bank, Income Tax, Ahmedabad - 380009

### Bankers

ICICI Bank  
Indian Bank

### Registrar and Share Transfer Agent

Integrated Registry Management Services Private Limited, 5A, 5th Floor, Kences Towers, 1, Ramakrishna Street North Usman Road, T. Nagar, Chennai, TN - 600017

### Committees of the Board

<b>Audit Committee*</b>
Kunal Ashok - Chairman
Bindiganavale Rangavasanth - Member
Hariharan Muthuswamy - Member
<b>Nomination and Remuneration Committee*</b>
Hariharan Muthuswamy - Chairman
Bindiganavale Rangavasanth - Member
Kunal Ashok - Member
<b>Stakeholder Relationship Committee*</b>
Hariharan Muthuswamy - Chairman
Bindiganavale Rangavasanth - Member
Kunal Ashok - Member
Anita Vasanth - Member

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### Registered Office

14, 1st Floor, 6th Cross, Jayamahall Extension, Bangalore  
Bangalore - 560046

\* Appointed w.e.f July 1, 2019 committees framed on same date | \*\* Appointed w.e.f June 15, 2019

\*\*\* Auditor appointed w.e.f. 23/12/2019 | PCS appointed w.e.f. 01/06/2019



## NOTICE

NOTICE is hereby given that the Twenty Seventh Annual General Meeting of the Members of Vision Cinemas Limited will be held on Monday, the 28th day of September, 2020 at 11:30 a.m., at Registered office of the company through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') facility to transact the following business:

### ORDINARY BUSINESS:

1. To consider and adopt the Financial Statements of the Company for the financial year ended March 31, 2020, the Consolidated Financial Statements for the said financial year and the Reports of the Board of Directors and the Auditors.

2. To appoint a Director in place of Smt. Anita Vasanth (DIN: 01763255), who retires by rotation, being an eligible to offer herself for re-appointment.

**3. To ratify the appointment of 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 Messrs. Jayamal Thakore & Co, Chartered Accountants (Registration No. 104098W), be and are hereby ratified as the Statutory Auditors of the Company for auditing the Accounts for F.Y. 2019-20 whose appointment was made by Board in their Meeting held on December 23, 2019, 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."

**4. To appoint of 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 from the conclusion of 27<sup>th</sup> Annual General Meeting of the company until the conclusion of the 32<sup>nd</sup> Annual General Meeting to be held in the year 2024-25, 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."

## SPECIAL BUSINESS:

### 5. 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. 10 Crores, severally for each of the following parties:

Name of Related Party	Nature
S I Media LLP	188 (1) (a) to (f)
Vasanth Colour Laboratories Ltd.	188 (1) (a) to (f)
Pyramid Entertainment (India) Private Limited	188 (1) (a) to (f)

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to perform and execute all such deeds, matters and things including delegation of such authority as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto.”

### 6. 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.

**RESOLVED FURTHER THAT** Mr. B. Rangavasanth and Mrs. Anita Vasanth, Directors or 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.”

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

**Sd/-  
Bindiganavale Ranganasanth  
Managing Director  
DIN: 01763289**

**August 21, 2020  
Bangalore**

**Notes:**

- In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its circular dated 5 May 2020 read with circulars dated 8 April 2020 and 13 April 2020 (collectively referred to as 'MCA Circulars') and SEBI circular dated 12 May 2020 permitted the holding of the Annual General Meeting ('AGM') through VC/OAVM facility, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the 'Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and MCA Circulars, the AGM of the Company is being conducted through VC/OAVM, hereinafter called as 'e-AGM'.
- The deemed venue for Twenty Seventh e-AGM shall be the registered office of the Company.
- Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this e-AGM is being held pursuant to the MCA Circulars through VC/OAVM facility, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the e-AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- Corporate members intending to send their authorized representative(s) to attend the meeting (e-AGM) 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.

- The facility of joining the e-AGM through VC/OAVM will be opened 15 minutes before and will be open upto 15 minutes after the scheduled start time of the e-AGM, i.e. from 11.15 A.M. to 11.45 A.M. and will be available for 1,000 members on a first-come first-served basis. This rule would however not apply to participation of shareholders holding 2% or more shareholding, promoters, institutional investors, directors, key and senior managerial personnel, auditors etc.
- Pursuant to the provisions of Section 91 of the Act, the Register of Members and Share Transfer Books will remain closed on all days from Tuesday, September 22, 2020 to Monday, September 28, 2020, both days inclusive.
- In terms of section 101 and 136 of the Act, read together with the Rules made thereunder, the listed companies may send the notice of annual general meeting and the annual report, including Financial Statements, Board Report etc. by electronic mode. Pursuant to the said provisions of the Act read with MCA Circulars, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website at [www.visioncinemas.in](http://www.visioncinemas.in) and website of the Stock Exchanges i.e. BSE Ltd. at [www.bseindia.com](http://www.bseindia.com).
- 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:

Name	Folio No. DP ID/Client ID	Folio No. DP ID/Client ID

- 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.
- To receive shareholders' communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/update their e-mail address with their respective depository participant, where shares are held in electronic form. Where shares are held in physical form, members are advised to register their e-mail address with [irg@integratedindia.in](mailto:irg@integratedindia.in).
- Further, those members who have not registered their e-mail addresses and mobile nos. and in consequence could not be served the Annual Report and Notice of e-AGM, may temporarily get themselves registered with [irg@integratedindia.in](mailto:irg@integratedindia.in) for obtaining the same.
- With a view to helping us serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.



- In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the e-AGM.
- Since the meeting will be conducted through VC/OAVM facility, the Route Map is not annexed in this Notice.
- In case a person has become a member of the Company after dispatch of AGM Notice, but on or before the cut-off date for e-voting, i.e., Monday, September 21, 2020, such person may obtain the User ID and Password from RTA by e-mail request on [irg@integratedindia.in](mailto:irg@integratedindia.in)
- In compliance with provisions of 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 27<sup>th</sup> Annual 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.

#### Instructions for e-voting

1. The voting period begins on Friday, September 25, 2020 at 0900 Hrs (09:00 a.m.) IST and ends on Sunday, September 27, 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 Monday, September 21, 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:

	For Members holding shares in Demat Form and Physical Form
PAN	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>
DOB	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.
Dividend Bank Details	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.
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.

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)

#### **Voting at e-AGM:**

- i. Only those members/shareholders, who will be present in the e-AGM through video conferencing facility and have not cast their vote through remote e-voting, such members, shall cast their vote on the resolutions through the polling paper only by sending their emails which are registered with the company. The said email shall only be sent to us at [cs@visioncinemas.in](mailto:cs@visioncinemas.in).
- ii. However, members who have voted through remote e-voting will be eligible to attend the e-AGM.
- iii. Members attending the e-AGM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.



#### **Instructions for members for attending the e-AGM:**

- i. Members will be able to attend the e-AGM through VC/OAVM or view the live webcast of AGM provided by Google Meet at [meet.google.com/mak-thuf-dfc](https://meet.google.com/mak-thuf-dfc) using their login credentials. The link for e-AGM will be available in member's login where the EVENT and the name of the Company can be selected. Members who do not have User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned above.
- ii. Members are encouraged to join the meeting through Laptops with Google Chrome for better experience.
- iii. Further, members will be required to allow camera, if any, and hence use internet with a good speed to avoid any disturbance during the meeting.
- iv. While all efforts would be made to make the VC/OAVM meeting smooth, participants connecting through mobile devices, tablets, laptops etc. may at times experience audio/video loss due to fluctuation in their respective networks. Use of a stable Wi-Fi or LAN connection can mitigate some of the technical glitches.
- v. Members, who would like to express their views or ask questions during the e-AGM will have to register themselves as a speaker by sending an advance mail on [cs@visioncinemas.in](mailto:cs@visioncinemas.in), with subject "Speaker Registration" during the period starting from September 21, 2020 (9.00 a.m.) upto September 23, 2020 (5.00 p.m.). Only those members who have registered themselves as a speaker will be allowed to express their views/ask questions during the e-AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the e-AGM. Please note that only questions of the members holding the shares as on cut-off will be considered.
- vi. A video guide assisting the members attending e-AGM either as a speaker or participant is available for quick reference at URL [meet.google.com/mak-thuf-dfc](https://meet.google.com/mak-thuf-dfc).
- vii. Members who need technical assistance before or during the twentieth e-AGM can contact Google Meet at [meet.google.com/mak-thuf-dfc](https://meet.google.com/mak-thuf-dfc) or Helpline: +91 9886509287.

#### **General Instructions:**

- i. The Board of Directors has appointed Messrs. Richi Prerak & Associates, Practicing Company Secretaries, as the Scrutinizer to the e-voting process and voting at the e-AGM in a fair and transparent manner.
- ii. The Chairman shall formally propose to the members participating through VC/OAVM facility to vote on the resolutions as set out in the Notice of the twentieth e-AGM and announce the start of the casting of vote through the e-voting system of Google Meet.
- iii. The Scrutinizer shall, immediately after the conclusion of voting at the e-AGM, first count the votes cast at the meeting, thereafter unblock the votes through e-voting in the presence of at least two witnesses, not in the employment of the Company and make a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the Company, who shall countersign the same.
- iv. The Scrutinizer shall submit his report to the Chairman or in his absence Managing Director & CEO of the Company, who shall declare the result of the voting. The results declared along with the scrutinizer's report shall be placed on the Company's website [www.visioncinemas.in](http://www.visioncinemas.in) and website of CDSL and shall also be communicated to the stock exchanges where the shares of the Company are listed. The resolutions shall be deemed to be passed at the AGM of the Company.



## EXPLANATORY STATEMENT

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

### **Item No. 3 & 4:**

The Board of Directors of the Company in their meeting held on January 30, 2020 appointed M/s. Jayamal Thakore & Co., Chartered Accountants (ICAI Registration no. 104098W), Ahmedabad as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. V Sagar & Co., Chartered Accountants. The appointment of M/s. Jayamal Thakore & Co., Chartered Accountants (ICAI Registration no. 104098W), Ahmedabad was to be ratified at convened EGM, but due to COVID-19, the EGM convened was called off and thus the Agenda of ratification was carried forward to upcoming General meeting to ensure rights of holder and compliance with law is made in true sense. The Company vide its communication dated March 16, 2020 informed its stakeholders that the Convened EGM was postponed Sine die and as the situation became worse with passage of time, the EGM was called off.

The Board of Directors of the Company on the recommendation of the Audit Committee, recommended for the approval of the Members, the appointment of Messrs. Jayamal Thakore & Co., Chartered Accountants (ICAI Registration no. 104098W), as the Statutory Auditors of the Company for a period of five years from the conclusion of this AGM till the conclusion of the 32<sup>nd</sup> AGM.

M/s. Jayamal Thakore & Co., Chartered Accountants have given their consent to act as the Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act.

Two resolutions are placed before the members for same matter; one is with respect to ratification of Auditors for their appointment to Audit FY 2019-20 and another is with respect to their appointment for term of five years, as their term would end at this AGM due to appointment in casual vacancy.

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

### **Item No. 5 from Special Business**

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 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 Ltd., Pyramid Entertainment (India) Private Limited and their related parties as covered under 2(76) & 2(77) of the Companies Act, 2013 are interested in the said resolution.

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

### **Item No. 6 from Special Business:**

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 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 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.

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

**Sd/-  
Bindiganavale Ranganasanth  
Managing Director  
DIN: 01763289**

**August 21, 2020  
Bangalore**