



V R FILMS & STUDIOS LIMITED

Date: 15th July, 2023

To,
Department of Corporate Services,
BSE LIMITED
P. J. Towers, Dalal Street,
Mumbai – 400 001.

BSE Scrip Code: 542654

Subject: Announcement of Voting Results of “V R FILMS & STUDIOS LIMITED” (“The Company”) pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements), 2015, please find enclosed herewith the details of voting results and the Scrutinizer’s Report thereon dated 15th July, 2023.

The Resolution set forth in the Postal Ballot Notice dated 08th June, 2023 has been approved by Members with requisite majority.

The Results of the Postal Ballot along with the Scrutinizer’s Report is also being placed on the Company’s Website at <https://vrfilms.in/investor/>.

You are requested to kindly take the same on record.

Thanking You.

Yours Truly,

For, V R FILMS & STUDIOS LIMITED

Manish
Dutt

Digitally signed by Manish Dutt
DN: c=IN, o=Maharashtra,
2.5.4.20=999410549272674028a8be6af73a886d5c6ca
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Road, Mumbai, Chembur, Mumbai, Mumbai,
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o=Personal, cn=Manish Dutt
Date: 2023.07.15 13:48:44 +05'30'



MANISH DUTT
MANAGING DIRECTOR
DIN: 01674671

JURISDICTION MUMBAI HIGH COURT

19. Chhadva Apartments, Near Diamond Garden. Sion-Trombay Road, Chembur. Mumbai - 400071. INDIA
Tel No: 91-22-25273841, Tel Fax No: 91-22-25228467, Email Id: info@vrfilms.in, Website: www.vrfilms.in

CIN : L92100MH2007PLC177175



V R FILMS & STUDIOS LIMITED

Voting results	
Record date	09-06-2023
Total number of shareholders on record date	299
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	3
Disclosure of notes on voting results	

Manish Dutt

Digitally signed by Manish Dutt
DN: c=IN, sn=Manish Dutt,
2.5.4.20+999941054932677423a8f8e0a73a8b8d3c8c
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Road, Mumbai, Chembur, Mumbai, Mumbai,
pseudonym=+43f275d8e0f5d9876cbbbfefbf9f8,
serialNumber=+802cc3d422a2922d79b53cef55cea98
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o=Personal, cn=Manish Dutt
Date: 2023.07.15 14:00:39 +05'30'



JURISDICTION MUMBAI HIGH COURT

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V R FILMS & STUDIOS LIMITED

Resolution(1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT ALTERATION IN CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY				
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 votespolled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	984748	984747	99.9999	984747	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		984748	984747	99.9999	984747	0	100
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	387252	29002	7.4892	29002	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		387252	29002	7.4892	29002	0	100
Total		1372000	1013749	73.8884	1013749	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Manish Dutt

Digitally signed by Manish Dutt
DN: cn=BK, o=Mahaashtra,
2.5.4.20=9994105493720774528f8b0d73a88dd3c1bca
0a55a11e65929a8162e19d55e, postalCode=400071,
street=202, Safal Heights I, Ghastia
Road, Mumbai, Chembur, Mumbai, Mumbai,
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Date: 2023.07.15 14:01:04 +05'30'



JURISDICTION MUMBAI HIGH COURT

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CIN : L92100MH2007PLC177175



V R FILMS & STUDIOS LIMITED

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				ISSUE OF BONUS SHARES				
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	984748	984747	99.9999	984747	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		984748	984747	99.9999	984747	0	100
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	387252	29002	7.4892	29002	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		387252	29002	7.4892	29002	0	100
Total		1372000	1013749	73.8884	1013749	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Manish Dutt

Digitally signed by Manish Dutt
 DN: cn=M, o=VR Films & Studios Limited, 2.5.4.20-999410549372677d28a8b0af73a88dd3c1fca0a55a11eb5929a8162e19d55e, postalCode=400071, street=202, Safal Heights 1, Ghatia Road, Mumbai, Chembur, Mumbai, Mumbai, pseudonym=43c7b0b6e0f5d987fcbbbe4e4a9f8, serialNumber=802cc3d402a2d6a2a9f0db3cef55c ea981bca267aa8fec0abc00083a4741a11, title=9138, ou=Personal, cn=Manish Dutt
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JURISDICTION MUMBAI HIGH COURT

19, Chhadva Apartments, Near Diamond Garden, Sion-Trombay Road, Chembur, Mumbai - 400071, INDIA
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CIN : L92100MH2007PLC177175



V R FILMS & STUDIOS LIMITED

Resolution(3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				MIGRATION OF LISTING / TRADING OF EQUITY SHARES OF THE COMPANY FROM SME PLATFORM OF BSE LIMITED TO MAIN BOARD OF BSE LIMITED				
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	984748	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		984748	0	0	0	0	0
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	387252	29002	7.4892	29002	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		387252	29002	7.4892	29002	0	100
Total		1372000	29002	2.1138	29002	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Manish Dutt

Digitally signed by Manish Dutt
DN: c=IN, o=Maharashtra,
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postalCode=400071, street=02, Safal Heights
1,Ghatia Road,Mumbai,Chembur,Mumbai,Mumbai,
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Date: 2023.07.15 14:01:46 +05'30'



JURISDICTION MUMBAI HIGH COURT

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SCRUTINIZER'S REPORT

ON POSTAL BALLOT (E-VOTING) OF V R Films & Studios Limited

[Pursuant to Section 108 and 110 of the Companies Act, 2013 and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

To,
The Board of Directors
V R Films & Studios Limited
19, Chhadva Apartments, Sion-Trombay Road,
Chembur, Mumbai – 400071. Maharashtra.

Sub: Report of Scrutinizer on Postal Ballot process conducted through Remote E-voting pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 ('the Act') read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and MCA circulars (mentioned herein below) in respect of passing of the resolution contained in the Postal Ballot Notice Dated 8th June, 2023.

Dear Sir,

I, Jaymin Modi, Practicing Company Secretary having office at 603/604, Sai Janak Classic, Near Sudhir Phadke Flyover, Borivali (West), Mumbai - 400103, was appointed as a Scrutinizer by the Board of Directors of V R Films & Studios Limited ('the Company') dated 8th June, 2023 for the purpose of scrutinizing the remote e-voting by the Members of the Company which was proposed through Postal Ballot notice dated 8th June, 2023 ('Notice').

In view of COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') guidelines prescribed by the Ministry of Corporate Affairs for conducting postal ballot through e-Voting vide General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020, 10/2021 dated 23rd June 2021, 20/2021 dated 8th December 2021, General Circular No. 20/2020 dated 5th May 2022 and General Circular No. 10/2022 dated 28th December, 2022 respectively (collectively termed as "MCA Circulars"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS - 2") issued by the Institute of Company Secretaries of India and pursuant to all other applicable laws and regulations, if any, the resolution as stated in the Postal Ballot Notice was put before the Member(s) of the Company for Voting through remote e-voting by electronic means only.

The compliance with the provisions of the Companies Act, 2013 and the Rules made there under relating to voting through electronic means, by the members on the Resolution proposed in the Postal Ballot Notice dated 8th June, 2023, is the responsibility of management. My responsibility as a scrutinizer is to ensure that the voting process, through remote e-voting and ballot forms, is conducted in a fair and transparent manner and render scrutinizer's report of the total votes cast 'in favour or against', if any, to the Chairman or any other authorized personnel of the Company, on the resolution, based on the reports generated from the remote e-voting system of National Securities Depository Limited ("NSDL") the authorized agency, to provide remote e-voting facilities and engaged by the Company for that purpose.

I hereby report as under:

Management's Responsibility

The management of the Company is responsible to ensure compliance with the requirement of the relevant provisions of (i) the company Act, 2013 and the rules made there under and (ii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, (LODR), relating to postal ballot voting by electronic means for the resolution stated in the Postal Ballot Notice.

Scrutinizer's Responsibility

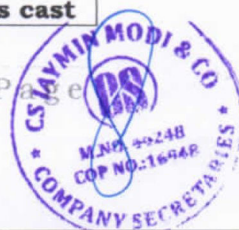
Our responsibility as a scrutinizer is restricted to making a Scrutinizers report of the votes cast by the members in respect of the resolutions contained in the Postal Ballot Notice. My Report is based on e-voting received till the time fixed for closing of the voting process.

1. The Company appointed/engaged National Securities Depository Limited ("NSDL"), the authorised agency, as the service provider for providing facility of remote e-voting to the members of the Company.
2. The Postal Ballot Notice was sent through electronic mode to all the members whose e-mail addresses are registered with the Company or with the Depositories/Depository Participants.
3. The Company dispatched the Notice by email on June 13th, 2023 to members, whose names were recorded in the Register of Members or in the Register of Beneficial Owners maintained in the Depositories as on the cut-off date i.e., 09th June, 2023.
4. The voting through remote e-voting facility commenced on Wednesday, 14th June, 2023, from 9.00 a.m. (IST) and shall end on Thursday, 13th July, 2023 at 5.00 p.m. (IST) being the last date for remote e-voting. The remote e-voting during this period was considered for my scrutiny.
5. Pursuant to Rule 20 of Companies (Management & Administration) Rules, 2014, the remote E-Voting on National Securities Depository Limited ("NSDL") Website was unblocked by me on 15th July, 2023 at 11.45 AM. (IST) in the presence of two independent witnesses who are not in employment of the Company.
6. The results of voting are as under:
 - a) Special Resolution

**INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY AND
CONSEQUENT ALTERATION IN CAPITAL CLAUSE OF THE MEMORANDUM OF
ASSOCIATION OF THE COMPANY:**

• Voted in Favour of the resolution:

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
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Electronic (e-voting)	14	1013749	100%
Ballot Forms	-	-	
Total	14	1013749	100%

• **Voted against the resolution:**

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Electronic (e-voting)	Nil	Nil	NA
Ballot Forms	Nil	Nil	NA
Total	Nil	Nil	NA

• **Invalid Votes:**

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Electronic (e-voting)	Nil	Nil	NA
Ballot Forms	Nil	Nil	NA
Total	Nil	Nil	NA

Thus, the Special Resolution as contained in Item No.1 is passed with requisite majority.

b) Ordinary Resolution

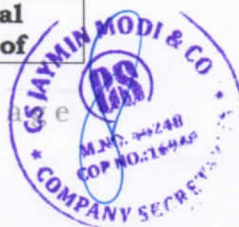
ISSUE OF BONUS SHARES:

• **Voted in Favour of the resolution:**

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Electronic (e-voting)	14	1013749	100%
Ballot Forms			
Total	14	1013749	100%

• **Voted against the resolution:**

Postal Ballot Voting	Number of members	Number of votes cast by them	% of total number of
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	who voted		valid votes cast
Electronic (e-voting)	Nil	Nil	NA
Ballot Forms	Nil	Nil	NA
Total	Nil	Nil	NA

• Invalid Votes:

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Electronic (e-voting)	Nil	Nil	NA
Ballot Forms	Nil	Nil	NA
Total	Nil	Nil	NA

Thus, the Ordinary Resolution as contained in Item No.2 is passed with requisite majority.

c) Special Resolution

MIGRATION OF LISTING / TRADING OF EQUITY SHARES OF THE COMPANY FROM SME PLATFORM OF BSE LIMITED TO MAIN BOARD OF BSE LIMITED:

• Voted in Favour of the resolution:

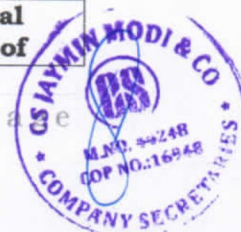
Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Electronic (e-voting)	11	29002	100%
Ballot Forms			
Total	11	29002	100%

• Voted against the resolution:

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Electronic (e-voting)	Nil	Nil	NA
Ballot Forms	Nil	Nil	NA
Total	Nil	Nil	NA

• Invalid Votes:

Postal Ballot Voting	Number of members	Number of votes cast by them	% of total number of



	who voted		valid votes cast
Electronic (e-voting)	Nil	Nil	NA
Ballot Forms	Nil	Nil	NA
Total	Nil	Nil	NA

***Please note that votes cast by Promoter / Promoter Group have not been considered in this particular resolution and votes cast by only public shareholders have been considered for the results of e-voting for the resolution in accordance with the regulation 277 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.**

Based on the above results, the Special Resolution in Item No. 3 to approve the migration of listing / trading of equity shares of the company from SME platform of BSE Ltd (BSE-SME) to main board of BSE Ltd has been passed with requisite majority. This is to further mention that the votes cast by shareholders other than promoters in favour of the resolution are more than two times the number of votes cast by shareholders other than promoter shareholders against the resolution.

Thus, the Special Resolution as contained in Item No.3 is passed with requisite majority.

The Chairman/ Authorised representative may accordingly declare the result of voting through remote E-voting facility in respect of Resolution's mentioned in the Notice.

All relevant records in relation to the postal ballot voting including voting by electronic means are handed over to the management of the Company.

**For, Jaymin Modi & Co.
Company Secretaries**

**Mr. Jaymin Modi
Company Secretary
COP: 16948
Mem No. 44248
PRC: 2146/2022
UDIN: A044248E000615874**



**Place: Mumbai
Date: 15.07.2023**