

**Date: 03rd October, 2023**

**To,**  
**The BSE Limited**  
Department of Corporate Services,  
Floor 25, P J Tower, Dalal Street,  
Mumbai- 400001.

**Script Code: 539469**

**Subject: Declaration of Voting Result under Regulation 44(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 of 43rd Annual General Meeting of the Company held on September 30,2023.**

**Dear Sir/Madam,**

With reference to above, we would like to state that the 43rd Annual General meeting of the Company held on Saturday September 30, 2023 through Video Conferencing ("VC")/Other audio-visual Means ("OAVM").

Please find enclosed herewith:

1. Voting Results as required under Regulation 44(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015;
2. Scrutinizer Report on E-Voting as per the provisions of Section 108 and 109 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014;

Please take the same on your record and acknowledge the receipt of the same.

Thanking You.  
Yours Faithfully,

For Panorama Studios International Limited  
  
Abhishek Kumar Mangat Pathak  
Director  
00700868  


ENCL: As Above.

Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				(a) to receive, consider and adopt (a) the standalone audited financial statement of the Company for the				
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	9116180	8434179	92.5188	8434179	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)							
	<b>Total</b>		9116180	8434179	92.5188	8434179	0	100.0000
Public-Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)							
	<b>Total</b>		0	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	3330570	385762	11.5825	385759	3	99.9992	0.0008
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		3330570	385762	11.5825	385759	3	99.9992
<b>Total</b>		12446750	8819941	70.8614	8819938	3	100.0000	0.0000
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				to recommend to members for reappointment of Mr. Sanjeev Joshi (DIN: 01131895) Director, who is retiring by rotation and being eligible				
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	9116180	8434179	92.5188	8434179	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)							
	<b>Total</b>		9116180	8434179	92.5188	8434179	0	100.0000
Public-Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)							
	<b>Total</b>		0	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	3330570	385762	11.5825	385759	3	99.9992	0.0008
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		3330570	385762	11.5825	385759	3	99.9992
<b>Total</b>		12446750	8819941	70.8614	8819938	3	100.0000	0.0000
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

For Panorama Studios International Limited



Abhishek Kumar Mangat Pathak  
Director  
00700868



Resolution (3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Approval for revision in material Related party transaction amount upto Rs. 1000.00 crores				
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	9116180	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>9116180</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>
Public- Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting	3330570	385762	11.5825	385759	3	99.9992	0.0008
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>3330570</b>	<b>385762</b>	<b>11.5825</b>	<b>385759</b>	<b>3</b>	<b>99.9992</b>
<b>Total</b>		<b>12446750</b>	<b>385762</b>	<b>3.0993</b>	<b>385759</b>	<b>3</b>	<b>99.9992</b>	<b>0.0008</b>
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	8434179
Public Insitutions	0
Public - Non Insitutions	0

For Panorama Studios International Limited



Abhishek Kumar Mangat Pathak  
Director  
00700868




Resolution (4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				re-appointment of Mr. Kumar Mangat Pathak (Din: 00299630) as Managing Director				
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	9116180	3616250	39.6685	3616250	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>9116180</b>	<b>3616250</b>	<b>39.6685</b>	<b>3616250</b>	<b>0</b>	<b>100.0000</b>
Public- Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting	3330570	385762	11.5825	385748	14	99.9964	0.0036
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>3330570</b>	<b>385762</b>	<b>11.5825</b>	<b>385748</b>	<b>14</b>	<b>99.9964</b>
<b>Total</b>		<b>12446750</b>	<b>4002012</b>	<b>32.1531</b>	<b>4001998</b>	<b>14</b>	<b>99.9997</b>	<b>0.0003</b>
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	4817929
Public Insitutions	
Public - Non Insitutions	

For Panorama Studios International Limited

  
Abhishek Kumar Mangat Pathak  
Director  
00700868





**NITESH CHAUDHARY & ASSOCIATES**  
**PRACTICING COMPANY SECRETARY**

REPORT OF SCRUTINIZER

To,  
The Chairman,  
M/s Panorama Studios International Ltd.  
1003 & 1004, 10th Floor (West View),  
Lotus Grandeur, Veera Desai Road,  
Andheri west, Mumbai-400053

Consolidated Scrutinizer's Report on remote e-voting conducted 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 by Companies (Management and Administration) Amendment Rules, 2015 and e-voting through electronic voting system at the 43<sup>rd</sup> Annual General Meeting of the Members of M/s Panorama Studios International Ltd held on Saturday, 30<sup>th</sup> September, 2023 at 2:30 PM through Video Conferencing ("VC") / Other Audio-visual Means ("OAVM").

Dear Sir,

We, Nitesh Chaudhary & Associates, Practicing Company Secretary have been appointed by the Board of Directors of M/s Panorama Studios International Ltd. ("the Company") as Scrutinizer for the purpose of scrutinizing the e-voting facility both for e-voting prior to the AGM (remote e-voting) and E-voting at the AGM by electronics means (e-voting at AGM and ascertaining the requisite majority on the voting carried out on the resolutions contained in the Notice of 43<sup>rd</sup> AGM (hereinafter referred to as "the resolutions") dated 28<sup>th</sup> August, 2023 of the 43<sup>rd</sup> Annual General Meeting as per the provisions of Sections 108 and 109 of the Companies Act, 2013, read with Rules 20 and 21(2) of the Companies (Management and Administration) Rules, 2014.

The management of the company is responsible to ensure the compliance with the requirements of the relevant provisions of the Companies Act, 2013 and the Rules made there under and the Listing Regulations with the Stock Exchanges, relating to poll including voting by electronic means. My responsibility as Scrutinizer is restricted to make a Scrutinizer's Report of votes cast by the members for the resolutions contained in the notice based on report generated from the electronic platform provided by National Securities Depository Limited (NSDL), the authorized agency to provide e-voting facilities, engaged by the Company.

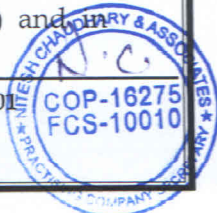
**I submit my report as under:**

1. As per the confirmation given by the Company, the Notice of 43<sup>rd</sup> AGM has been sent electronically to those members who have registered their email addresses with the Company or their Depository Participant in compliance with the aforesaid MCA Circulars and SEBI Circular.
2. In view of the outbreak of the COVID-19 pandemic, social distancing norms to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General circular No. 14/2020, 17/2020 and 20/2020 dated 08<sup>th</sup> April 2020, 13<sup>th</sup> April 2020, 5<sup>th</sup> May 2020 and 5<sup>th</sup> May, 2022 respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMDI/CIR /P/2020/79 dated 12<sup>th</sup> May 2020 issued by the Securities and Exchange Board of India ("SEBI Circular") and

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## NITESH CHAUDHARY & ASSOCIATES PRACTISING COMPANY SECRETARY

compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 43rd AGM of the company is being conducted through VC/OAVM Facility, which does not require physical presence of Members at a common venue. The deemed venue for the 43rd AGM shall be the Registered office of the Company.

3. The E-voting period remained open from 27<sup>th</sup> September, 2023 (9:00 AM) to 29<sup>th</sup> September, 2023 (5:00 PM) and the shareholders holding shares as on the "cut-off" date i.e., 23<sup>rd</sup> September, 2023 were entitled to vote on the proposed resolutions item no. 1 to 4 as set out in the Notice of the 43rd AGM of the Company.
4. The Company had appointed **Purva Sharegistry India Pvt. Ltd.** for providing facilities to the shareholders for participation in the AGM through VC/OAVM and conducting the electronic voting by the shareholders at the AGM. After the time fixed for the closing of electronic voting at AGM by the Chairman, voting was closed and votes cast were unblocked.
5. Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, physical attendance of Members has been dispensed with and there is no provision for the appointment of proxies. Accordingly, the facility for appointment of proxies by the Members under section 105 of the Act was not being available for the 43rd AGM.
6. Participation of Members through VC/OAVM has been reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 2013 ("the Act").
7. Total **46 members** including 4 promoters and promoter group were present through VC/OAVM in the 43rd Annual General Meeting of the Company
8. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were download from the e-voting website of National Securities Depository Limited (NSDL)
9. The e-voting results with details of equity shareholders who have voted "For" and "Against" and those who have abstained from voting were downloaded from the website of National Securities Depository Limited.
10. The members who had voted through remote e-voting were instructed not to vote at the e-voting facility at the time of meeting and the members who had casted votes e-voting as well as through e-voting facility at the time of meeting, the voting done by remote E-voting were considered.
11. The combined result of the e-voting and e-voting at the time of AGM is as under:

Resolution No. : 1





**NITESH CHAUDHARY & ASSOCIATES**  
**PRACTICING COMPANY SECRETARY**

Nature of Resolution : Ordinary Resolution  
Subject Matter : Adoption of Financial Statement F.Y. 2022-23.

(a) the standalone audited financial statement of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon; and

(b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2023 And the report of Auditors thereon

(i) Voted in favour of the resolution:

Mode	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	53	8819938	100
E-Voting at AGM	0	0	0
<b>Total</b>	<b>53</b>	<b>8819938</b>	<b>100</b>

(ii) Voted against the resolution:

Mode	Number of members who voted	Number of vote cast by them	% of total number of valid votes cast
Remote E-Voting	2	3	0.00
E-Voting at AGM	0	0	0
<b>Total</b>	<b>2</b>	<b>3</b>	<b>0.00</b>

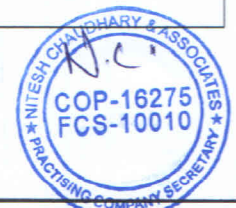
(iii) Invalid votes:

Mode	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-Voting	0	0
E-Voting at AGM	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

Resolution No. : 2  
Nature of Resolution : Ordinary Resolution  
Subject Matter : Re-appointment of Mr. Sanjeev Joshi (DIN: 01131895) Director, who is retiring by rotation and being eligible offered himself for reappointment,

i. Voted in favour of the resolution:

Mode	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	53	8819938	100
E-Voting at AGM	0	0	0
<b>Total</b>	<b>53</b>	<b>8819938</b>	<b>100</b>





**NITESH CHAUDHARY & ASSOCIATES**  
**PRACTICING COMPANY SECRETARY**

ii. Voted against the resolution:

Mode	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	2	3	0.00
E-Voting at AGM	0	0	0
<b>Total</b>	<b>2</b>	<b>3</b>	<b>0.00</b>

iii. Invalid votes:

Mode	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-Voting	0	0
E-Voting at AGM	0	
<b>Total</b>	<b>0</b>	<b>0</b>

Resolution No. : 3

Nature of Resolution : Special Resolution

Subject Matter : Approval for revision in material related party transaction amount up to Rs. 1000.00 crores

I. Voted in favour of the resolution:

Mode	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	50	3,85,759	100
E-Voting at AGM	0	0	0
<b>Total</b>	<b>50</b>	<b>3,85,759</b>	<b>100</b>

II. Voted against the resolution:

Mode	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	2	3	0.00
E-Voting at AGM	0	0	0
<b>Total</b>	<b>2</b>	<b>3</b>	<b>0.00</b>

III. Invalid votes:

Mode	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-Voting	3	8434179
E-Voting at AGM	0	0
<b>Total</b>	<b>3</b>	<b>8434179</b>

Note: 3 shareholders who are interested in the resolution no. 3 as promoter and related party, therefore the voting done by them is not consideration in calculation, hence the voting done by 3 shareholders on 8434179 equity shares treated as invalid votes.



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**NITESH CHAUDHARY & ASSOCIATES**  
**PRACTICING COMPANY SECRETARY**

Resolution No. : 4  
Nature of Resolution : Special Resolution  
Subject Matter : Re-Appointment of Mr. Kumar Mangat Pathak (Din: 00299630) as managing director

i. Voted in favour of the resolution:

Mode	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	51	4001998	100
E-Voting at AGM	0	0	0
<b>Total</b>	<b>51</b>	<b>4001998</b>	<b>100</b>

ii. Voted against the resolution:

Mode	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	3	14	0.0
E-Voting at AGM	0	0	0
<b>Total</b>	<b>3</b>	<b>14</b>	<b>0.00</b>

iii. Invalid votes:

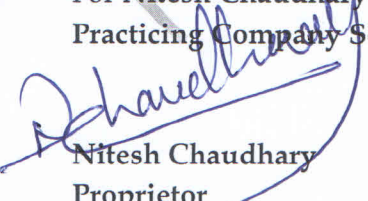
Mode	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-Voting	1	4817929
E-Voting at AGM	0	0
<b>Total</b>	<b>1</b>	<b>4817929</b>

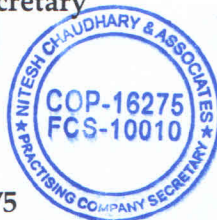
**Note:** 1 shareholder (Mr. Kumar Mangat Pathak) who itself interested in the resolution no. 4 and therefore the voting done by him is not consideration in calculation, hence the voting done on 4817929 equity shares treated as invalid votes.

The electronic data and all other relevant records relating to the e-voting are under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman signs the Minutes.

**Note:** According to the E-voting report downloaded from NSDL and E-voting at AGM since the majority votes cast in the favor of all the resolutions set out in the notice of AGM hence the Resolution no. 1 – 4 passed with requisite majority.

For Nitesh Chaudhary & Associates  
Practicing Company Secretary

  
Nitesh Chaudhary  
Proprietor  
FCS: 10010; CP No. 16275  
UDIN: F010010E001160533  
Date: 03/10/2023



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