CONNPLEX CINEMAS LIMITED
(Formerly Known as VCS Industries Limited)
[CIN: L74110GJ2015PLC111882**]**
Registered Office: Block C-1001, Krish Cubical, Opp. Avalon Hotel, Nr. Govardhan Party Plot, Thaltej, Ahmedabad, Daskroi, Gujarat, India, 380059
Email: cs@theconnplex.com; Website: www.theconnplex.com
Tel: +91 079 35289865

NOTICE OF 11TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT AN 11TH ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF CONNPLEX CINEMAS LIMITED (*PREVIOUSLY KNOWN AS VCS INDUSTRIES LIMITED*) WILL BE HELD ON MONDAY, SEPTEMBER 21, 2026 AT 04:00 P.M. THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO-VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

1. **Adoption of Audited Financial Statements for the Financial Year 2025-26**

   To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2026, including the Balance Sheet, the Statement of Profit and Loss, the Cash Flow Statement, the Statement of Changes in Equity, and the Notes annexed thereto, together with the reports of the Board of Directors and the Statutory Auditors thereon, be and are hereby considered, approved, and adopted."

2. **Appointment of Mr. Anish Tulshibhai Patel (DIN: 07823715) as a Director, liable to retire by rotation, who has offered himself for re-appointment**

   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 other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Anish Tulshibhai Patel (DIN: 07823715), who retires by rotation 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."

3. **Appointment of M/S. Krutesh Patel & Associates, Chartered Accountants, (Firm Registration No.: 100865W), as Statutory Auditors of the company**

   To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of Section 139,141 & 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 as amended from time to time (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. Krutesh Patel & Associates, Chartered Accountants, (Firm Registration No.: 100865W), be and is hereby appointed as Statutory Auditors of the Company for a term of 5 (Five) consecutive year from the conclusion of the 11th Annual General Meeting till the conclusion of the 16th Annual General Meeting of the Company, on such remuneration plus applicable taxes, travel and actual out-of-pocket expenses, as may be mutually agreed between Board of Directors of the Company and Statutory Auditors from time to time."

   RESOLVED FURTHER THAT any of the Director of the Company be and is hereby severally authorized to sign and submit necessary e-Forms with Registrar of Companies, and to do all acts and take all such steps as may be considered necessary, proper and expedient to give effect to this resolution."

SPECIAL BUSINESS:

4. To approve amendment in the Connplex Cinemas Limited-Employee Stock Option Scheme-2025:

To consider and if thought fit, to pass, the following resolution as **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, Regulation 7 and other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB & SE Regulations"), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the extent applicable, and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the Members of the Company be and is hereby accorded for variation/amendment of the 'Connplex Cinemas Limited – Employee Stock Option Scheme, 2025' ('ESOP 2025' or 'Scheme'), as set out in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT pursuant to the aforesaid approval, the minimum vesting period prescribed under the Scheme be and is hereby revised from **Two (2) Years** to **One (1) Year** from the date of grant of options and accordingly all references in the Scheme relating to a minimum vesting period of Two (2) Years shall stand substituted with One (1) Year, subject always to compliance with the minimum vesting requirements prescribed under the SEBI SBEB & SE Regulations and other applicable laws.

RESOLVED FURTHER THAT it is hereby noted that the amendments to the ESOP Scheme are not prejudicial to the interests of the option grantees of the Company and are being carried out to meet the regulatory requirement in terms of the SBEB & SE Regulations.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee of the Company be and is hereby authorized to take all necessary actions for implementation of the aforesaid variation, including interpretation of the amended provisions of the Scheme, settlement of any questions, difficulties or doubts that may arise in relation thereto and to undertake all such acts, deeds, matters and things as may be deemed necessary, proper or expedient to give effect to this resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or the Nomination and Remuneration Committee be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such documents, writings and filings as may be necessary, desirable or expedient for the purpose of giving effect to this resolution."

5. Alteration of the Memorandum of Association of the Company by insertion of a new main object clause pertaining to gaming and entertainment business.

To consider and if thought fit, to pass, the following resolution as **Special Resolution:**

"**RESOLVED THAT** pursuant to Section 13 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such approvals, permissions and sanctions as may be necessary, the consent of the Members of the Company be and is hereby accorded to alter the Memorandum of Association of the Company by inserting the following as a new Main Object at Clause III[A], after the existing Object No. 2:

3. *To carry on the business of establishing, operating, managing gaming zones, amusement centres, indoor and outdoor gaming arenas, game lounges, e-sports arenas, VR/AR/simulation-based gaming facilities, and all other electronic, digital, physical or mechanical amusement activities for the recreation; whether within cinema premises or outside cinema premises, and to deal in gaming equipment, software and related accessories, collaborate with any domestic and foreign entities engaged in such activities and to operate ancillary activities thereto including food, beverage and merchandise outlets in connection therewith, excluding lottery, gambling, betting or wagering activity under applicable law.*

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such documents, writings and filings as may be necessary, desirable or expedient for the purpose of giving effect to this resolution."

6. **To consider and approve Increase in Authorised Share Capital and consequent amendment in the Capital Clause of the Memorandum of Association of the Company.**

To consider and if thought fit, to pass, the following resolution as **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 13, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Share Capital and Debentures) Rules, 2014 including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, read with enabling provisions of Memorandum of Association and Articles of Association of the Company and subject to all other necessary approvals, permissions, consents and sanctions, if required, of concerned statutory, regulatory and other appropriate authorities, if any, the Authorised Share Capital of the Company be and hereby increase from Rs. 20,00,00,000/- (Rupees Twenty Crores Only) divided into 2,00,00,000 (Two Crore) Equity Shares of Rs. 10 (Rupees Ten Only) each to Rs. 25,00,00,000/-(Rupees Twenty Five Crores Only) divided into 2,50,00,000 (Two Crore and Fifty Lakhs) Equity Shares of Rs. 10 (Rupees Ten Only) each.

RESOLVED FURTHER THAT the new equity shares created, shall rank pari-passu in all respects with the Existing Equity Shares in the Company at the time of issue and allotment thereof.

RESOLVED FURTHER THAT pursuant to provisions of Section 13 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, the consent of the Members of the Company be and is hereby accorded to substitute the existing Capital Clause (Clause V) of the Memorandum of Association of the Company with the following Capital Clause (Clause V):

V. The Authorized Share Capital of the Company is Rs. 25,00,00,000/-(Rupees Twenty Five Crores Only) divided into 2,50,00,000 (Two Crore and Fifty Lakhs) Equity Shares of Rs. 10 (Rupees Ten Only) each."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things, and to execute all such documents, instruments and writings as may be necessary, proper or expedient to give effect to this resolution."

BY ORDER OF THE BOARD,
For, CONNPLEX CINEMAS LIMITED
(*Previously Known as VCS Industries Limited*)

Sd/-	Sd/-
Anish Tulshibhai Patel	**Rahul Kamleshbhai Dhyani**
Managing Director	**Joint Managing Director**
DIN: 07823715	**DIN: 05172592**

Regd. Office: Block C-1001, Krish Cubical,
Opp. Avalon Hotel, Nr. Govardhan Party Plot,
Thaltej, Ahmedabad, Daskroi,
Gujarat-380059, India

DATE: August 19, 2026
PLACE: Ahmedabad

NOTES:

1. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("Act") in respect of the businesses set out as an item of the accompanying notice is annexed herewith.

2. A statement providing additional details of the Directors seeking appointment/re-appointment at the ensuing AGM of the Company are given in this notice as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by the Institute of Company Secretary of India ("ICSI").

3. Pursuant to the General Circular No. 03/2025 dated September 22, 2025 and other Circulars issued by the Ministry of Corporate Affairs ("MCA") from time to time, and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by the Securities and Exchange Board of India ("SEBI") ("the Circulars"), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC and the proceedings of the AGM shall be deemed to be conducted at the registered office of the Company.

4. Pursuant to the provisions of the Companies Act, 2013 ("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 AGM is being held pursuant to the MCA Circulars and SEBI Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map of the AGM are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

5. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of their respective Board Resolution or Governing Body Resolution/Authorization Letter/power of attorney etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Company by e-mail at cs@theconnplex.com

6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

7. Participation of Members through VC will be reckoned for the purpose of quorum for the AGM as per section 103 of the Act.

8. In line with the aforesaid Circulars, the Notice of the AGM along with Annual Report 2025-26 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Further, as per Regulation 36(1)(b) of the SEBI Listing Regulations, as amended, a letter containing the web-link, including the exact path, where complete details of the Annual Report are available, is being sent to all the shareholders who have not registered their Email IDs with the Company / RTA / Depositories. Member may note that Notice and the Annual Report 2025-26 can accessed from website of the Company i.e. www.theconnplex.com and Stock Exchange i.e. the National Stock Exchange of India Limited at www. nseindia.com and the AGM Notice is also available on the e-voting website of National Securities Depository Limited ("NSDL") (agency for providing the e-Voting facility) i.e. www.evoting. nsdl.com.

   The Company has also published an advertisement in the newspapers containing the details about the AGM i.e. the conduct of the AGM through VC/OAVM, date and time of the AGM, availability of notice of the AGM along with Annual Report 2025-26 at the Company's website and manner of registering the email IDs, Mobile No. and bank mandate of those Members who have not registered the said details with the Company/ Company's Registrar and Share Transfer Agent.

9. The Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.

10. Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.

11. Shareholders seeking any information with regard to AGM or any matter to be placed at the AGM are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready.

12. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

13. To support the "Green Initiative", Members holding shares in physical form are requested to notify/send their email id and bank account details to the RTA of the Company i.e. Accurate Securities and Registry Private Limited by providing necessary details like Folio No., Name of the shareholder. In addition, Members holding shares in the demat form are requested to contact their respective Depository Participant and register their email id and bank account for receiving all communication Notices, Circulars, etc. from the Company electronically.

14. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form and to the RTA in case the shares are held in physical form.

15. As per Regulation 40 of SEBI Listing Regulations, as amended from time to time, securities of listed companies can be transfer, transmission and transposition only in dematerialized form. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the RTA of the Company.

    Members may please note that SEBI vide its Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 06, 2026 read with Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 07, 2024 has mandated the Listed Companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. To avoid any inconvenience, you are requested to kindly convert your shares in demat form. In case of any clarification, shareholders are requested contact to the RTA at info@accuratesecurities.com

16. Pursuant to Section 72 of the Act, Members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation/variation in nomination in the prescribed Form SH-14 with the RTA of the Company i.e. Accurate Securities and Registry Private Limited. In respect of shares held in electronic/demat form, the nomination form may be filed with the respective Depository Participant.

17. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts and Members holding shares in physical form to the Company / RTA.

18. SEBI vide its Circular Nos. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 06, 2026 read with Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 07, 2024 has provided common and simplified norms for processing investor's service request by RTA's and norms for furnishing PAN, KYC and Nomination details.

    The investor service requests forms for updation of PAN, KYC, Bank details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13 and SH-14 are available on the website of the Company at www.theconnplex.com and are also available on the website of RTA i.e. Accurate Securities and Registry Private Limited at https://www.accuratesecurities.com/resources.html In view of the above, we urge the shareholders to submit the Investor Service Request form along with the supporting documents at the earliest.

19. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013, the certificate from Secretarial Auditors of the Company certifying that the Employee Stock Option Scheme of the Company has been implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and all other documents referred to in the Notice will be available for inspection in electronic mode during the AGM.

20. The Members can join the AGM through the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

21. SEBI introduced Online Dispute Resolution Mechanism ("ODR Mechanism') as per the said circulars, investors shall first take up their grievance with the listed entity by lodging a complaint directly with the concerned listed entity and if the grievance is not redressed satisfactorily, the investor may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal at www.scores.gov.in, in accordance with the process laid out therein. After exhausting all available options for resolution of the grievance, if the investor is still not satisfied with the outcome, he/she can initiate dispute resolution through the ODR Portal at https://smartodr.in/login.

22. Shareholders who would like to express their views or ask questions during the AGM may register themselves as a speaker in advance at least 7 days before the AGM by sending their request from their registered email address mentioning their name, DP ID and Client ID / Folio Number, PAN, mobile number at cs@theconnplex.com. Those Shareholders who have registered themselves as a speaker will only be allowed to express their views /ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

23. M/s. A B Udani & Associates, Company Secretaries have been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.

24. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-Voting and make, within two working days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or Company Secretary or a person authorized by the Chairman in writing, who shall countersign the same.

25. Based on the report received from the scrutinizer, the Company will submit within two working days of the conclusion of the Meeting to the Stock Exchanges i.e. the National Stock Exchange of India Limited, details of the voting results as required under Regulation 44(3) of the Listing Regulations and the shall also be placed on the Company's website www.theconnplex.com and on the website of NSDL https://www.evoting.nsdl. com/.

26. Subject to the receipt of requisite number of votes, the Resolutions forming part of the AGM Notice shall be deemed to be passed on the date of the AGM.

27. Process for those Members whose email ids are not registered - for registration of Email addresses to obtain AGM Notice/Annual Report of the Company

    a. For Members holding shares in Physical mode - please provide necessary details like Folio No., Name of shareholder by email to cs@theconnplex.com
    b. Members holding shares in Demat mode can get their E-mail ID registered by contacting their respective Depository Participant.

28. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

A. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility provided by Listed Entities, and any other applicable provisions as amended, the Company is pleased to offer the facility of voting through electronic means and the businesses set out in the Notice above may be transacted through such electronic voting. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ('remote e-voting') is provided by National Securities Depository Limited (NSDL).

B. The Members, who will be present in the AGM through VC facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

C. The Members who have cast their vote by remote e-voting prior to the AGM may also attend / participant in the AGM through VC but shall not be entitled to cast their vote again.

D. The remote e-voting period commences at 09:00 a.m. on Friday, September 18, 2026 and ends at 5:00 p.m. on Sunday, September 20, 2026. During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date i.e. Monday, September 14, 2026** may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for e-voting thereafter. Members have the option to cast their vote on any of the resolutions using the remote e-Voting facility and e-Voting during the AGM. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.

E. The voting rights of shareholders shall be in proportion to their shares in the Paid up Equity Share Capital of the Company as on the cutoff date.

29. THE WAY TO VOTE ELECTRONICALLY ON NSDL E-VOTING SYSTEM CONSISTS OF "TWO STEPS" WHICH ARE MENTIONED BELOW:

Step 1: Access to NSDL e-Voting system

A. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode:

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1. For OTP based login, you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on the company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name

	or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	• Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System My-easi. • After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. • If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. • Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) & login through their depository participants	• You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. • Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note:

Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/depository participant's website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911.

B. <u>Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.</u>

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

   a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b) Physical User "Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e Voting period and casting your vote during the General Meeting.

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines For Shareholders

1. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or Governing Body Resolution/Authorization Letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Company by e-mail at cs@theconnplex.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.com

Process for those Shareholders whose Email IDs are not registered with the Depositories for procuring User ID and Password and registration of E-Mail IDs for E-Voting for the resolutions set out in this notice:

1. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@theconnplex.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@theconnplex.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

The Instructions for Members for E-Voting on the day of the AGM are as under:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

Instructions for Members for attending the AGM through VC/OAVM are as Under:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the 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 in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013 AND REGULATION 36(5) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

ITEM No. 4

Connplex Cinemas Limited (Previously Known as VCS Industries Limited) ("Company") had adopted the "Connplex Cinemas Limited – Employee Stock Option Scheme 2025" (hereinafter referred to as "ESOP Scheme 2025" or "Scheme" or "Plan") on November 10, 2025 approved by the Members via Postal Ballot.

Pursuant to Regulation 7 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, any variation in the terms of an employee benefit scheme requires prior approval of the shareholders by way of a special resolution, provided that such variation is not prejudicial to the interests of the employees.

Based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the Company proposes to amend the Scheme by reducing the minimum vesting period from **Two (2) Years** to **One (1) Year** from the date of grant of options.

The proposed variation is intended to strengthen employee engagement, retention and motivation, enhance the effectiveness of the Scheme as a long-term incentive tool and enable the Company to attract and retain talented employees. The proposed amendment is not prejudicial to the interests of the employees and no options have been granted by the Company under the existing Scheme till date.

Details of the key variations of the ESOP plan are provided below:

1. **Key Variations in the ESOP Plan:**

It is proposed to include the following variations in the ESOP Plan:

Clause No	Description	Position under the ESOP Scheme	Variations Proposed
1	Brief description of the ESOP-2025	With a view to motivate its key work force for their contribution to the corporate growth, to foster a spirit of entrepreneurial mindset, to attract new talents and to retain them for ensuring sustained growth the Board of Directors of the Company approved introduction and implementation of "Connplex Cinemas Limited – Employee Stock Option Scheme 2025", subject to the approval of the shareholders. The Plan shall be operated and administered by the Nomination and Remuneration Committee ('NRC'). The Plan contemplates grant of Options to the eligible employees as defined in the Plan, subject to fulfilment of certain condition(s) as defined in the Plan. The vesting of the options shall be in accordance with conditions as determined by the NRC. There shall be a minimum period of Two Year between Grant of Options and Vesting of Options. After vesting of options, the option grantee earns a right (but not obligation) to exercise the vested options within the exercise period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon. The Committee of the Company shall supervise and administer the ESOP-2025. All questions of interpretation of the ESOP- 2025 shall be determined by the	The Company is proposing to amend the ESOP-2025 to reduce the minimum vesting period from Two (2) years to One (1) year between the Grant of Options and Vesting of Options. **Hence the revised clause would be as follows:** With a view to motivate its key work force for their contribution to the corporate growth, to foster a spirit of entrepreneurial mindset, to attract new talents and to retain them for ensuring sustained growth the Board of Directors of the Company approved introduction and implementation of "Connplex Cinemas Limited – Employee Stock Option Scheme 2025", subject to the approval of the shareholders. The Plan shall be operated and administered by the Nomination and Remuneration Committee ('NRC'). The Plan contemplates grant of Options to the eligible employees as defined in the Plan, subject to fulfilment of certain condition(s) as defined in the Plan. The vesting of the

		Committee and such determination shall be final and binding upon all persons having an interest in the ESOP-2025.	options shall be in accordance with conditions as determined by the NRC. There shall be a minimum period of **One Year** between Grant of Options and Vesting of Options. After vesting of options, the option grantee earns a right (but not obligation) to exercise the vested options within the exercise period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon. The Committee of the Company shall supervise and administer the ESOP-2025. All questions of interpretation of the ESOP- 2025 shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in the ESOP-2025.
4	Requirements of Vesting, period of Vesting & Maximum period within which options shall be vested	The options would vest not earlier than 2 (Two) year and not later than the maximum vesting period of 6 (Six) years from the date of grant of such Options. The Nomination and Remuneration Committee has power to determine the vesting period which may vary for the eligible employees which will be specified in their Grant Letter, based on the criteria that will be specifically determined by the Committee. The Nomination and Remuneration Committee may, at its discretion, lay down certain performance metrics for each round of grant, on the achievement of which the granted options would vest, the detailed terms and conditions relating to such performance-based vesting and the proportion in which options granted would vest. The exact proportion in which and the exact period over which the options would vest would be determined by the Nomination and Remuneration Committee, subject to the minimum vesting period permitted under the regulations, as amended from time to time.	The Company is proposing to amend the ESOP-2025 to reduce the minimum vesting period from Two (2) years to One (1) year between the Grant of Options and Vesting of Options. **Hence the revised clause would be as follows:** The options would vest not earlier than 1 (One) year and not later than the maximum vesting period of 6 (Six) years from the date of grant of such Options. The Nomination and Remuneration Committee has power to determine the vesting period which may vary for the eligible employees which will be specified in their Grant Letter, based on the criteria that will be specifically determined by the Committee. The Nomination and Remuneration Committee may, at its discretion, lay down certain performance metrics for each round of grant, on the achievement of which the granted options would vest, the detailed terms and conditions relating to such performance-based vesting and the proportion in which options granted would vest. The exact proportion in which and the exact period over which the options would vest would be determined by the Nomination and Remuneration Committee, subject to the minimum vesting period permitted under the regulations, as amended from time to time.

Further, wherever reference is made in the Scheme to the minimum vesting period of Two (2) Years, the same shall stand substituted with One (1) Year and shall be deemed to have been amended accordingly.

2. Rationale for the variation of the ESOP Scheme:

The proposed amendments to the ESOP Scheme are intended to enhance the effectiveness of the Scheme as an employee retention, motivation and reward mechanism by providing employees with an opportunity to realize the benefits of equity participation within a shorter timeframe. The reduction in the minimum vesting period from Two (2) Years to One (1) Year is expected to improve employee engagement, attract and retain talent, and align the Scheme with the Company's human resource and business objectives.

3. Details of the employees who are beneficiaries of such variation:

All the employees to whom the options will be granted under the ESOP Scheme.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board of Directors of the Company recommends the resolution set out at Item No. 4 for approval of the Members as a Special Resolution.

ITEM No. 5

The Company is presently engaged in the business of cinema and related entertainment activities. With a view to diversifying its revenue streams and leveraging its existing brand, and management strength, the Board of Directors, at its meeting held on Wednesday, August 19, 2026, approved the proposal to enter the business of gaming zones and allied entertainment facilities, whether within cinema premises or as standalone operations. This expansion is being undertaken as part of the Company's post-listing growth strategy, enhancing long-term shareholder value.

Accordingly, it is necessary to amend the Memorandum of Association of the Company by inserting a new object clause, as set out in the Resolution above.

None of the Directors, Key Managerial Personnel of the Company, or their respective relatives, is in any way concerned or interested, financially or otherwise, in the said Resolution, except to the extent of their respective shareholding, if any, in the Company.

The Board recommends the Resolution set out at Item No. 5 for approval of the Members as a Special Resolution.

ITEM No. 6

Presently, the Authorised Share Capital of the Company is Rs. 20,00,00,000/- (Twenty Crores Rupees Only) divided into 2,00,00,000 (Two Crore) Equity Shares of Rs. 10 (Ten Rupees Only) each.

Considering the expansion plans in the capital structure of the Company, the Company needs more Authorized Share Capital. The Board at its Meeting held on Wednesday, August 19, 2026, considered it desirable to increase the Authorized Share Capital of the Company from Rs. 20,00,00,000/- (Rupees Twenty Crores Only) divided into 2,00,00,000 (Two Crore) Equity Shares of Rs. 10 (Ten Rupees Only) each to Rs. 25,00,00,000/-(Rupees Twenty Five Crores Only) divided into 2,50,00,000 (Two Crore and Fifty Lakhs) Equity Shares of Rs. 10 (Ten Rupees Only) each.

Consequent upon the increase in proposed authorized share capital of the company, the existing Clause V of the Memorandum of Association of the Company will be substituted. The copy of altered Memorandum of Association of the Company will be available for inspection electronically. Any member/shareholder seeking inspection may write to us at cs@theconnplex.com.

The new equity shares created, shall rank pari-passu in all respects with the Existing Equity Shares in the Company at the time of issue and allotment thereof.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board of Directors of the Company recommends the resolution set out at Item No. 6 for approval of the Members as an Ordinary Resolution.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT:

[*Pursuant to Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India*]

Name of the Director	Mr. Anish Tulshibhai Patel
DIN	07823715
Date of Birth/AGE	27-09-1980 (45 years)
Date of First appointment on the Board	January 23, 2018
Qualifications	Masters in Information Technology & Computer Science
Experience & Expertise in specific functional areas	Mr. Anish Tulshibhai Patel is Managing Director and also the Promoter of our Company. He was appointed on the Board on January 23, 2018 as Director and further designated as Managing director for a period of 5 years w.e.f. September 30,2024. He holds degree of Masters in Information Technology & Computer Science and has more than 06 years experience in entertainment industry. He is a visionary entrepreneur dedicated to transforming the movie theatre experience in India. With expertise in consumer behaviour and franchising, Mr. Anish Tulshibhai Patel has driven exponential growth since the Brand's inception. He believes in constant innovation and providing a "value for money" proposition for moviegoers. He envisioned an alternative to the traditional multiplex model by offering luxurious yet personalised experiences. His efforts aim to establish Connplex Cinemas as a leading brand, offering luxury, scalability, and immersive movie-watching experiences for a loyal and expanding patron base.
Terms and Conditions of appointment / reappointment	As per Companies Act, 2013 and applicable rules
Remuneration last drawn (including sitting fees, if any)	Rs 72,00,000/- per annum.
Remuneration proposed to be paid	Rs 72,00,000/- per annum.
Number of Meeting of the Board attended during the Financial Year (2025-26)	11 (Eleven) Board meeting
Names of other Companies in which the Director holds Directorship as on 31.03.2026	1. Connplex Sky Theatres Private Limited (CIN: U92490GJ2021PTC122069) 2. Connplex Home Theatre Private Limited (CIN: U74999GJ2021PTC120982)
Names of Committees of other Companies in which the Director holds Chairmanship/Membership as on 31.03.2026	Not Applicable
Names of other listed Companies from which the Director has resigned in past three years	Not Applicable
Shareholding in the Company as on 31.03.2026	66,91,600 Equity Shares
Relationships between Directors, Key Managerial Personnel and Managers of the Company	There are no such relationships between Directors, Key Managerial Personnel and Managers of the Company.

In case of Independent Directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable
Information as required pursuant to BSE circular ref no. LIST/ COMP/ 14/ 2018-19 and the National Stock Exchange of India Limited with ref no. NSE/CML/2018/24, dated June 20, 2018	Mr. Anish Tulshibhai Patel is not debarred from holding the office of director pursuant to any SEBI order or any other authority.

BY ORDER OF THE BOARD,
For, CONNPLEX CINEMAS LIMITED
(*Previously Known as VCS Industries Limited*)

Sd/-	**Sd/-**
Anish Tulshibhai Patel	**Rahul Kamleshbhai Dhyani**
Managing Director	**Joint Managing Director**
DIN: 07823715	**DIN: 05172592**

Regd. Office: Block C-1001, Krish Cubical,
Opp. Avalon Hotel, Nr. Govardhan Party Plot,
Thaltej, Ahmedabad, Daskroi,
Gujarat-380059, India

DATE: August 19, 2026
PLACE: Ahmedabad