

**Quarterly Compliance Report on Corporate Governance:**

Name of the Company: Cinevistaas Limited

Quarter Ended on: 31<sup>st</sup> December 2011

| Particulars   | Clause of Listing Agreement | Compliance Status (Yes/No) | Remarks  |
|---|-----------------------------|----------------------------|--|
| 1   | 2                           | 3                          | 4  |
| <b>I. Board of Directors</b>                            | 49 I                        |                            |  |
| (A) Composition of Board                                | 49(IA)                      | Yes                        | The Company's Board consists of six Directors, out of which four Directors are Non-executive, Independent Directors.           |
| (B) Non-executive Directors' compensation & disclosures | 49(IB)                      | Yes                        | Only sitting fees is being paid to the Non - Executive Directors. The required Disclosures shall be made in the Annual Report. |
| (C) Other provisions as to Board and Committees         | 49(IC)                      | Yes                        | -  |
| (D) Code of Conduct                                     | 49(ID)                      | Yes                        | Details will be furnished in the Annual Report.  |
| <b>II. Audit Committee</b>                              | 49(II)                      |                            |  |
| (A) Qualified & Independent Audit Committee             | 49(IIA)                     | Yes                        | -  |
| (B) Meeting of Audit Committee                          | 49(IIB)                     | Yes                        | -  |
| (C) Powers of Audit Committee                           | 49(IIC)                     | Yes                        | -  |
| (D) Role of Audit Committee                             | 49(IID)                     | Yes                        | -  |
| (E) Review of Information by Audit Committee            | 49(IIE)                     | Yes                        | -  |
| <b>III. Subsidiary Companies</b>                        | 49(III)                     | Yes                        | -  |
| <b>IV. Disclosures</b>                                  | 49(IV)                      |                            |  |
| (A) Basis of related party transactions                 | 49(IVA)                     | Yes                        | Details will be furnished in the Annual Report   |
| (B) Disclosure of Accounting Treatment                  | 49(IVB)                     | Yes                        | Details will be furnished in the Annual Report   |
| (B) Board Disclosures                                   | 49(IVC)                     | Yes                        | -  |

|   |         |      |   |
|---|---------|------|---|
| (C) Proceeds from public issues, rights issues, preferential issues, etc. | 49(IVD) | N.A. | The Company has no pending Proceeds from public issues, rights issues, preferential issues etc. and therefore, Clause 49 IV D of the Listing Agreement is NOT APPLICABLE                                |
| (D) Remuneration of Directors   | 49(IVE) | Yes  | The Company is following the policy to approve all monetary benefits available to a Director by the Remuneration Committee. All required disclosures shall be made in the Annual Report in this regard. |
| (E) Management  | 49(IVF) | Yes  | Details will be furnished in the Annual Report  |
| (F) Shareholders  | 49(IVG) | Yes  |   |
| <b>V. CEO/CFO Certification</b>   | 49(V)   | Yes  | Will be complied in the Annual Report   |
| <b>VI. Report on Corporate Governance</b>                                 | 49(VI)  | Yes  | Will be complied in the Annual Report   |
| <b>VII. Compliance</b>  | 49(VII) | Yes  | Will be complied in the Annual Report   |