

YOGESH D. DABHOLKAR
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YOGESH D. DABHOLKAR & Co.
COMPANY SECRETARY

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FORM No. MGT-13

Report of Scrutinizer(s)

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
Mr. Sunil Mehta,
Chairman of
20th Annual General Meeting of the Equity Shareholders of **CINEVISTA LIMITED** (Formerly known as Cinevistaas Limited).

Held on Friday, 18th August, 2017 at 11.00 a.m. at Shri Bhaidas Maganlal Sabhagriha, Bhaktivedant Swami Marg, Shri Vile Parle Kelavani Mandal, Vile Parle (W), Mumbai-400056.

Dear Sir,

I Yogesh D. Dabholkar, Proprietor of Yogesh D. Dabholkar & Co., Practicing Company Secretary appointed as a Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolution(s), at the 20th Annual General Meeting of the Equity Shareholders of **CINEVISTA LIMITED** held on Friday, 18th August, 2017 at 11.00 a.m. at Shri Bhaidas Maganlal Sabhagriha, Bhaktivedant Swami Marg, Shri Vile Parle Kelavani Mandal, Vile Parle (W), Mumbai- 400056, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my/~~our~~ presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company- / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.



4. The result of the Poll is as under:

1) Resolution No. 1:

Adoption of Financial Statements and Reports thereon for the financial year ended 31st March, 2017:

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
31	33419014	99.9999

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	10	0.0001

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	20

2) Resolution No. 2:

Re-appointment of Mr. Talat Aziz, liable to retire by rotation:

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
31	33419014	99.9999



(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	10	0.0001

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	20

3) Resolution No.3:

Ratification of the appointment of M/s. Sarath & Associates, Chartered Accountants as Statutory Auditors and fixing their remuneration:

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
31	33419014	99.9999

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	10	0.0001



(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	20

4) **Resolution No.4:**

To approve re-appointment of Mr. Sunil Mehta as the Managing Director & Vice-Chairman of the Company for the period of 3 years with effect from 1st April, 2017 at the remuneration of Rs. 63,00,000/- (Rupees Sixty Three lacs) per annum:

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
26*	321181	99.9969

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	10	0.0031

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	20

*Five members of the Company have been abstained from voting on this resolution.



5) Resolution No.5:

To approve appointment of Mr. Prem Krishen Malhotra as the Whole Time Director & Chairman of the Company for the period of 3 years with effect from 1st April, 2017 at the remuneration of Rs. 63,00,000 (Rupees Sixty Three lacs) per annum:

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
26*	321181	99.9969

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	10	0.0031

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	20

*Five members of the Company have been abstained from voting on this resolution.



6) **Resolution No.6:**

To seek consent for Related Party Transactions upto an aggregate limit of Rs. 50 Crores only:

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23*	321160	99.9903

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4	31	0.0097

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	20

*Five members of the Company have been abstained from voting on this resolution.



7) **Resolution No.7:**

To seek consent to exercise borrowing powers to the Board upto Rs. 163 Crore and if required, to offer or invite for subscription on private placement basis:

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
29	33418998	99.9999

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	26	0.0001

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	20



8) **Resolution No.8:**

To seek consent for Creation of the Charge on Movable and Immovable properties of the Company, both present and future upto Rs. 163 Crore:

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
29	33418998	99.9999

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	26	0.0001

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	20



YOGESH D. DABHOLKAR & Co.
COMPANY SECRETARY

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking You,

Yours Faithfully,

For **Yogesh D. Dabholkar & Co.**,
Practicing Company Secretary

YDabholkar

Yogesh D. Dabholkar

Proprietor

CP: 6752

FCS: 6336

Place: Dombivli

Date: 18th August, 2017

