

YOGESH D. DABHOLKAR
B.Com, LL.B, F.C.S

Cell : 9892570815
Phone: 0251-2882700

YOGESH D. DABHOLKAR & Co.
COMPANY SECRETARY

Address: 104, Amber Castle, Behind DNC School, Near Gopal Baug, Dombivli (East), Thane-421201, Email: fcsyogesh@gmail.com

To,
The Chairman,
CINEVISTA LIMITED,
(Formerly known as Cinevistaas Limited.)
Bright Compound, Plot No.1, Gandhi Nagar,
L. B. S. Marg, Kanjurmarg (West), Mumbai, 400078.

Dear Sir,

Subject: Scrutinizer's Report on remote e-voting process.

I, Yogesh D. Dabholkar, Proprietor of Yogesh D. Dabholkar & Co., Practicing Company Secretary, had been appointed as the scrutinizer by the Board of Directors of **CINEVISTA LIMITED** vide Board Resolution dated 30th May, 2017 to scrutinize the remote e- Voting process in fair & transparent manner in respect of the below mentioned resolution to be passed at 20th Annual General Meeting (AGM) to be held on 18th August, 2017

The notice dated 30th May, 2017 convening AGM of the Company alongwith the statement setting out material facts under Section 102 of Companies Act, 2013 were sent to the shareholders.

The shareholders have been informed about the facility to exercise their right to vote at AGM by electronic means. The Company has availed the remote e-voting facility offered by Karvy Computershare Private Limited ("Karvy") for conducting remote e-voting by the shareholders of the Company.

The voting period for e-voting commenced from 14th August , 2017 at 11.00 a.m. and ended on 17th August, 2017 at 5.00 p.m. and platform provided by Karvy was blocked thereafter and the votes cast under remote e-voting facility were then unblocked in the presence of two witness who were not in the employment of the Company.



I have scrutinized and reviewed the remote e-voting process and based on the data downloaded from the e-voting platform provided by Karvy, I submit my following report on remote e-voting process.

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 voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
5	551	100

ii) Voted **against** the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
Nil	Nil	Nil

iii) **Invalid** Votes:

Total Number of Members whose votes were declared invalid	Total Number of Votes Cast by them
Nil	Nil



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 voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
5	551	100

ii) Voted **against** the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
Nil	Nil	Nil

iii) **Invalid** Votes:

Total Number of Members whose votes were declared invalid	Total Number of Votes Cast by them
Nil	Nil

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 voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
5	551	100



ii) Voted **against** the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
Nil	Nil	Nil

iii) **Invalid** Votes:

Total Number of Members whose votes were declared invalid	Total Number of Votes Cast by them
Nil	Nil

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 voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
5	551	100

ii) Voted **against** the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
Nil	Nil	Nil

iii) **Invalid** Votes:

Total Number of Members whose votes were declared invalid	Total Number of Votes Cast by them
Nil	Nil



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 voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
5	551	100

ii) Voted **against** the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
Nil	Nil	Nil

iii) **Invalid** Votes:

Total Number of Members whose votes were declared invalid	Total Number of Votes Cast by them
Nil	Nil



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 voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
5	551	100

ii) Voted **against** the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
Nil	Nil	Nil

iii) **Invalid** Votes:

Total Number of Members whose votes were declared invalid	Total Number of Votes Cast by them
Nil	Nil



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 voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
5	551	100

ii) Voted **against** the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
Nil	Nil	Nil

iii) **Invalid** Votes:

Total Number of Members whose votes were declared invalid	Total Number of Votes Cast by them
Nil	Nil



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 voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
5	551	100

ii) Voted **against** the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
Nil	Nil	Nil

iii) **Invalid** Votes:

Total Number of Members whose votes were declared invalid	Total Number of Votes Cast by them
Nil	Nil



YOGESH D. DABHOLKAR & Co.
COMPANY SECRETARY

The register and all other papers and relevant records relating to electronic voting shall remain in our custody until the Chairman considers, approves & signs the minutes of the aforesaid AGM and the same are handed over to the Company Secretary.

Thanking You,

Yours Faithfully,

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



Yogesh D. Dabholkar
Proprietor
CP: 6752
FCS: 6336

Place: Dombivli
Date: 18th August, 2017

