

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

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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,
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, 2018 to scrutinize the remote e-Voting process in fair & transparent manner in respect of the below mentioned resolution to be passed at 21st Annual General Meeting (AGM) to be held on 24th September, 2018.

The notice dated 13th August, 2018 convening AGM of the Company along with 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 20th September, 2018 at 09.00 a.m. and ended on 23rd September, 2018 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) Item No. 1: Ordinary Resolution:

Adoption of Financial Statements and Reports thereon for the financial year ended 31st March, 2018:

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
8	492	18.9815

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
1	2100	81.0185

iii) **Invalid** Votes:

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



2) **Item No. 2: Ordinary Resolution:**

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
7	367	14.159

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
2	2225	85.841

iii) **Invalid** Votes:

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

3) **Item No.3: Ordinary Resolution:**

To authorize the Board to fix remuneration of M/s. Sarath & Associates, Statutory Auditors of the Company:

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
8	492	18.9815



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
1	2100	81.0185

iii) **Invalid** Votes:

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

4) Item No.4:Special Resolution:

To seek consent for Related Party Transactions upto an aggregate limit of 50 Crores only as the Special Resolution

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
7	367	14.159

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
2	2225	85.841

iii) **Invalid** Votes:

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



5) Item No.5: Special Resolution:

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
7	367	14.159

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
2	2225	85.841

iii) **Invalid** Votes:

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



6) Item No.6: Special Resolution

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

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
7	367	14.159

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
2	2225	85.841

iii) **Invalid** Votes:

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



7) **Item No.7: Special Resolution**

To seek consent for the continuation of the term of office of Shri. Niranjn Shivdasani (DIN: 02666449) as the Non- Executive Independent Director under Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018:

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
8	492	18.9815

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
1	2100	81.0185

iii) **Invalid** Votes:

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



YOGESH D. DABHOLKAR
#C/S/14/2018

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

Dabholkar



Yogesh D. Dabholkar
Proprietor
CP: 6752
FCS: 6336

Place: Dombivli
Date: 24th September, 2018

The notice dated 1st August, 2018 convening AGM of the Company along with the documents setting out material facts under Section 103 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. The Company has arranged the remote voting facility through Kanyas Software Solutions Private Limited ("Kany") for conducting remote voting at 24th September, 2018.

The voting period for e-voting commences from 20th September, 2018 at 09:00 a.m. and ends on 23rd September, 2018 at 5:00 p.m. and platform provided by Kany. Mr. Shrikant Dabholkar and the other two joint tendering facility were also announced in the presence of two witness who were part of the management of the Company.

