

Scrutinizer's Report

Date: 19th November, 2020

To,
The Chairman of
23rd Annual General Meeting of
Cinevista Limited
CIN: L92130MH1997PLC107871
Reg Off: Bright Compound, Plot No.1, Gandhi Nagar,
L. B. S. Marg, Kanjurmarg (West),
Mumbai- 400078

Dear Sir,

Subject: **Consolidated Scrutinizer's Report for Remote E-voting and Electronic Voting at the 23rd Annual General Meeting of Cinevista Limited held on Wednesday, 18th November at 11.00 a.m (IST) through video conferencing ('VC') /other audio-visual means ('OAVM')**

I, Manthan Kishor Negandhi, of M/s. Manthan Negandhi & Co, Practising Company Secretaries, Mumbai, had been appointed as the Scrutinizer by the Board of Directors of Cinevista Limited (the Company) at its meeting pursuant to Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) to scrutinize the remote e-voting as well as electronic voting at the AGM in respect of the below mentioned resolutions proposed at the 23rd Annual General Meeting of Cinevista Limited on Wednesday, 18th November 2020.

The Notice dated October 20, 2020, convening the AGM, as confirmed by the Company was sent to the Members in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance

with the MCA General Circular dated May 5, 2020 read with General Circulars dated April 8th, 2020 and April 13th 2020 (collectively referred to as 'MCA Circulars' and SEBI circular dated May 12,2020

The Company had appointed National Securities Depository Limited (NSDL) as their service provider for extending the facility of remote electronic voting as well as electronic voting facility at the AGM to shareholders of the Company.

Remote e-voting commencement date: Friday 13th November 2020 at 9.00 a.m (IST)

Remote e-voting end date: Tuesday 17th November 2020 at 5.00 p.m (IST)

On Completion of electronic voting at the AGM, the results of the remote e-voting and electronic voting by members at the AGM, on the NSDL e-voting platform were unblocked by me, downloaded and diligently scrutinized.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting prior to and e-voting during the AGM on the resolutions forming part of the Notice of the AGM.

My responsibility as a scrutinizer for the remote e-voting as well as electronic voting at the AGM is restricted to making a Scrutinizers report of the votes cast in favour or against the resolutions.

I now submit my consolidated Report as under on the result of the remote e-voting and electronic voting during the AGM in respect of the said resolutions.

ORDINARY BUSINESS:

Item No. 1: Ordinary Resolution: To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended 31st March, 2020 and the reports of the Board of Directors and Auditor thereon:

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

Particulars	Number of Members Voted	Number of Valid votes cast by them	% of total number of valid votes cast
Remote electronic voting and Electronic voting at the meeting	37	2934107	99.9785

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

Particulars	Number of Members Voted	Number of Valid votes cast by them	% of total number of valid votes cast
Remote electronic voting and Electronic voting at the meeting	2	630	0.0215

(iii) **Invalid** Votes:

Number of Members whose Votes were declared Invalid	Number of invalid votes cast by them
0	0

Item No. 2: Ordinary Resolution: To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended 31st March, 2020 and the reports of the Board of Directors and Auditor thereon:

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

Particulars	Number of Members Voted	Number of Valid votes cast by them	% of total number of valid votes cast
Remote electronic voting and Electronic voting at the meeting	37	2934107	99.9785

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

Particulars	Number of Members Voted	Number of Valid votes cast by them	% of total number of valid votes cast
Remote electronic voting and Electronic voting at the meeting	2	630	0.0215

(iii) **Invalid** Votes:

Particulars	Number of Members whose Votes were declared Invalid	Number of invalid votes cast by them
Remote electronic voting and Electronic voting at the meeting	0	0

Item No. 3: - Ordinary Resolution: To re-appoint Mrs. Jyoti Motwani as a director liable to retire by rotation.

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

Particulars	Number of Members Voted	Number of Valid votes cast by them	% of total number of valid votes cast
Remote electronic voting and Electronic voting at the meeting	36	2932607	99.9274

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

Particulars	Number of Members Voted	Number of Valid votes cast by them	% of total number of valid votes cast
Remote electronic voting and Electronic voting at the meeting	3	2130	0.0726

(iii) **Invalid** Votes:

Particulars	Number of Members whose Votes were declared Invalid	Number of invalid votes cast by them
Remote electronic voting and Electronic voting at the meeting	0	0

SPECIAL BUSINESS

Item No. 4: - Special Resolution: To re-appoint Shri Sunil Mehta (DIN: 00064800) as Managing Director & Vice-Chairman of the Company "for the period of 3 years"

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

Particulars	Number of Members Voted	Number of Valid votes cast by them	% of total number of valid votes cast
Remote electronic voting and Electronic voting at the meeting	36	2932607	99.9274

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

Particulars	Number of Members Voted	Number of Valid votes cast by them	% of total number of valid votes cast
Remote electronic voting and Electronic voting at the meeting	3	2130	0.0726

(iii) **Invalid** Votes:

Particulars	Number of Members whose Votes were declared Invalid	Number of invalid votes cast by them
Remote electronic voting and Electronic voting at the meeting	0	0

Item No. 5: Special Resolution: To re-appoint Shri Prem Krishen Malhotra (DIN: 00065136) as Whole Time Director & Chairman of the Company “for the period of 3 years”

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

Particulars	Number of Members Voted	Number of Valid votes cast by them	% of total number of valid votes cast
Remote electronic voting and Electronic voting at the meeting	36	2932607	99.9274

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

Particulars	Number of Members Voted	Number of Valid votes cast by them	% of total number of valid votes cast
Remote electronic voting and Electronic voting at the meeting	3	2130	0.0726

(iii) **Invalid** Votes:

Particulars	Number of Members whose Votes were declared Invalid	Number of invalid votes cast by them
Remote electronic voting and Electronic voting at the meeting	0	0

Item No. 6: Special Resolution: To seek consent for Related Parties Transactions upto an aggregate limit of 50 Crores only

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

Particulars	Number of Members Voted	Number of Valid votes cast by them	% of total number of valid votes cast
Remote electronic voting and Electronic voting at the meeting	37	2934107	99.9785

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

Particulars	Number of Members Voted	Number of Valid votes cast by them	% of total number of valid votes cast
Remote electronic voting and Electronic voting at the meeting	2	630	0.0215

(iii) **Invalid** Votes:

Particulars	Number of Members whose Votes were declared Invalid	Number of invalid votes cast by them
Remote electronic voting and Electronic voting at the meeting	0	0

Item No. 7: Special Resolution: To seek consent to exercise borrowing powers to the Board and if required, to offer or invite for subscription on private placement basis "Upto Aggregate limit of INR 163 Crores/-".

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

Particulars	Number of Members Voted	Number of Valid votes cast by them	% of total number of valid votes cast
Remote electronic voting and Electronic voting at the meeting	36	2932607	99.9274

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

Particulars	Number of Members Voted	Number of Valid votes cast by them	% of total number of valid votes cast
Remote electronic voting and Electronic voting at the meeting	3	2130	0.0726

(iii) **Invalid** Votes:

Particulars	Number of Members whose Votes were declared Invalid	Number of invalid votes cast by them
Remote electronic voting and Electronic voting at the meeting	0	0

Item No. 8: Special Resolution: To seek consent for Creation of Charge on Movable and Immovable properties of the Company, both present and future "Upto the aggregate limit of INR 163 Crores/- "

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

Particulars	Number of Members Voted	Number of Valid votes cast by them	% of total number of valid votes cast
Remote electronic voting and Electronic voting at the meeting	37	2934107	99.9785

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

Particulars	Number of Members Voted	Number of Valid votes cast by them	% of total number of valid votes cast
Remote electronic voting and Electronic voting at the meeting	2	630	0.0215

(iii) **Invalid** Votes:

Particulars	Number of Members whose Votes were declared Invalid	Number of invalid votes cast by them
Remote electronic voting and Electronic voting at the meeting	0	0

Item No.9: Special Resolution: To seek the consent for the continuation of the term of office of Shri. Niranjana 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:

Particulars	Number of Members Voted	Number of Valid votes cast by them	% of total number of valid votes cast
Remote electronic voting and Electronic voting at the meeting	37	2934107	99.9785

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

Particulars	Number of Members Voted	Number of Valid votes cast by them	% of total number of valid votes cast
Remote electronic voting and Electronic voting at the meeting	2	630	0.0215

(iii) **Invalid** Votes:

Particulars	Number of Members whose Votes were declared Invalid	Number of invalid votes cast by them
Remote electronic voting and Electronic voting at the meeting	0	0

Item No.10: Special Resolution: To seek the consent for the continuation of the term of office of Smt. Jyoti Pritam Motwani (DIN: 08381766) as the Non-Executive Non-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:

Particulars	Number of Members Voted	Number of Valid votes cast by them	% of total number of valid votes cast
Remote electronic voting and Electronic voting at the meeting	37	2934107	99.9785

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

Particulars	Number of Members Voted	Number of Valid votes cast by them	% of total number of valid votes cast
Remote electronic voting and Electronic voting at the meeting	2	630	0.0215

(iii) **Invalid** Votes:

Particulars	Number of Members whose Votes were declared Invalid	Number of invalid votes cast by them
Remote electronic voting and Electronic voting at the meeting	0	0

All the above 10 resolutions have been passed by the members with requisite majority.

Thanking You,
For **Manthan Negandhi & Co.**

Counter Signed By Chairman
For Cinevista Limited

Manthan Kishor Neeta Negandhi
Proprietor
ACS: 56472, C.P. No. 21289
Place: Mumbai

Shri Sunil Vishnu Mehta
DIN- 00064800