



**ANNUAL SECRETARIAL COMPLIANCE REPORT OF
CINEVISTA LIMITED**

(CIN- L92130MH1997PLC107871)

FOR THE YEAR ENDED 31st MARCH, 2021

[As per the Regulation 24(A) of SEBI (LO&DR) Regulations, 2015 as amended from time to time]

I, Manthan Neeta Kishore Negandhi, have examined:

- a) all the documents and records made available to us and explanation provided by Cinevista Limited
- b) the filings/ submissions made by the listed entity to the stock exchanges
- c) Website of the Company
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification

for the year ended 31st March, 2021 in respect of compliance with the provisions of:

- i. the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- ii. the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- a. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c. Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;



- d. Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;(Not Applicable during the year under review)
- e. Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;(Not Applicable during the year under review)
- f. Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;(Not Applicable during the year under review)
- g. Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013;(Not Applicable during the year under review)
- h. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
- i. Securities and Exchange Board of India (Depository Participants) Regulations, 1996 & 2018;
and circulars/ guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder,
- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- c) There are no actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/Regulations and circulars/ guidelines issued thereunder
- d) The listed entity has taken the following actions to comply with the observations made in previous reports:

<i>Sr No</i>	<i>Observations of the Practicing Company</i>	<i>Observations made</i>	<i>Actions taken by the listed entity, if any</i>	<i>Comments of the Practicing Company</i>
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	<i>Secretary in the previous reports</i>	<i>in the secretarial compliance report for the year ended</i>		<i>Secretary on the actions taken by the listed entity</i>
1.	Regulation 33 of SEBI (LO &DR) Regulations, 2015 Financial Results submitted to Stock Exchanges for the quarter ended June, September and December 2019 are not as per prescribed format	2019-20	The Company has submitted financial results as required under Reg 33 of LODR. The Company is submitting the clarifications to the stock exchanges as per necessary details required by them and trying to resolve the same. However, there are no fines or penalties levied on the Company.	The Actions undertaken by the Company are in true letters and spirit. Also, as stated there are no fines or penalties levied on the Company by the Authority.
2.	Regulation 33(3)(g) of SEBI (LO &DR) Regulations, 2015 The Listed entity has not submitted Consolidated Cash Flow for the Half Year ended 30 th September, 2019 to the BSE and NSE	2019-20	The Company submitted the Consolidated Cash Flow for the Half Year ended 30 th September, 2019 to the BSE and NSE	The said action has been completed and observation has been resolved with.



3.	Regulation 33(3)(C)(i) of SEBI (LO &DR) Regulations, 2015 The Audit Report for quarter ended June 2019 submitted to Stock Exchange was provided by M/S. Chaturvedi & Patel, Chartered Accountants who has been appointed as Statutory Auditors of the Company with effect from 24 th September, 2019	2019-20	The Board of Directors of the Company in consultation with the Audit Committee has appointed M/s. Chaturvedi & Patel for the FY 2018-19 in the Board Meeting held on 30 th May, 2019 subject to the approval of the shareholders in the forthcoming AGM. Therefore, the Audit report for quarter ended June 2019 submitted under regulation 33(3)(C)(i) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the Stock Exchange was provided by M/s. Chaturvedi & Patel, Chartered Accountants.	The Auditors were appointed by Members on 24 th September, 2019. However, the Auditors issued Audit Report for Quarter ended June, 2019 on the basis of their appointment made in the Board Meeting held on 30 th May, 2019.
4.	Regulation 9(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015 The Company has not altered code as mentioned in regulation 9(1) as per revised provisions of Schedule B of PIT Regulations, 2015	2019-20	The Company has altered code as mention in regulation 9(1) as per revised provisions of Schedule B of PIT Regulation, 2015.	The said action has been completed and observation has been resolved with.
	Clause 4 of Schedule B of SEBI (Prohibition of Insider Trading) Regulations, 2015		The Company has not closed its trading window as per latest amendment circular issued by BSE and NSE. However, there is no trading of securities done by	The Company did not close its trading window as per the latest amendment



5.	The Company has not closed its trading window as per Clause 4 of Schedule B of SEBI (Prohibition of Insider Trading) Regulations, 2015 and circular issued by BSE and NSE in this regard.	2019-20	Designated Employees and their Immediate Relatives during that period.	circular however no action in terms of fines or penalty were levied by the exchanges on the same.
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- e) The reporting of clause 6(A) and 6(B) of the circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 issued by the Securities and Exchange Board of India on "Resignation of statutory auditors from listed entities and their material subsidiaries" is not applicable during the Review Period.

Place: Mumbai
Date: 30/06/2021

Manthan Neeta Kishore Negandhi
Manthan Negandhi & Co.
Company Secretaries
Membership No: - 56472/ COP No: - 21289
UDIN: A056472C000523884

*Disclaimer Note: During this challenging time of COVID 19 outbreak this report has been undertaken to the best of my capability based on of e-verification of scans, soft copies, information, confirmations, records and documents made available to us by the management.