

**ANNUAL SECRETARIAL COMPLIANCE REPORT OF
CINEVISTA LIMITED**

(CIN- L92130MH1997PLC107871)

FOR THE YEAR ENDED 31st MARCH 2023

I, Manthan Neeta Kishore Negandhi, have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by Cinevista Limited (hereinafter referred as 'the listed entity'), having its Registered Office at Flt 1, 1st Flr, Silver Croft, Corner of 16th and 33rd Road, above khane Khas Hotel, Opp. Mini Punjab Hotel Bandra West, Mumbai 400050. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on 31st March 2023 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

I Manthan Neeta Kishore Negandhi have examined:

- (a) all the documents and records made available to us and explanation provided by Cinevista Limited ("the listed entity"),
- (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 31stMarch, 2023 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.

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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,

Sr. No	Compliance Requirement (Regulations/ circulars/ including specific clause)	Regulation/ Circular No.	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations / Remarks of the Practising Company Secretary	Management Response	Remarks
1	Non-compliance with Regulation 23(9) of SEBI(LODR) Regulations 2015 for quarter ended 31 st March 2022		NSE	Notice	9 days Delay in furnishing disclosure under Regulation 23(9) of SEBI (LODR) Regulations 2013	53100	Complied immediately once the quorum was present	Quorum was not present as health of one of the Director got deteriorates & the meeting got adjourned to the next week at same time & place as per Companies Act, 2023. The Company paid necessary fines as required by the Stock Exchanges	
2	Non-compliance with Regulation 33 of SEBI(LODR) Regulations 2015 for quarter ended on 31 st March 2022		NSE	Notice	7 days delay in furnishing disclosure under Regulation 33 of SEBI (LODR) Regulations 2013	35000	Complied immediately once the quorum was present	Quorum was not present as health of one of the Director got deteriorates & the meeting got adjourned to the next week at same time & place as per Companies Act,	

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								2023. The Company paid necessary fines as required by the Stock Exchanges
3	Non- Compliance with Regulation 24A of SEBI (LODR) Regulations 2015 for quarter ended 31 st March 2022		NSE	Notice	7 days delay in in furnishing disclosure under Regulation 24A of SEBI (LODR) Regulations 2013	14000	Complie d immedi ately once the quorum was present	Quorum was not present as health of one of the Director got deteriorates & the meeting got adjourned to the next week at same time & place as per Companies Act, 2023. The Company paid necessary fines as required by the Stock Exchanges
4	Non-compliance with Regulation 33 of SEBI(LODR) Regulations 2015 for quarter ended on 30 th September 2022		NSE	Notice	9 days delay in furnishing disclosure under Regulation 33 of SEBI (LODR) Regulations 2013	45000	Complie d immedi ately once received un-auditors financial s for quarter ended 30 th Septem ber 2022.	Due to technology issues, there was delay in finalizing the Un-Audited results for the quarter ended 30.09.2022, accordingly it was decided to extend time for Board Meeting. The Company paid necessary fines as required by the Stock Exchanges
5	Non-compliance with Regulation 23(9) of SEBI(LODR) Regulations		BSE	Notice	9 days Delay in furnishing disclosure under	53100	Complie d immedi	Quorum was not present as health of one of the

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	2015 for quarter ended 31 st March 2022				Regulation 23(9) of SEBI (LODR) Regulations 2013		ately once the quorum was present	Director got deteriorates & the meeting got adjourned to the next week at same time & place as per Companies Act, 2023. The Company paid necessary fines as required by the Stock Exchanges
6	Non-compliance with Regulation 33 of SEBI(LODR) Regulations 2015 for quarter ended on 31 st March 2022		BSE	Notice	7 days delay in furnishing disclosure under Regulation 33 of SEBI (LODR) Regulations 2013	35000	Complie d immedi ately once the quorum was present	Quorum was not present as health of one of the Director got deteriorates & the meeting got adjourned to the next week at same time & place as per Companies Act, 2023. The Company paid necessary fines as required by the Stock Exchanges
7	Non- Compliance with Regulation 24A of SEBI (LODR) Regulations 2015 for quarter ended 31 st March 2022		BSE	Notice	7 days delay in in furnishing disclosure under Regulation 24A of SEBI (LODR) Regulations 2013	14000	Complie d immedi ately once the quorum was present	Quorum was not present as health of one of the Director got deteriorates & the meeting got adjourned to the next week at same time & place as per Companies Act, 2023. The Company paid

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								necessary fines as required by the Stock Exchanges	
8	Non-compliance with Regulation 33 of SEBI(LODR) Regulations 2015 for quarter ended on 30 th September 2022		BSE	Notice	9 days delay in furnishing disclosure under Regulation 33 of SEBI (LODR) Regulations 2013	45000	Complied immediately once received un-auditors financials for quarter ended 30th September 2022.	Due to technology issues, there is delay in finalizing the Un-Audited results for the quarter ended 30.09.2022, accordingly it was decided to extend time for Board Meeting. The Company paid necessary fines as required by the Stock Exchanges	

b) The listed entity has taken the following actions to comply with the observations made in previous reports: -

Sr. No.	Compliance Requirement (Regulation/circulars/including clause)	Requirement (Regulation/guidelines/specification)	Regulation/Circular No.	Action Taken	Type Action	Details of Violation	Fine Amount	Observations/Remarks the Practising Company Secretary	Management Response	Remarks
NONE										

c) Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October 2019:

Sr No	Particulars	Compliance Status (Yes/No/N	Observations/Remarks by PCS*
1	Compliances with the following conditions while appointing/re-appointing an auditor		
	<p>If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter or</p> <p>If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter: or</p> <p>If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>		<p>The Company has appointed auditor on 24th September 2021 for a period of 5 years valid till 31st March 2026 therefore no such instance has occurred during the period under review.</p>
2	Other conditions relating to resignation of statutory auditor		
	I. Reporting of concerns by Auditors	No	The auditor has not showed any

	with respect to listed entity/its material subsidiaries to the Audit Committees		concerns with respect to the listed entity or any of the material subsidiaries to the Audit Committee
	<p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information/non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and</p>		

	<p>communicate its views to the management and the auditor.</p> <p>II. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>		
	<p>The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.</p>		

d) I/we hereby report that, during the review period the compliance status of the listed entity is appended as below:

Sr No	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
1	<p>Secretarial Standards:</p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI), as notified by the Central</p>	Yes	

	Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.		
2	<p>Adoption and timely updation of the Policies:</p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI 	Yes	
3	<p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none"> • The Listed entity is maintaining functional website • Timely dissemination of the documents/information under separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website 	Yes	

4	Disqualification of Director: None of the Director(s) of the Company is/ are disqualified under Section 164 Companies Act, 2013 as confirmed by the listed entity.	Yes	
5	Details related to Subsidiaries of listed entities have been examined w.r.t: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	Yes	
6	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	
7	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	
8	Related Party Transactions: a. The listed entity has obtained prior approval of Audit	Yes	

	<p>Committee for all related party transactions; or</p> <p>b. The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.</p>		
9	<p>Disclosure of events or information:</p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	
10	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015</p>	Yes	
11	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>No action(s) has been taken against the listed entity/its promoters/directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/guidelines</p>	Yes, action taken and made good too.	Notices received for non-compliance received by NSE & BSE (as disclosed above)

	issued thereunder except as provided under separate paragraph herein a.		
12	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	

- e) The listed entity has complied with new SDD compliance as mentioned under Regulation 3 (5) of SEBI (Prohibition of Insider Trading) Regulations, 2015 having a proper SDD Software maintained internally with time stamp.

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: Mumbai

Manthan Neeta Kishore Negandhi

Date: 30/05/2023

Manthan Negandhi & Co.

Company Secretaries

Membership No: - 56472/ COP No: - 21289

UDIN: A056472E000422255

PR No: -**3229/2023**