

## **NOTICE TO THE MEMBERS**

Notice is hereby given that the Twenty Third Annual General Meeting of the Members of M/s. Cinevista Limited will be on Wednesday, the 18<sup>th</sup> day of November, 2020 at 11.00 A.M. IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), to transact the following business :business:

### **AS ORDINARY BUSINESS:**

1. 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:

“Resolved that 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 as circulated to the members with the notice of the annual general meeting and submitted to this meeting be and are hereby received, considered and adopted.”

2. To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended 31st March, 2020 and the report of the Auditor thereon:

“Resolved that the audited consolidated financial statements of the Company for the financial year ended 31st March, 2020 and the report of Auditor thereon as circulated to the members with the notice of the annual general meeting and submitted to this meeting be and are hereby received, considered and adopted.”

3. To re-appoint Mrs. Jyoti Motwani as a director liable to retire by rotation:

“Resolved that Mrs. Jyoti Motwani (DIN: 08381766), who retires by rotation and being eligible offers herself for re-appointment, be and is hereby re-appointed as a director of the Company liable to retire by rotation.”

### **Special Business:**

4. To re-appoint Shri Sunil Mehta (DIN: 00064800) as Managing Director & Vice-Chairman of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Special Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors and subject to such terms and conditions as may be imposed while granting such approval, if any and subject to approval of the Central Government, if required, the consent of the members be and is hereby accorded to the re-appointment of

Shri Sunil Mehta (DIN: 00064800) as 'Managing Director & Vice-Chairman' of the Company for a further period of three years commencing from 1st April, 2020, on the following terms and conditions as below:

**Remuneration:**

**Basic remuneration:**

- a) Rs. 525,000/- (Rupees Five Lakhs Twenty Five Thousand Only) per month as basic salary
- b) Motor car: Provision of Motor Car and its maintenance.
- c) Entertainment Expenses: Reimbursement of actual and properly incurred Entertainment expenses by the Managing Director for legitimate business of the company.

Any other perquisites, benefits, facilities allowances and expenses as may be decided by the Board from time to time as per the Rules/Schemes of the company as applicable to the Board Members.

The company shall pay or reimburse the appointee for all the cost, charges, expenses, including but not limited to entertainment and travelling that may be incurred by him for the purpose of the legitimate business of the Company.

All payments received by the Managing Director pursuant to his appointment as Managing Director would be subject to applicable statutory deductions including tax deduction at source as applicable under the provisions of the Income Tax Act, 1961 and the rules made there under.

FURTHER RESOLVED THAT the Board of Directors of the Company be and are hereby authorized to do all necessary acts, deeds and things as may be necessary to carry on the purpose of aforesaid resolution.”

5. To re-appoint Shri Prem Krishen Malhotra (DIN: 00065136) as Whole Time Director & Chairman of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Special Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force and pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors and subject to such terms and conditions as may be imposed while granting such approval, if any and subject to approval of the Central Government, if required, the consent of the members be and is hereby accorded for reappointment of Shri Prem Krishen Malhotra (DIN: 00065136) as 'Whole-time Director & Chairman' of the Company for a further period of three years commencing from 1st April, 2020, on the following terms and conditions as contained below:

**Remuneration:**

**Basic remuneration:**

- a) Rs. 5,25,000/- (Rupees Five Lakhs Twenty Five Thousand Only) per month as basic salary.
- b) Motor car: Provision of Motor Car and its maintenance.
- c) Entertainment Expenses: Reimbursement of actual and properly incurred Entertainment expenses by the Whole Time Director for legitimate business of the company.

Any other perquisites, benefits, facilities allowances and expenses as may be decided by the Board from time to time as per the Rules/Schemes of the company as applicable to the Board Members.

The company shall pay or reimburse the appointee for all the cost, charges, expenses, including but not limited to entertainment and travelling that may be incurred by him for the purpose of the legitimate business of the Company.

All payments received by the Whole-time Director pursuant to his appointment as Whole-time Director would be subject to applicable statutory deductions including tax deduction at source as applicable under the provisions of the Income Tax Act, 1961 and the rules made there under.

FURTHER RESOLVED THAT the Board of Directors of the Company be and are hereby authorized to do all necessary acts, deeds and things as may be necessary to carry on the purpose of aforesaid resolution.”

6. To seek consent for Related Parties Transactions upto an aggregate limit of 50 Crores only and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Special Resolution:

“RESOLVED THAT approval of the Members of the Company be and is hereby accorded to enter into agreement(s)/transaction(s) with Related Parties in the ordinary course of business at arm's length basis for the purpose of raising funds through NCDs/Bonds, to take/give property/properties on lease/rent, to avail/render any services or any other kind of transactions which construe to be Related Party Transactions up to an aggregate limit of 50 crores (Rupees Fifty Crores only) till the conclusion of 24<sup>th</sup> AGM from the date of this Resolution including the transaction(s) already entered into with such party/parties from 1st April, 2020 till the date of this resolution.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to the Officials of the Company, to give effect to the aforesaid Resolution.”

7. To seek consent to exercise borrowing powers to the Board and if required, to offer or invite for subscription on private placement basis and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Special Resolution:

“RESOLVED THAT pursuant to Section 180 (1)(c), Section 42 and other applicable provisions, if any, of the Companies Act, 2013 and relevant Rules under Companies Act, 2013, (including any statutory modifications and re-enactment thereof for time being in force) the consent of the Board be and is hereby accorded to borrow for the purpose of the business from time to time any sum or sums of moneys secured or unsecured for and on behalf of the Company by way of term loan or any other loan or deposits or financial assistance fund based or non fund based in whatever name called from bank(s), financial institution(s), bodies corporate(s), person(s) and by way of commercial papers in one or more tranches from the date of this AGM until conclusion of next AGM of the Company by private placement or by public issue from any or all the Entity(ies) [the term “Entity” hereinafter called shall deemed to include person, Banks, Institutional Investors, Statutory Corporations, Statutory Bodies, Qualified Institutional Buyers, Financial Institutions, Foreign Institutional Investors, Trusts, Provident Funds, Pension Funds, Gratuity Funds, Insurance Companies, Companies, Societies, Educational Institutions, Association of Persons, Partnerships, Firm, Limited Liability Partnerships, Resident Individuals, Non Resident Individuals, Hindu Undivided Families, any person / institution as Board may decide from time to time] separately or any combination thereof by any methods as the Board may decide including but limited to shelf prospectus, prospectus, information memorandum, shelf disclosure document, offer document or any other document and by way of acceptance of loan from any directors, their relatives, shareholders and their relatives separately or by combination thereof and by way of any other permissible instruments or methods of borrowings on such terms & conditions as Board may deem fit, notwithstanding that the monies to be borrowed with money already borrowed, apart from temporary loans obtained and / or to be obtained from Company’s bankers in ordinary course of business will or may exceed the aggregate of paid up share capital of the Company and its free reserves, so that the total amounts upto which the monies may be borrowed by the Board which shall not at any time exceed Rs. 163 Crores (One Hundred and Sixty Three Crores Only).

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution and without being required to seek further consent or approval of the Members or otherwise for this purpose that they shall be deemed to have given their approval thereto expressly by authority of this resolution, the Board be and is hereby authorised to do all acts, deeds, matters and things to give full effect to the aforesaid resolution, settle and clarify any question or difficulty, finalise the form, content, extent and manner of documents and deeds, whichever applicable and execute all deeds, documents, instruments and writing, for the purpose mentioned in the aforesaid resolution in consultation with the Entities and for reserving the aforesaid right.”

8. To seek consent for Creation of Charge on Movable and Immovable properties of the Company, both present and future and if thought fit, to pass, with or without modification(s), the following resolution as an Special Resolution:

“RESOLVED FURTHER THAT in terms of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby given to the Board of Directors of the Company or any committee thereof (“the Board”) for above mentioned purpose to create such charges, mortgages and hypothecations, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to take over the management and concern of the Company in certain events in favour of Banks / Financial Institutions, other investing agencies and trustees for the holders of debentures/bonds / other instruments to secure rupee/foreign currency loans and/or the issue of debentures whether partly/

fully/non-convertible and / or securities linked to Ordinary shares and/ or bonds with share warrants attached or any other borrowings issued/to be issued by the Company from time to time, in one or more tranches, up to an aggregate limit of 163 Crores (One Hundred and Sixty Three Crores Only) together with interest as agreed, additional interest in case of default, accumulated interest, liquidated damages and commitment charges, all other costs, charges and expenses and all other monies payable by the Company in terms of respective loan agreement(s) or any other document entered / to be entered into between the Company and the lenders/agents/investors and trustees in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or any Committees thereof and the lenders, agents or trustees.

RESOLVED FURTHER THAT the Board or any Committee thereof be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution.”

9. 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 and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED that pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the Members of the Company be and is hereby accorded for continuation of Shri. Niranjana Shivdasani (DIN: 02666449) as Non-Executive Independent Director at the age of 85 (Eighty Five) years as on May, 2020 upto the expiry of his present term of office, as would be duly approved through the special resolution passed on November 18, 2020 by the Shareholders in their 23<sup>rd</sup> Annual General Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”.

10. 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 and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED that pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the Members of the Company be and is hereby accorded for continuation of Smt. Jyoti Pritam Motwani (DIN: 08381766) as Non-Executive Non Independent Director at the age of 79 (Seventy Nine) years as on March, 2020 upto the expiry of her present term of office, as would be duly approved through an special resolution passed November 18, 2020 by the Shareholders in their 23<sup>rd</sup> Annual General Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”.

**Registered Office:**

Plot No. 1, L.B.S. Marg  
Gandhi Nagar  
Kanjurmarg (W)  
Mumbai – 400 078.  
Place: Mumbai.  
Date: 15<sup>th</sup> September, 2020

By order of the Board  
**For Cinevista Limited**

**Kilpa Goradia**  
Company Secretary

**Notes:**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the EGM/AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM. The deemed venue for AGM shall be the registered office of the company i.e. Plot no.1, Gandhinagar, LBS Marg, Kanjurmarg (W), Mumbai – 400 078.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. Corporate/Institutional members (i.e. other than Individuals, HUF, NRI, etc.) intending to attend the meeting in accordance with the terms of Section 113 of the Companies Act, 2013 are required to send scanned certified true copy (PDF Format) of the Board Resolution/ Power of Attorney/ Authority Letter, etc. to the Scrutinizer at e-mail ID: partner@mknco.in to attend the AGM through VC/OAVM on their behalf and to vote through remote e-voting.
4. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12th May, 2020, notice of the AGM along with the Annual Report 2019-20 is being sent through electronic mode to those members whose email addresses are registered with the Company/Depositories. Members holding shares in dematerialized form, who have not updated their email addresses, are requested to contact their Depository Participant for updation of their email id. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at einward.ris@kfintech.com along with the copy of the signed request letter mentioning their name and address, self-attested copy of the PAN card and self-attested copy of a valid proof of address (eg. Aadhaar/Utility bill - not older than 3 months) in support of the member's address.
5. The Members can join the EGM/AGM in the VC/OAVM mode 45 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for

1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

6. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.
8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at [www.cinevistaas.com](http://www.cinevistaas.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
9. **Procedure to raise Questions / seek Clarifications:** As the AGM is being conducted through VC or OAVM, the Members are encouraged to express their views / send their queries well in advance for smooth conduct of the AGM but not later than 5:00 P.M. (IST) on Saturday, November 14, 2020 mentioning their names, folio numbers / demat account numbers, e-mail addresses and registered mobile number at [helpdesk@cinevistaas.com](mailto:helpdesk@cinevistaas.com) and only such questions / queries received by the Company till the said date and time shall be considered and responded during the AGM.

Members seeking any information on the financial accounts, operations or any matter to be placed at the AGM are requested to write to the Company till 5.00 P.M. (IST) on Saturday, November 14, 2020 through e-mail at [helpdesk@cinevistaas.com](mailto:helpdesk@cinevistaas.com) and the same will be suitably replied by the Company.

10. Procedure for inspection of documents: Members desiring inspection of the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Act during the AGM may send their request in writing to the Company mentioning their names, folio numbers / demat account numbers, e-mail addresses and registered mobile number at [helpdesk@cinevistaas.com](mailto:helpdesk@cinevistaas.com)

All documents referred to in the Notice and the Explanatory Statement shall be made available for electronic inspection without any fee to the members from the date of circulation of this notice up to the date of AGM, i.e. 18th November, 2020 during business hours. Members seeking to inspect such document may send a request on the email id [helpdesk@cinevistaas.com](mailto:helpdesk@cinevistaas.com) at least 3 working day before the date on which they intend to inspect the document.

11. The statement pursuant to Section 102 of the Act is attached hereunder and forms part of the notice. As required under the Secretarial Standard – 2 and Regulation 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), the relevant information of directors seeking appointment/re-appointment is attached in Notes to the Notice. The Board of Directors have considered Item Nos. 4 to 10 as unavoidable and therefore included it as Special Business in the ensuing AGM.
12. Members may please note that Securities and Exchange Board of India (SEBI) has made Permanent Account Number (PAN) as the sole identification number for all participants transacting in the securities market, irrespective of the amount of such transactions.

Members may please note that SEBI has also made it mandatory for submission of PAN in the following cases, viz (i) Deletion of name of the deceased shareholder(s) (ii) Transmission of shares to the legal heir(s) and (iii) Transposition of shares.

13. As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can only be transferred in dematerialized form with effect from 1st April, 2019, except in case of request for transmission or transposition of securities. In order eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holding to dematerialised form.

Members can contact the Company's Share Transfer Agent for assistance in this regard at the following address:

KFin Technologies Private Limited  
(Previously Karvy Fintech Pvt. Ltd)  
(Unit: Cinevista Limited)  
Selenium Tower B, Plot No.: 31 & 32, Gachibowli,  
Financial District, Nanakramguda, Serilingampally,  
Hyderabad, Telangana – 500032  
Tel: (040) 6716 2222 / 6716 1511; Toll Free no.: 1800-345-4001  
Fax: (040) 2300 1153,  
E-mail: einward.ris@kfintech.com  
Website: www.kfintech.com

14. As per Section 72 of Companies Act, 2013, members can nominate a person in respect of all the shares held by them singly or jointly. Members holding shares in physical form can avail the nomination facility by filling Form No. SH-13 in duplicate with the Company's Share Transfer Agent i.e. KFin Technologies Private Limited. Members holding shares in the dematerialized form may contact the Depository Participant for recording nomination in respect of their shares.
15. The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, 11th November, 2020 to Wednesday, 18th November, 2020, both days inclusive.
16. Since the AGM will be held through VC/OAVM, the route map, proxy form and attendance slip are not attached to this notice.



17. The results on resolutions will be declared on or after the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the resolutions.
18. The results declared along with the scrutinizer's report will be placed on the website of the Company i.e. [www.cinevistaas.com](http://www.cinevistaas.com) under Investors section and on the website of NSDL i.e. <https://evoting.nsdl.com>. The results shall also be communicated to the Stock Exchanges.
19. Details of directors seeking re-appointment at the forthcoming Annual General Meeting [Pursuant to Regulation 36 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard (SS-2)]:

#### PROFILE OF DIRECTORS RETIRING BY ROTATION AND SEEKING RE-APPOINTMENT

Name of the Director	Smt. Jyoti Motwani	Shri. Sunil Mehta	Shri. Prem Krishen Malhotra	Shri. Niranjn Shivdasani
Date of Birth	13/03/1941	06/11/1954	05/07/1953	18/05/1935
Date of appointment on Board	07/03/2019	07/05/1997	07/05/1997	01/05/2009
Qualification	B.A.	B. Com	S.S.C.	H.S.C.
Nationality	Indian	Indian	Indian	Indian
Experience in functional area	Intrinsic insight for the concept that works on Television in India developed over years	More than 31 years of comprehensive experience in diversified areas, he acts as spearheads, the think tank team that is the core area of knowledge management and strategy of the company.	31 years of enriched experience with the media entertainment industry and strong association in film and TV industry	Keen observer with immense knowledge and experience in advertising and marketing related to Media industry
Directorship held in other Companies as on 31-03- 2020 excluding Foreign Companies	None	Cinevista Eagle Plus Media Pvt. Ltd. Chimera Entertainment Pvt. Ltd. Heritage Productions Pvt. Ltd. USP Studios Private Ltd.	Cinevista Eagle Plus Media Pvt. Ltd. Chimera Entertainment Pvt. Ltd. Heritage Productions Pvt. Ltd.	None
Chairmanships / Memberships in Board Committee	None	Share Transfer Committee, Chairman; Risk Management Committee, Chairman; Audit Committee, Member	Stakeholders Relationship Committee, Member; Share Transfer Committee, Member Risk Management Committee, Member	Nomination and Remuneration Committee, Member; Stakeholders Relationship Committee, Member
Membership(s) and Chairmanship(s) of Board Committees on other Companies	None	None	None	None
Relationship with existing Directors of the Company	Related to Shri. Sunil Mehta, Managing Director	Related to Shri. Prem Krishen Malhotra, Whole-time Director (Brother-in-law)	Related to Shri. Sunil Mehta, Managing Director (Brother-in-Law)	Not related

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM ARE AS UNDER:-**

The remote e-voting period begins on 13<sup>th</sup> November, 2020 at 9.00 A.M. and ends on 17<sup>th</sup> November, 2020 at 5.00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

**How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

**Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

Details on Step 1 are mentioned below:

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

**4. Your User ID details are given below :**

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

**5. Your password details are given below:**

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to

- enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
    - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
    - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
  7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  8. Now, you will have to click on "Login" button.
  9. After you click on the "Login" button, Home page of e-Voting will open.

#### **Details on Step 2 is given below:**

#### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

- 1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [partner@mkncs.in](mailto:partner@mkncs.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [helpdesk@cinevistaas.com](mailto:helpdesk@cinevistaas.com).

In case shares are held in demat mode, please provide DPID-Client ID (16 digit DPID + Client ID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [helpdesk@cinevistaas.com](mailto:helpdesk@cinevistaas.com).

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders, who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at company email id i.e. helpdesk@cinevistaas.com. The same will be replied by the company suitably.

#### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

**The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:**

#### **ITEM NO.: 4**

Shri. Sunil Mehta was re-appointed as Vice-Chairman & Managing Director of the Company on 1<sup>st</sup> April, 2017, for a period of three years. The Board of Directors has re-appointed Shri. Sunil Mehta as the Vice-Chairman & Managing Director of the Company for a further period of three years with effect from 1<sup>st</sup> April, 2020, subject to approval of the shareholders in the general meeting. Considering his contribution made to the company over the last several years, it is in the interest of the Company to re-appoint him as Vice-Chairman and Managing Director for a further period of three years.

Further, the Nomination and Remuneration Committee of the Company at its meeting has also recommended for his re-appointment and the payment of remuneration as prescribed.

The consent of the shareholders is required to re-appoint Shri. Sunil Mehta as Vice-Chairman and Managing Director for a further period of three years with effect from 1<sup>st</sup> April, 2020 on the terms & conditions as set out in the resolution. Due to inadequacy or absence of profits in previous financial year 2019-20, the term of re-appointment is revised to three years. The special resolution requires to be passed as the limits are doubled as specified Section II of Part II of Schedule V under the act. However, the proposed remuneration stands at Rs. 63,00,000/- per annum as compared to maximum limit of Rs. 84,00,000/- per annum as specified Section II of Part II of Schedule V under the act. Since the appointment is made in consonance with Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013, approval of the Central Government is not required for the re-appointment of Shri Sunil Mehta as the Managing Director.

The Board of Directors recommends the resolution as set out at Item No. 4 for the approval of the Members

None of the Directors except Shri Sunil Mehta and Shri Prem Krishen Malhotra are interested in the Resolution.

The details as required under Section II of Part II of Schedule V to the Act are given here-in-below:

### I. GENERAL INFORMATION:

- 1) Nature of Industry: Media Software
- 2) Date of Commencement: 07/05/1997
- 3) Financial Performance during the year ended 31<sup>st</sup> March 2020: As per financial statement
- 4) Export Performance & Net Foreign Exchange collaboration: Rs.1.41 Lacs
- 5) Foreign Investment or collaboration, if any: NIL

### II. INFORMATION ABOUT THE APOINTEE:

- 1) **Background details:** Shri. Sunil Mehta is the founding member of Cinevista Ltd, along with Shri. Prem Krishen Malhotra. He started his career in the film distribution sector and was involved in the distribution of several mega feature films, before turning to scripting commercials and thereafter, television programming. He heads the overall operations of the company, as well as oversees the day-to-day affairs of the company, as its Managing Director. He is actively involved in all aspects of the company and also takes keen interest in the area of overall creative development, scripting and story development. Shri Sunil Mehta spearheads the think tank team, that holds the core area of knowledge management and strategy of the company. As producers, Shri Sunil Mehta and Shri Prem Krishen Malhotra have over 21000 hours of programming behind them.
- 2) **Past remuneration:** Rs. 63,00,000/- (Rupees Sixty Three Lakh Only) per annum as basic salary.
- 3) **Job Profile:** Shri. Sunil Mehta is the Managing Director of the Company. The Company is managed by him subject to the supervision & control of the Board of Directors. He is responsible for the day to day management and affairs of the Company. Taking into consideration his expertise & vast experience, he is best suited for the responsibilities currently assigned to him.
- 4) **Remuneration Proposed:** Rs. 63,00,000/- (Rupees Sixty Three Lakh Only) per annum (for 3 years)
- 5) **Comparative Remuneration with respect to Industry:** The remuneration payable to Shri. Sunil Mehta is at par with the industry standards and size of the Company. His remuneration is in line with that drawn by his peers in Industry.
- 6) **Pecuniary Relationship:** Shri. Sunil Mehta has no pecuniary relationship with the Company, directly or indirectly, or with managerial personnel, except that he is one of the Promoters & relative of Whole-time Director of the Company. He is also among the major shareholders of the Company.

### III. OTHER INFORMATION

- 1) **Reason for loss or inadequate profits:** Insufficient revenues on account of closures of various serials. Further, the Company's Operating margin experienced a dent owing to the impact of the COVID-19 pandemic in the month of March 2020 as well as the market slowdown across the year.
- 2) **Steps taken or proposed to be taken for improvement:** The management has taken concrete steps to improve the overall business volume and profitability. With its rich experience in the arena, the management is confident to overcome losses and tough times and to earn profit in long run. The risk, however, remains as the pandemic may cause disruption to continue in future
- 3) **Expected increase in productivity and profit in measurable terms:** It is extremely difficult to forecast any profit numbers under this extreme uncertain situation due to continuation of lock down and pandemic situation

### IV. DISCLOSURES

- 1) **Remuneration Package :** Necessary information given in resolution itself and explanatory statement annexed thereon
- 2) **Disclosure in Corporate Governance, if any:** Necessary Information given

#### ITEM NO.: 5

Shri. Prem Krishen Malhotra was re-appointed as the Chairman and Whole-time Director of the Company on 1<sup>st</sup> April, 2017, for a period of three years. The Board of Directors has re-appointed Shri. Prem Krishen Malhotra as the Chairman and Whole-time Director of the Company for a further period of three years with effect from 1<sup>st</sup> April, 2020, subject to approval of the shareholders in the general meeting. Considering his contribution made to the company over the last several years, it is in the interest of the Company to re-appoint him as Chairman and Whole-time Director for a further period of three years.

Further, the Nomination and Remuneration Committee of the Company at its meeting has also recommended for his re-appointment and the payment of remuneration as prescribed.

The consent of the shareholders is required to re-appoint Shri. Prem Krishen Malhotra as Chairman and Whole-time Director for a further period of three years with effect from 1<sup>st</sup> April, 2020 on the terms & conditions as set out in the resolution. Due to inadequacy or absence of profits in previous financial year 2019-20, the term of re-appointment is revised to three years. The special resolution requires to be passed as the limits are doubled as specified Section II of Part II of Schedule V under the act. However, the proposed remuneration stands at Rs. 63,00,000/- per annum as compared to maximum limit of Rs. 84,00,000/- per annum as specified Section II of Part II of Schedule V under the act. Since the appointment is made in consonance with Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013, approval of the Central Government is not required for the re-appointment of Shri Prem Krishen Malhotra as the Whole-time Director.

The Board of Directors recommends the resolution as set out at Item No. 5 for the approval of the Members. None of the Directors except Shri Sunil Mehta and Shri Prem Krishen Malhotra are interested in the Resolution.

The details as required under Section II of Part II of Schedule V to the Act are given here-in-below:

### I. GENERAL INFORMATION:

- 1) Nature of Industry: Media Software
  - 1) Date of Commencement: 07/05/1997
  - 2) Financial Performance during the year ended 31<sup>st</sup> March 2020: As per financial statement
  - 3) Export Performance & Net Foreign Exchange collaboration: Rs. 1.41 Lacs
  - 4) Foreign Investment or collaboration, if any: NIL

### II. INFORMATION ABOUT THE APOINTEE:

- 1) **Background details:** Mr. Prem Krishen Malhotra is a founder member of Cinevista Ltd. He has over 34 years of enriched experience, with the media and entertainment industry. Mr. Malhotra started his career as an 'Assistant Director' with the legend of the Indian film industry, The Late Raj Kapoor Sahab. He also spent valuable time learning the craft of direction and film making from The Late Vijay Anand, brother of the evergreen hero, Dev Anand. Post his hands on approach to film making, he started his acting career in films and has acted in over 40 films including "Jaan Haazir Hai", "Dulhan Wohi Jo Piya Man Bhaye", "Jai Vijay", "Hamare Tumhare", that have been huge box office successes in the past. Apart from focusing his activities in the creative development of the company, Mr. Malhotra uses his strong association within the film and TV industry, in help building the Cinevista brand, besides developing key talent / artiste relationships.
- 3) **Past remuneration:** Rs. 63,00,000/- (Rupees Sixty Three Lakh Only) per annum as basic salary
- 4) **Job Profile:** Shri. Prem Krishen Malhotra is the Whole-time Director of the Company. The Company is managed by him subject to the supervision & control of the Board of Directors. He is responsible for the day to day management and affairs of the Company. Taking into consideration his expertise & vast experience, he is best suited for the responsibilities currently assigned to him.
- 5) **Remuneration Proposed:** Rs. 63,00,000/- (Rupees Sixty Three Lakh Only) per annum (for 3 years)
- 1) **Comparative Remuneration with respect to the Industry:** The remuneration payable to Shri. Prem Krishen Malhotra is at par with the industry standards and size of the Company.
- 2) **Pecuniary Relationship:** Shri. Prem Krishen Malhotra has no pecuniary relationship with the Company, directly or indirectly, or with managerial personnel, except that he is one of the Promoters & relative of Managing Director of the Company. He is also among the major shareholders of the Company.

### III. OTHER INFORMATION

- 1) **Reason for loss or inadequate profits:** Insufficient revenues on account of closures of various serials. Further, the Company's Operating margin experienced a dent owing to the impact of the COVID-19 pandemic in the month of March 2020 as well as the market slowdown across the year.



- 2) **Steps taken or proposed to be taken for Improvement:** The management has taken concrete steps to improve the overall business volume and profitability. With its rich experience in the arena, the management is confident to overcome losses and tough times and to earn profit in long run. The risk, however, remains as the pandemic may cause disruption to continue in future
- 3) **Expected increase in productivity and profit in measurable terms:** It is extremely difficult to forecast any profit numbers under this extreme uncertain situation due to continuation of lock down and pandemic situation

#### IV. DISCLOSURES

- 1) **Remuneration Package:** Necessary information given in resolution itself and explanatory statement annexed thereon
- 2) **Disclosure in Corporate Governance, if any:** Necessary Information given

#### ITEM NO.: 6

Pursuant to provisions of the Companies Act, 2013 and in compliance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the transactions in the nature of raising of funds through NCDs/Bonds, taking / giving property on lease/ rent, availing / rendering of services in the ordinary course of business or any other kind of transactions entered into by the Company up to an aggregate limit of Rs. 50 Crores (Rupees Fifty Crores Only) which though in the ordinary course of business may be construed to be related party transactions with the conflict of interest, it is therefore proposed to Shareholders to approve as an Special Resolution.

Pursuant to the Companies (Meetings of Board and its Powers) Amendment Rules, 2015, the particulars of the related party transactions entered during the Financial Year 2019-20 are as follows:

Name (s) of the related party	Nature of Relationship	Nature of Contract	Duration of Contract	Date of Board Meeting Approval	Amount (in Lacs)
Sunil Mehta	MD & Promoter	Director's Remuneration	3 years	30/05/2019	63
Prem Krishen Malhotra	WTD & Promoter	Director's Remuneration	3 years	30/05/2019	63
Pamma Mehta	Wife of MD	Salary	5 years	30/05/2019	19.80
Sunita Malhotra	Wife of WTD	Salary	5 years	30/05/2019	19.80
Sunil Mehta	MD & Promoter	Loan received	Ongoing Contract	30/05/2019	1060.98
Sunil Mehta	MD & Promoter	Loan Repaid	Ongoing Contract	30/05/2019	2276.80
Prem krishen Malhotra	WTD & Promoter	Loan received	Ongoing Contract	30/05/2019	834.80
Prem krishen Malhotra	WTD & Promoter	Loan Repaid	Ongoing Contract	30/05/2019	19.55
Eddies Hospitality Pvt. Ltd.	Interested Director – SunitaMalhotra	Rent Income	Ongoing Contract	30/05/2019	3.30
Eddies Hospitality Pvt. Ltd.	Interested Director – SunitaMalhotra	Loan Received	Ongoing Contract	30/05/2019	241.85
Eddies Hospitality Pvt. Ltd.	Interested Director – SunitaMalhotra	Loan Repaid	Ongoing Contract	30/05/2019	145.70

(Note: Nature of payment on account of rent are for specific period as per use basis)

None of the Directors, Key Managerial Personnel of the Company and their relatives is, concerned or interested in this resolution, except to the extent of their respective shareholding, if any, in the Company.

The Board recommends the resolution as set out at Item No. 6 for the approval of the Members.

### **ITEM No. 7**

Section 180 (1) (c) of the Companies Act, 2013 provides that the Board of Directors of a Company shall only with the consent of the Company by a special resolution borrow money together with money already borrowed (apart from temporary loans obtained and / or to be obtained from the Company's bankers in ordinary course of business) in excess of share capital and free reserves. The total outstanding of the borrowings of the Company as on March 31, 2020 was Rs. 46,28,26,679/-

The business of the Company is expected to grow steadily. This requires funds. In view of this, the mobilization of funds by the Company will substantially increase. Therefore, it is considered desirable to increase limit of borrowings to 163 Crores apart from the temporary loans obtained and / or to be obtained from Company's bankers in ordinary course of business and to issue / execute the necessary instrument as deem fit for raising such funds. In view of raising funds for the Company, the need may arise to offer or invite for subscription on private placement basis or to make necessary arrangement as may be deem fit for the benefits of the Company.

None of the other directors or Key Managerial Personnel (KMP) of the Company or their relatives are in any way, financially or otherwise, concerned or interested in the said resolution.

The Board recommends the resolution as set out at Item No. 7 for the approval of the Members.

### **ITEM No. 8**

Considering the business plans of the Company, the board of directors may need to resort to further borrowings from time to time, by way of loans / financial assistance from various banks / financial institutions and other lenders, issue of debentures / bonds or other debt instruments and through acceptance of fixed deposits. These borrowings may also have to be secured by creation of mortgages, charges, liens, hypothecation and/or other securities of the Company's assets and properties, both present and future, whether movable or immovable, including the whole or substantially the whole of the Company's undertaking or undertakings, in favour of banks / financial institutions / debenture trustees / fixed deposits trustees / other lenders. Since the amount secured by such mortgages, charges, liens, hypothecation and/ or other securities together with the existing mortgages, charges, liens, hypothecation and/or other securities may exceed the limit of borrowing powers of the Board, Members' approval is sought for increasing the limit upto 163 crore (Rupees One Hundred and Sixty Three Crores Only) and for authorising the Board of Directors to create security by way of mortgages, charges, liens, hypothecation and/or other securities of the Company's assets and properties, both present and future, whether movable or immovable, including the whole or substantially the whole of the Company's undertaking or undertakings, on such terms and conditions as it may deem fit. For this purpose, the requisite Special Resolution is being proposed for consideration of the members under Section 180(1)(a) of the Companies Act, 2013 as notified by Central Government in place of erstwhile Section 293(1)(a) of the Companies Act, 1956.

None of the other directors or Key Managerial Personnel (KMP) of the Company or their relatives are in any way, financially or otherwise, concerned or interested in the said resolution.

The Board recommends the resolution as set out at Item No. 8 for the approval of the Members

**ITEM No: 9 & 10**

In view of the introduction of the regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 vide SEBI Notification No. SEBI/LAD-NRO/GN/2018/10 dated May 9, 2018 and applicable provisions under Companies Act, 2013, if any, the Company seeks consent of the members by way of special resolution for continuation of his / her holding of existing office after the age of 75 years during the continuation of their term of appointment.

Shri Niranjan Shivdasani, Non-Executive Independent Director has attained the age of 85 years in the month of May 2020. Smt. Jyoti Motwani, Non - Executive Non - Independent Director has attained the age of 79 years in the month of March, 2020.

None of the other directors or Key Managerial Personnel (KMP) of the Company or their relatives except Mr. Sunil Mehta (Interested in Item No. 10) are in any way, financially or otherwise, concerned or interested in the said resolution.

The Board recommends the resolution as set out at Item No. 9 & 10 for the approval of the Members.

**Registered Office:**

Plot No. 1, L.B.S. Marg  
Gandhi Nagar  
Kanjurmarg (W)  
Mumbai – 400 078.  
Place: Mumbai.  
Date: 15<sup>th</sup> September, 2020

By order of the Board  
**For Cinevista Limited**

**Kilpa Goradia**  
**Company Secretary**