

NOTICE TO THE MEMBERS

Notice is hereby given that the Twenty Sixth Annual General Meeting of the Members of M/s. Cinevista Limited will be on Thursday, the 10th day of August, 2023 at 11.00 A.M. IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) , to transact the following 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, 2023 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, 2023 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, 2023 and the report of the Auditor thereon:

Resolved that the audited consolidated financial statements of the Company for the financial year ended 31st March, 2023 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.

Special Business:

3. To appoint Mrs. Vinita Concessio (DIN: 10144174) as a Non-Executive Director of the Company and in this regard to consider and, if thought fit, to pass the following resolution as an Special Resolution:

RESOLVED THAT Mrs. Vinita Concessio (DIN: 10144174) who was appointed as an Additional Director of the Company with effect from 11th May, 2023 by the Board of Directors and who holds office upto the date of the forthcoming Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (‘the Act’) [including any statutory modification(s) or re-enactment(s) thereof], but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of a Director, be and is hereby appointed as a Non Independent Non- Executive Director of the Company.

RESOLVED THAT Mrs. Vinita Concessio (DIN: 10144174), Non Independent Non- Executive Director of the Company, will be liable to be retire by rotation.

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

4. To Appoint Mrs. Mahrukh Shavak Chikliwala (DIN: 10178021) “as Independent Non-Executive Director” 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 the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any amendment(s) thereto or any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with Schedule IV to the Act, and Regulation 17(1)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Mahrukh Shavak Chikliwala (DIN: 10178021) who was appointed as an Additional Director on May 30, 2023 by the Board of Directors of the Company to hold the office as an Independent Director of the Company in terms of Section 161(1) of the Act and who holds office up to the conclusion of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act, signifying her intention to propose her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 consecutive years, upto the conclusion of the 31st Annual General Meeting of the Company to be held in the calendar year 2028, not liable to retire by rotation;

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

5. To re-appoint Shri Sunil Mehta (DIN: 00064800) as Managing Director & Vice-Chairman of the Company who shall be attaining the age of 70 years 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 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, 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, who shall be attaining his 70 years on 6/11/2024, for a further period of three years commencing from 1st April, 2023, 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.”

6. To re-appoint Shri Prem Krishen Malhotra (DIN: 00065136) as Whole Time Director & Chairman of the Company who has attained the age of 70 years 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, 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, who has attained his 70 years on 05/07/2023, for a further period of three years commencing from 1st April, 2023, 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.”

7. 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 a 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 27th AGM from the date of this Resolution including the transaction(s) already entered into with such party/parties from 1st April, 2023 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.”

8. 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 a 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 Members 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.”

9. 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 a 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.”

10. To seek the consent for the continuation of the term of office of Mrs. Mahrukh Shavak Chikliwala (DIN: 10178021) 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 Mrs. Mahrukh Shavak Chikliwala (DIN: 10178021) as Non-Executive Independent Director who shall attain the age of 75 (Seventy Five) years in 2025, upto the expiry of her present term of office, as would be duly approved through an special resolution passed on August 10, 2023 by the Shareholders in their 26th 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:

1, Silver Croft, Off. T.P.S.III,
Corner of 16th & 33rd Road,
Bandra (W), Mumbai – 400 050.

Place: Mumbai.

Date: 30th May, 2023

By order of the Board
For Cinevista Limited

Kilpa Goradia
Company Secretary

Notes:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act'), which sets out details relating to Special Business (being considered unavoidable by the Board of Directors) at the meeting, is attached with this Notice of AGM.
2. The Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, 3rd August, 2023 to Thursday, 10th August, 2023, both days inclusive.
3. Pursuant to the General Circular No. 10/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by SEBI (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC. In compliance with the MCA Circulars and SEBI Circulars, the AGM of the members of the Company is being held through VC / OAVM.
4. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
5. Since the AGM will be held through VC/OAVM, the route map, proxy form and attendance slip are not attached to this notice.
6. 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.
7. 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 Board Resolution (PDF Format) by email to helpdesk@cinevistaas.com with a copy marked to evoting@nsdl.co.in.
8. Members of the Company had approved the appointment of Raj Niranjana Associates, Chartered Accountants, having registration No. 108309W as the Statutory Auditors of the Company at the 24th Annual General Meeting which is valid till 29th AGM. In accordance with the Act, the appointment of Statutory Auditors is not required to be ratified in every AGM.
9. Pursuant to SEBI Circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 the requirement of sending hard copies of annual reports to shareholders has been dispensed with.
10. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12th May, 2020, notice of the AGM along with the Annual Report 2022-23 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.

11. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and 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.
12. 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.
13. 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.
14. 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. 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 and 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.
15. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act and Certificate from the Statutory Auditor of the Company under regulation 13 of the SEBI (Share Based Employee Benefits) Regulations, 2014, will be available electronically for inspection by the members during the AGM. All documents referred to in the notice will also be available for electronic inspection without any fee by the members from the date of circulation of this notice up to the date of AGM, i.e. 10th August, 2023 during business hours. Members seeking any information with regard to the accounts or any matter to be placed at the AGM are requested to write to the Company on or before 4th August, 2023 through email to helpdesk@cinevistaas.com. The same will be replied by the Company suitably.
16. 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.

17. 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.

18. 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 Limited
(Unit: Cinevista Limited)
Selenium Tower B, Plot No.: 31 & 32, Gachibowli,
Financial District, Nanakramguda, Serilingampally,
Hyderabad, Telangana – 500032
Tel: (040) 6716 1511; Toll Free no.: 1-800-309-4001
Fax: (040) 2300 1153,
E-mail: einward.ris@kfintech.com
Website: www.kfintech.com

19. 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 Limited. Members holding shares in the dematerialized form may contact the Depository Participant for recording nomination in respect of their shares.
20. 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.
21. The results declared along with the scrutinizer's report will be placed on the website of the Company i.e. www.cinevistaas.com under Investors section and on the website of NSDL i.e. <https://evoting.nsd.com>. The results shall also be communicated to the Stock Exchanges.
22. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by October 1, 2023, and linking PAN with Aadhaar by June 30, 2023 vide its circular dated March 16, 2023. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's RTA, KFin Technologies Limited, at einward.ris@kfintech.com. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DP. In case a holder of physical securities fails to furnish PAN and KYC details before October 1, 2023 or link their PAN

with Aadhaar before June 30, 2023, in accordance with the SEBI circular dated March 16, 2023, RTA is obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the RTA / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.

23. 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	Vinita Concessio	Mahrukh Shavik Chikliwala	Sunil Mehta	Prem Krishen Malhotra
Date of Birth	24/02/1962	22/06/1950	06/11/1954	05/07/1953
Category / Designation	Non Executive Non Independent Director	Non Executive Independent Director	Managing Director (Executive)	Whole Time Director (Executive)
DIN	10144174	10178021	00064800	00065136
Date of appointment on Board	11/05/2023	30/06/2023	01/04/2023	01/04/2023
Qualification	H.S.C.	Bachelors	B. Com	S.S.C.
Nationality	Indian	Indian	Indian	Indian
Experience in functional area	Immense knowledge and experience in the domains of leadership and marketing amongst others. She would be Board member with an entrepreneurial flair and experience, representing turnkey projects consistent with our business footprint and deep technological insights	She started her career with an Aviation Industry and has acquired expert knowledge to deal with all matters relating to administration and marketing requirements. Her entrepreneurial skill has enabled her to establish strong rapport with clients.	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
Terms and conditions of appointment or reappointment	Retires by Rotation, being eligible offers herself for re-appointment	Appointment for 5years, Not Liable for Retire by Rotation	Re-appointment for 3 years, Not Liable for Retire by Rotation	Re-appointment for 3 years, Not Liable for Retire by Rotation
Remuneration	Sitting Fees	Sitting Fees	63 lakhs	63 lakhs
Directorship held in other Companies as on 31-03- 2023 excluding Foreign Companies	None	None	Cinevista Eagle Plus Media Pvt. Ltd. Chimera Entertainment Pvt. Ltd. Heritage Productions Pvt. Ltd	Cinevista Eagle Plus Media Pvt. Ltd. Chimera Entertainment Pvt. Ltd. Heritage Productions Pvt. Ltd

Chairmanships / Memberships in Board Committee	None	Nomination and Remuneration Committee, Member; Stakeholders Relationship Committee, Member; Audit Committee, Chairman	Share Transfer Committee, Chairman; Risk Management Committee, Chairman; Audit Committee, Member	Stakeholders Relationship Committee, Member; Share Transfer Committee, Member Risk Management Committee, Member
Membership(s) and Chairmanship(s) of Board Committees on other Companies	None	None	None	None
Relationship with existing Directors of the Company	Not related	Not related	Related to Shri. Prem Krishen Malhotra, Whole Director	Related to Shri. Sunil Mehta, Managing Director

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE ASUNDER:-

The remote e-voting period begins on 7th August, 2023 at 9.00 A.M. and ends on 9th August, 2023 at 5.00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Thursday, 3rd August, 2023 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 3rd August, 2023.





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: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center; margin-top: 20px;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33</p>

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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 ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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 :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
 - a) 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.
 - b) 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. a .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.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on 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 mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - 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.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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@mknco.in with a copy marked to 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 to reset the password.

- 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 or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at 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:

- 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.
- In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID 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. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e.Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
- Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
- In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

- The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
- 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.
- 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.
- 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:

- Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member 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.

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 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. 3

The Board of Directors in their Meeting held on 11th May, 2023 and based on the recommendations of the Nomination and Remuneration Committee and subject to the approval of the Members has appointed Mrs. Vinita Concessio as Non-Independent Non-Executive Director. Mrs Vinita Concessio was appointed as an Additional Director of the Company with effect from 11th May, 2023 by the Board of Directors. In terms of Section 161(1) of the Act, Mrs. Vinita Concessio holds office upto the date of this AGM but is eligible for appointment as a Director. The Company has received a Notice from a Member in writing under Section 160(1) of the Act proposing her candidature for the office of Director.

Mrs. Vinita Concessio has immense knowledge and experience in the domains of leadership and marketing amongst others. She would be Board member with an entrepreneurial flair and experience, representing turnkey projects consistent with our business footprint and deep technological insights and the road planned to be paved, in the coming years, to support our emerging business challenges. The Board of Directors is of the opinion that it would be in the interest of the Company, to appoint her as an Independent Director for a period of five consecutive years in the upcoming General Meeting. Keeping in view her vast expertise and knowledge, the Board considers that her association would be of immense benefit to the Company.

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. 3 for the approval of the Members

ITEM NO. 4

The Board of Directors of the Company in their meeting held on 30th May, 2023 and based on the recommendations of Nomination and Remuneration Committee, has appointed Mrs. Mahrukh Shavik Chikliwala (DIN: 10178021) as an Additional Director of the Company under Section 161(1) read together with Sections 149 and 152 of the Companies Act, 2013 (as amended) (the "Act") and Schedule IV thereto

and the Articles of Association of the Company in the category of Independent Director for a term of 5 consecutive years with effect from May 30, 2023, subject to the approval of the Members of the Company.

Notices under Section 160 of the Act have been received by the Company from members proposing the candidature of Mrs. Mahrukh Shavik Chikliwala (DIN: 10178021) as a Director of the Company. Further, since this appointment is recommended by the Nomination and Remuneration Committee, the requirement for deposit of Rs. 100,000/- is not applicable.

Based on the recommendations received from the Nomination and Remuneration Committee and consent of Mrs. Mahrukh Shavik Chikliwala (DIN: 10178021) to act as a Director of the Company and other statutory disclosures including declaration confirming that she meets the criteria of independence under the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (the "Listing Regulations"), it is proposed to appoint Mrs. Mahrukh Shavik Chikliwala (DIN: 10178021) as an Independent Director of the Company whose period of office shall not be liable to determination by retirement of directors by rotation. Further as per the declarations received by the Company, Mrs. Mahrukh Shavik Chikliwala (DIN: 10178021) is not disqualified under Section 164 of the Act. The directorships held by Mrs. Mahrukh Shavik Chikliwala (DIN: 10178021) are within the limits prescribed under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended).

A summary on profile of Mrs. Mahrukh Shavik Chikliwala (DIN: 10178021) is attached to this Notice. In the opinion of the Board, Mrs. Mahrukh Shavik Chikliwala (DIN: 10178021) fulfils the conditions specified in the Act and rules made thereunder and the Listing Regulations, for her appointment as an Independent Director of the Company and she is independent of the management. She has further confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. Mrs. Mahrukh Shavik Chikliwala (DIN: 10178021) is entitled to sitting fees for attending the meetings of the Board and its committee(s) and also remuneration in terms of Section 197 of the Act, read with Schedule V thereto, in line with the Nomination and Remuneration Policy of the Company.

Mrs. Mahrukh Shavak Chikliwala (DIN: 10178021) has started her career with an Aviation Industry and has acquired expert knowledge to deal with all matters relating to administration and marketing requirements. Her entrepreneurial skill has enabled her to establish strong rapport with clients. Her knowledge and experience brings in a lot of value when it comes decision making on the important matters and act as the gatekeepers, acting as a check and balance on the company's management, with a view to safeguarding the assets of the company and protecting the interests of all shareholders as a whole. The Board of Directors is of the opinion that it would be in the interest of the Company, to appoint her as an Independent Director for a period of five consecutive years. Keeping in view his vast expertise and knowledge, the Board considers that his association would be of immense benefit to the Company.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the resolution.

The Board recommends the resolution as set at Item No. 4 of the Notice for the approval by the Shareholders of the Company.

ITEM NO.: 5

Shri. Sunil Mehta was re-appointed as Vice-Chairman & Managing Director of the Company on 1st April, 2020, 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 1st April, 2023, subject to approval of the shareholders in the general meeting.

Mr. Sunil Mehta, Managing Director, will attain the age of 70 years on 6/11/2024. The Company seeks consent of the members by way of special resolution for continuation of his holding existing office after the age of 70 years during the currency of his term of appointment under the provisions of Section 196 (3) (a) of the Companies Act, 2013. The Board therefore recommends the Special Resolutions for your approval.

Shri Sunil Mehta is a founder member of Cinevista Limited (formerly Cinevistaas Limited). He started his career in the film distribution sector and was involved in the distribution of 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 Managing Director. He is actively involved in all aspects of the company and also takes keen interest in the area of creative development, scripting and story development. Shri Sunil Mehta spearheads the think tank team that is the core source of knowledge, management and strategy of the company. As producers, Shri Sunil Mehta and Shri Prem Krishen Malhotra have over 4000 hours of programming behind them.

The entire evolvement, Planning, execution and thought process behind the K. Raheja Corp Real Estate P. Ltd. Deal finalized and declare to the N.S.E./B.S.E. on 30/5/2023, was the brainchild of Mr. Sunil Mehta, M.D. & Vice Chairman, Cinevista Limited.

From just a Media Company, Cinevista has graduated to being and becoming a Developer, all due to the untiring and relentless efforts of Mr. Sunil Mehta.

It took a period of almost/close to 4 years of labour and untiring hard work, to achieve the target and goal set, for the company, by the Managing Director.

We, as a Company, succeeded the 3rd time around!

The First proposed Deal was inked between Sheth Developers P. Ltd and Cinevista Limited in August 2020, while, the second Between Godrej Funds and Cinevista Limited, was inked in August 2021.

While the first was voluntarily called off by Cinevista Limited on 9/2/2021, the second ended with a mail of apology, from none other than Mr. Pirojsha Godrej, apologizing for wasting 14 months of your Company's Efforts, Time and expenses incurred in legal costs.

Undeterred, Mr. Sunil Mehta, rallied on with his efforts, nonetheless and success finally smiled on him and the Company, when we signed the Term Sheet document (Non-binding) with K. Raheja Corp Real Estate P. Ltd. on the 6th of December 2022.

The Deal Finally Culminated, in its entirety, on 30th May 2023, Bringing to Close, a promise we'd been making to our Esteemed Shareholders, over the last 2 A.G.M.'s.

The coming 5 years will also hopefully see all other efforts and targets set by Mr. Sunil Mehta, also fructifying.

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 1st April, 2023 on the terms & conditions as set out in the resolution. Due to inadequacy or absence of profits in previous financial year 2022-23, 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. 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. 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
- 2) Date of Commencement: 07/05/1997
- 3) Financial Performance during the year ended 31st March 2023: As per financial statement
- 4) Export Performance & Net Foreign Exchange collaboration: NIL
- 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: Erosion in margins and huge uncertainty of continuity, make it unviable, for a Production House, to invest huge sums of money, amounting to Crores, in Television Programming, as trends currently stand. Resultantly, as a Company, we've decided, to stay away from Television programming, till things rationalize and we're on a firm footing!
2. Steps taken or proposed to be taken for improvement: Our deal finalized with K. Raheja Corp Real Estate P. Ltd, is the First Step taken, in the Right direction, to Guarantee Improvement. The next 5/6 years will see a steady stream of income, coming into the Company.
3. Expected increase in Productivity & Profit, in measurable terms: You would appreciate, it would be unpractical and unethical, to forecast or predict, with precision, any numbers, indicating in measureable terms, profitability!

All that we would like to underline, is that the deal inked between M/s. Cinevista Limited and K. Raheja Corp Real Estate P. Ltd., will and should prove to be the turning point, in the Company's Chapter!

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

Shri. Prem Krishen Malhotra was re-appointed as the Chairman and Whole-time Director of the Company on 1st April, 2020, 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 1st April, 2023, subject to approval of the shareholders in the general meeting.

Mr. Prem Krishen Mahotra, Whole Time Director, has attained his 70 years on 05/07/2023. The Company seeks consent of the members by way of special resolution for continuation of his holding existing office after the age of 70 years during the currency of his term of appointment under the provisions of Section 196 (3) (a) of the Companies Act, 2013. The Board therefore recommends the Special Resolutions for your approval.

Mr. Prem Krishen Malhotra is a founder member of Cinevista Limited (Formerly Cinevistaas Ltd). He has over 50 years of enriched experience in the media and entertainment industry. Mr. Malhotra started his career as an 'Assistant Director' with the Legend of the Indian film industry, Late Raj Kapoor. He also spent valuable time learning the craft of direction and film making from the Late

Vijay Anand, Brother of the Evergreen Actor, 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 success 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 the sphere of building the Cinevistaas brand, besides developing key talent artiste relationships.

Mr. Prem Krishen Malhotra is Chairman & Whole Time Director of the Company. He heads the overall creative operations of the company & involves himself in the day-to-day affairs of the company as Whole Time Director. He is actively involved with the O.T.T., channels and is spear heading Cinevista’s Growth & Advancement plans across channels such as Amazon / Netflix / Jio / Etc. He is very important for the Business Advancement of the Company across O.T.T. channels which will give Cinevista, a huge growth potential, in the times to come!

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 1st April, 2023 on the terms & conditions as set out in the resolution. Due to inadequacy or absence of profits in previous financial year 2022-23, 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. 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. 6 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:

V. GENERAL INFORMATION:

- 1) Nature of Industry: Media Software
- 2) Date of Commencement: 07/05/1997
- 3) Financial Performance during the year ended 31st March 2023: As per financial statement
- 4) Export Performance & Net Foreign Exchange collaboration: NIL
- 5) Foreign Investment or collaboration, if any: NIL

I. 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.

- 2) **Past remuneration:** Rs. 63,00,000/- (Rupees Sixty Three Lakh Only) per annum as basic salary
- 3) **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.
- 4) **Remuneration Proposed:** Rs. 63,00,000/- (Rupees Sixty Three Lakh Only) per annum (for 3 years)
- 6) **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.
- 7) **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.

I. OTHER INFORMATION

1. **Reason for loss or inadequate profits:** Erosion in margins and huge uncertainty of continuity, make it unviable, for a Production House, to invest huge sums of money, in Crores, in Television Programming, resultantly, as a Company, we've decided, to stay away from Television till things rationalize and we're on a firm footing.
2. **Steps taken or proposed to be taken for improvement:** Our deal finalized with K. Raheja Corp Real Estate P. Ltd, is the first step taken, in the fight direction, to guarantee improvement. The next 5/6 years promise a steady stream of income.
3. **Expected increase in productivity and profit in measurable terms:** However, it is extremely difficult to forecast any profit numbers under this extreme uncertain situation due to continuation of lock down and pandemic situation

II. 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. 7

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 2022-23 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	30/05/2021	63
PremKrishen Malhotra	WTD & Promoter	Director's Remuneration	3 years	30/05/2021	63
Fascination Network	Associate Firm	Prior Period Outstanding Payment	Ongoing Contract	30/05/2021	0.20
Sunil Mehta	MD & Promoter	Loan received	Ongoing Contract		115.04
Sunil Mehta	MD & Promoter	Loan Repaid	Ongoing Contract		798.08
Premkrishen Malhotra	WTD & Promoter	Loan received	Ongoing Contract		111.43
Premkrishen Malhotra	WTD & Promoter	Loan Repaid	Ongoing Contract		1497.44
Eddies Hospitality Pvt. Ltd.	Interested Director – Sunita Malhotra	Loan Received	Ongoing Contract		300.44
Eddies Hospitality Pvt. Ltd.	Interested Director – Sunita Malhotra	Loan Repaid	Ongoing Contract		9.69

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. 7 for the approval of the Members.

ITEM No. 8

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, 2023 was Rs. 78,17,84,065.94/-

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. 8 for the approval of the Members.

ITEM No. 9

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. 9 for the approval of the Members

ITEM No. 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 her holding of existing office after the age of 75 years during the continuation of their term of appointment.

Mrs. Mahrukh Shavik Chikliwani, Non-Executive Independent Director will attain the age of 75 years in the month of June, 2025.

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. 10 for the approval of the Members

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.

Registered Office:

Plot No. 1, L.B.S. Marg
Gandhi Nagar
Kanjurmarg (W)
Mumbai – 400 078.
Place: Mumbai.
Date: 30th May, 2023

By order of the Board
For Cinevista Limited

Kilpa Goradia
Company Secretary