

**NOTICE TO THE MEMBERS**

Notice is hereby given that the Twentieth Annual General Meeting of the Members of M/s. Cinevista Limited will be held on Friday, 18<sup>th</sup> day of August, 2017, at 11.00 a.m. at Shri Bhaidas Maganlal Sabhagriha, Bhaktivedant Swami Marg, Shri Vile Parle Kelavani Mandal, Vile Parle (W), Mumbai – 400 056 to transact the following business:

**AS ORDINARY BUSINESS:**

- 1) To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2017 and Statement of Profit and Loss for the year ended on that date, together with the Directors' Report and the Auditors' Report thereon.
- 2) To appoint a Director in place of Shri Talat Aziz, who retires by rotation and being eligible, offers himself for reappointment.
- 3) To ratify the appointment of M/s SARATH & ASSOCIATES, Chartered Accountants, Mumbai, (Firm Registration No. 5120S) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting up to the conclusion of 21<sup>st</sup> Annual General Meeting of the Company and to authorize the Board of Directors of the Company to fix their remuneration.

**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 period of three years commencing from 1st April, 2017, 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 period of three years commencing from 1st April, 2017, 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 Party 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 21<sup>st</sup> AGM from the date of this Resolution including the transaction(s) already entered into with such party/parties from 1st April, 2017 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 invitation, offer, issue and allotment of redeemable debentures, subordinated debts, securities, debt securities, bonds, convertible or non-convertible or partly convertible, 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.”

**Registered Office:**

Plot No. 1, L.B.S. Marg  
Gandhi Nagar  
Kanjurmarg (W)  
Mumbai – 400 078.  
Place: Mumbai.  
Date: 30<sup>th</sup> May 2017

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

Kilpa Goradia  
Company Secretary

**Notes:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. The instrument appointing a Proxy, in order to be effective, must be received at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
3. Corporate members intending to send their authorized representatives to attend the Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

5. The Register of Members and Share Transfer Books of the Company will remain closed from 11<sup>th</sup> day of August, 2017 to 18<sup>th</sup> day of August, 2017 (both days inclusive).
6. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting pursuant to the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting (SS-2) are annexed hereto.
7. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting
8. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) has admitted the Company's Equity shares in its Depository System and the ISIN No. is INE039B01026. You may take advantage of the demat facility.
9. A member desirous of getting any information in respect of the contents of the Annual report is requested to forward the queries to the Company atleast seven days prior to the meeting so that the required information can be made available at the meeting.
10. Members are requested to address all their shares / membership related queries to the Company's Registrar and Transfer Agents viz. M/s Karvy Computershare Pvt. Ltd., Plot No.17-24, Vittalrao Nagar, Madhapur, Hyderabad – 500 081.
11. Members are requested to bring their copy of the Annual Report for the meeting.
12. Members, who hold shares in electronic form, are requested to bring their Client Id & DP Id for easy identification.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrars and Transfer Agents, Karvy Computershare Pvt. Ltd.
14. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / Karvy Computershare Pvt. Ltd.
15. The Ministry of Corporate Affairs, Government of India has introduced a 'Green Initiative in the Corporate Governance' by allowing paperless compliances by the Company for service of documents to their Members through electronic mode, which will be in compliance with Section 20 of the Companies Act, 2013.
16. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically
17. Electronic copy of the Annual Report for 2016-2017 alongwith Notice, Attendance Slip and Proxy Form is sent to all the members whose email IDs are registered with the Company / Depository Participant(s) for communication purposes. For members who have not registered their email address, physical copies of the Annual Report 2016-17 are being sent to them in the permitted mode. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same.
18. Details of directors seeking re-appointment at the forthcoming Annual General Meeting to be held on 18<sup>th</sup> August, 2017 [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                                             | Shri Talat Aziz                | Shri Sunil Mehta                                                                                                                         | Shri Prem Krishen Malhotra                                                                                            |
| Date of Birth                                                    | 11/11/1956                     | 06/11/1954                                                                                                                               | 05/07/1953                                                                                                            |
| Date of appointment on Board                                     | 28/06/2001                     | 07/05/1997                                                                                                                               | 07/05/1997                                                                                                            |
| Qualification                                                    | B.A.                           | B. Com                                                                                                                                   | S.S.C.                                                                                                                |
| List of Directorships held in other companies                    | Heritage Productions Pvt. Ltd. | Cinevista Eagle Plus Media Pvt. Ltd.<br>Chimera Entertainment Pvt. Ltd.<br>Heritage Productions Pvt. Ltd.<br>USP Studios Private Limited | Cinevista Eagle Plus Media Pvt. Ltd.<br>Chimera Entertainment Pvt. Ltd.<br>Heritage Productions Pvt. Ltd.             |
| Chairmanships / Memberships in Board Committee                   | None                           | Share Transfer Committee, Chairman;<br>Risk Management Committee, Chairman;<br>Audit Committee, Member                                   | Stakeholders Relationship Committee, Member;<br>Share Transfer Committee, Member<br>Risk Management Committee, Member |
| Shareholding in the Company (as on 31 <sup>st</sup> March, 2014) | NIL                            | 9009315 Equity shares                                                                                                                    | 9316355 Equity shares                                                                                                 |
| Relationship with existing Directors of the Company              | Not related                    | Related to Shri Prem Krishen Malhotra, Whole-time Director (Brother-in-law)                                                              | Related to Shri Sunil Mehta, Managing Director (Brother-in-Law)                                                       |

**STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)**

**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, 2014, 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 period of three years with effect from 1<sup>st</sup> April, 2017, 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, 2017 on the terms & conditions as set out in the resolution. Due to inadequacy or absence of profits in previous financial year 2016-17, 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 stand 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 2017: As per financial statement
- 4) Export Performance & Net Foreign Exchange collaboration: Rs.4.46 Lacs
- 5) Foreign Investment or collaboration, if any: NIL

**II. INFORMATION ABOUT THE APPOINTEE:**

- 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. 42,00,000/- (Rupees Forty Two 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.
- 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.
- 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
- 3) **Expected increase in productivity and profit in measurable terms:** Not Quantifiable

**IV. DISCLOSURES**

- 1) **Remuneration Package :** Necessary information given in explanatory statement
- 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, 2014, 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 period of three years with effect from 1<sup>st</sup> April, 2017, 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, 2017 on the terms & conditions as set out in the resolution. Due to inadequacy or absence of profits in previous financial year 2016-17, 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 stand 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:

**V. 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 2017: As per financial statement



- 3) Export Performance & Net Foreign Exchange collaboration: Rs. 4.46 Lacs
- 4) Foreign Investment or collaboration, if any: NIL

#### I. INFORMATION ABOUT THE APPOINTEE:

- 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. 42,00,000/- (Rupees Forty Two 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)
- 5) **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.
- 6) **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:** Insufficient revenues on account of closures of various serials.
- 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
- 3) **Expected increase in productivity and profit in measurable terms:** Not Quantifiable

#### II. DISCLOSURES

- 1) Remuneration Package : Necessary information given in explanatory statement.
- 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

| <b>Name (s) of the related party</b> | <b>Nature of Relationship</b>           | <b>Nature of Contract</b>           | <b>Any other relevant information</b> | <b>Amount</b> |
|--------------------------------------|-----------------------------------------|-------------------------------------|---------------------------------------|---------------|
| Sunil Mehta                          | Managing Director (MD)                  | Director's Remuneration             | -                                     | 42,00,000     |
| Prem Krishen Malhotra                | Whole Time Director (WTD)               | Director's Remuneration             | -                                     | 42,00,000     |
| Pamma Mehta                          | Wife of MD                              | Salary                              | -                                     | 19,80,000     |
| Sunita Malhotra                      | Wife of WTD                             | Salary                              | -                                     | 19,80,000     |
| Siddharth Malhotra                   | Son of WTD                              | Professional Fees                   | -                                     | 12,56,570     |
| Fascination Network                  | Partnership Firm (MD & WTD are partner) | Rent Paid                           | -                                     | 8,40,000      |
| Raaj Films                           | Partnership Firm (WTD is partner)       | Rent Paid                           | -                                     | 8,40,000      |
| Eddies Hospitality Pvt. Ltd.         | Sunita Malhotra – Interested Director   | Rent Received                       | -                                     | 12,00,000     |
| Eddies Hospitality Pvt. Ltd.         | Sunita Malhotra – Interested Director   | Income from Ad Commercials Received | -                                     | 34,00,000     |

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 2016-17 are as follows:

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, 2017 was Rs. 39,59,24,140.53

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

**Registered Office:**  
Plot No. 1, L.B.S. Marg  
Gandhi Nagar  
Kanjurmarg (W)  
Mumbai – 400 078.

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

Place: Mumbai.  
Date : 30<sup>th</sup> May 2017

Kilpa Goradia  
Company Secretary