

NOTICE TO THE MEMBERS

Notice is hereby given that the Twenty Second Annual General Meeting of the Members of M/s. Cinevista Limited will be held on Tuesday, 24th day of September, 2019, at 11.00 a.m. at Shri. Santokba Sanskar Sadan, Next to 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 31st March, 2019 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 M/s Chaturvedi & Patel, Chartered Accountants (Firm Reg No: 121351 W) as the Statutory Auditors of the Company and in this regard to consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT subject to the provisions of Section 139, 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, M/s. Chaturvedi & Patel, Chartered Accountants, Mumbai [Firm Reg No: 121351 W], be and are hereby appointed as the Statutory Auditor of the Company for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the sixth Annual General Meeting from this Annual General Meeting at such remuneration and out of pocket expenses, as maybe determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.

RESOLVED FURTHER THAT any of the Director or Company Secretary of the Company, be and are hereby authorized to do such act, deeds and things as may deem fit to give effect to the above said resolution”.

Special Business:

- 3) To appoint Smt. Jyoti Pritam Motwani (DIN: 08381766) as a Director of the Company and in this regard to consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT Smt. Jyoti Pritam Motwani (DIN: 08381766) who was appointed as an Additional Director of the Company with effect from 1st April, 2019 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 [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 his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.”

- 4) To re-appoint Smt. Sulochana Talreja (DIN: 00065092) as an Independent Director 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 the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Act [including any statutory modification(s) or re-enactment(s) thereof] and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Smt. Sulochana Talreja (DIN: 00065092), who was appointed as an Independent Director of the Company at the 17th Annual General Meeting of the Company for the period of 5 years and who being eligible for re-appointment as an Independent Director has given her consent along with a declaration that she meets the criteria for independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations 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 Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term commencing from 1st April, 2019 upto 31st March, 2024.”

- 5) To re-appoint Smt. Renu Anand (DIN: 00064957) as an Independent Director 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 the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Act [including any statutory modification(s) or re-enactment(s) thereof] and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Smt. Renu Anand (DIN: 00064957), who was appointed as an Independent Director of the Company at the 17th Annual General Meeting of the Company for the period of 5 years and who being eligible for re-appointment as an Independent Director has given her consent along with a declaration that she meets the criteria for independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations 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 Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term commencing from 1st April, 2019 upto 31st March, 2024.”

- 6) To re-appoint Shri. Niranjana Shivdasani (DIN: 02666449) as an Independent Director 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 the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Act [including any statutory modification(s) or re-enactment(s) thereof] and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time Shri. Niranjana Shivdasani (DIN: 02666449), who was appointed as an Independent Director of the Company at the 18th Annual General Meeting of the

Company for the period of 4 years and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term commencing from 1st April, 2019 upto 31st March, 2024.”

- 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 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 23rd AGM from the date of this Resolution including the transaction(s) already entered into with such party/parties from 1st April, 2018 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 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 instution(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 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 bonds / other instruments to secure rupee/foreign currency loans 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 Shri. Niranjan Shivdasani (DIN: 02666449) as the Non-Executive Independent Director under Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED that pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the Members of the Company be and is hereby accorded for continuation of Shri. Niranjan Shivdasani (DIN: 02666449) as Non-Executive Independent Director at the age of 84 (Eighty Four) years as on 18th May, 2019 upto the expiry of his present term of office, as would be duly approved through the special resolution passed on September 24, 2019 by the Shareholders in their 22nd 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”.

- 11) To seek the consent for the continuation of the term of office of Smt. Jyoti Pritam Motwani (DIN: 08381766) as the Non-Executive Non Independent Director under Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED that pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the Members of the Company be and is hereby accorded for continuation of Smt. Jyoti Pritam Motwani (DIN: 08381766) as Non-Executive Non Independent Director at the age of 78 (Seventy Eight) years as on 13th March, 2019 upto the expiry of her present term of office, as would be duly approved through an ordinary resolution passed on September 24, 2019 by the Shareholders in their 22nd 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”.

- 12) Approval for payment of remuneration to non-executive directors 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 the provisions of the Listing Regulations and pursuant to the provisions of Sections 197(1), 198 and other applicable provisions, if any, of the Companies Act, 2013, including

any amendment, modification, variation or re-enactment thereof, the non-executive directors of the Company in addition to sitting fees being paid / payable to them for attending the meetings of the Board of Directors of the Company (hereinafter referred to as the 'Board') and its Committees thereof, be paid, every year for a period of five years with effect from 01 April 2019, commission of an amount, if thought deemed and as may be determined by the Board from time to time, subject to an overall ceiling upto 1% (one percent) of the net profits of the Company (computed in the manner referred to in Section 198 of the Companies Act, 2013), to be divided amongst them in such manner as the Board may, from time to time, determine.”

Registered Office:

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

Place: Mumbai

Date: 13th August 2019

**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 / Power of Attorney 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. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the company, provided not less than three days' written notice is given to the Company
6. The Register of Members and Share Transfer Books of the Company will remain closed from 17th day of September, 2019 to 24th day of September, 2019 (both days inclusive).

In Continuation

Notice is hereby given that the Twenty Second Annual General Meeting of the Members of M/s. Cinevista Limited will be held on Tuesday, 24th day of September, 2019, at 11.00 a.m. at Shri. Santokba Sanskar Sadan, Next to Shri. Bhaidas Maganlal Sabhagriha, Bhaktivedant Swami Marg, Shri Vile Parle Kelavani Mandal, Vile Parle (W), Mumbai – 400 056 to transact the following business:

Special Business:

- 13) To authorize the sale of 'the property' 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 the provisions of Section 180 of the Companies Act, 2013 and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, the provisions of the listing agreement entered into by the Company with the Stock Exchanges where the shares of the Company are listed, and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, the consent of the Members be and is hereby accorded to the Board of Directors of the Company to exercise its powers to sell / transfer /dispose off its property situated at Plot No.1, Gandhi Nagar, L.B.S. Marg, Kanjurmarg (W), Mumbai – 400078 (herein referred as 'the property'), together with all specified tangible and intangible assets, including land, plant and machinery and other assets either in part or whole but excluding its brand name, as a going concern on a slump sale basis or on an "as is where is" basis or in any other manner as the Board may deem fit in the interest of the Company at the absolute discretion on such terms and conditions as may be deemed fit by the Board.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby accorded to sell 'the property' not below the fair price and to do, execute and perform all or any of the acts applicable necessary for appointment of the leading property consultant & investment bankers to find buyers to purchase part or whole land or enter into Joint Venture/ Joint Development with developers as per the provisions of the Companies Act, 2013 in fact and at law so long as they are Directors of the Company to act for and in the name of the Company or in their own name and on behalf of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised and empowered to finalise and execute necessary documents including but not limited to definitive Agreements, deeds of sale and other ancillary documents, with effect from such date and in such manner as is decided by the Board to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale of the Property as they may in their absolute discretion deem fit.

- 14) To approve continuation of payment of remuneration to Executive Directors / Promoters in excess of threshold limits as per SEBI (LODR) (Amendment) Regulations, 2018 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 Regulation 17(6)(e) of SEBI (LODR) (Amendment) Regulations, 2018 and other applicable provisions, if any and as per the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, the consent of the Company be and is hereby accorded to the continuation of payment of remuneration as per existing terms and conditions as approved by the shareholders to Mr. PremKrishen Malhotra, Whole Time and Mr. Sunil Mehta, Managing Director & CEO of the Company, at the Annual General Meeting held on August 18, 2017 and who are Executive Directors and Mrs. Sunita Malhotra & Mrs. Pamma Mehta who are the Promoters of the Company appointed as 'Costume Designer and Stylist' & 'Administrative, Creative & Public Relations Officer' of the Company at the Annual General Meeting held on 27th day of September, 2016 notwithstanding: i) annual remuneration to each of them exceeding ₹ 5 Crores or 2.5 per cent of the net profits of the Company calculated as per the provisions of Section 198 of the Companies Act,

2013, whichever is higher; or ii) their aggregate annual remuneration exceeding 5 per cent of the net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013, till the expiry of their current term on 31st March, 2020

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all steps as may be necessary, proper and expedient to give effect to this Resolution.”

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: 21st August 2019

Kilpa Goradia
Company Secretary

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

ITEM NO.: 13

The current cash flows of the company are stretched and sustenance of the present debt levels is difficult. It is therefore, desirable and inevitable at this juncture that the Company sale of whole or part of its property and reduce a substantial part of its debt. The proceeds of such proposed sale would generate enough financial resources for the Company to meet its funding requirements for its business and general corporate purposes or any other purposes as may be approved by the Board of the Company and/or its subsidiary company.

The management has decided monetise the studio land in Kanjurmarg. It will appoint the leading property consultant & investment bankers to find buyers to purchase part or whole land or enter into JV/ JD with developers. It will explore all possibilities to extract the maximum benefits for the shareholders.

The consent of the members of the Company is being sought to authorize the Board of Directors of the Company to effect the sale of the property in the manner as set out at item no. 13 of this notice.

The Board recommends the Resolution at Item No. 13 of the accompanying Notice for the approval of the members of the Company by way of a Special Resolution.

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.

ITEM NO.: 14

As per newly introduced Regulation 17(6)(e) of SEBI (LODR) (Amendment) Regulations, 2018, the fees or compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in general meeting, if-

- (i) the annual remuneration payable to such executive director exceeds ` 5 Crore or 2.5 per cent of the net profits of the listed entity calculated as per the provisions of Section 198 of the Companies Act, 2013, whichever is higher; or
- (ii) where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity.

At present, on the Board of Directors of the Company, there are two executive directors who are promoters. They are Mr. PremKrishenMalhotra, Whole Time Director and Mr. Sunil Mehta, Managing Director & CEO of the Company approving their appointment on August 18, 2017. Mrs. Sunita Malhotra & Mrs. Pamma Mehta who are the Promoters of the Company appointed as 'Costume Designer and Stylist' & 'Administrative, Creative & Public Relations Officer' of the Company at the Annual General Meeting held on 27th day of September, 2016. The shareholders have approved remuneration payable to them within the limits as prescribed at that time as per Companies Act, 2013, which is in excess of 2.5% of the net profits of the Company, individually and more than 5% of the net profits

of the Company in aggregate. This necessitates seeking fresh approval of the shareholders by way of special resolution for retaining all existing terms and conditions of appointment of aforesaid Executive Directors including remuneration payable to them till the expiry of their respective term i.e. 31st March, 2020 in order to comply with the above mentioned newly introduced Regulation 17(6)(e) of SEBI (LODR) Regulations, 2015.

The Board approved the above proposal at their meeting held on August 21, 2019 after considering the valuable contributions of Mr. PremKrishenMalhotra and Mr. Sunil Mehta in the growth of the Company and remuneration prevalent for the similar positions in the companies of the like size.

The Board recommends the special resolution set out at Item No. 14 of the Notice for approval by the Members.

None of the Directors, except, Mr. Prem Krishen Malhotra, Whole Time Director & Mr. Sunil Mehta, Managing Director & CEO, Ms. Pamma Mehta and Ms. Sunita Malhotra who are also in the promoters and drawing remuneration in the company and their relatives are financially or otherwise concerned or interested in the resolution no. 14.

Brief profile of Mr. Prem Krishen Malhotra, Mr. Sunil Mehta, Ms. Pamma Mehta and Ms. Sunita Malhotra here:

Name of the Director	Prem Krishen Malhotra	Sunil Mehta	Sunita Malhotra	Pamma Mehta
Date of Birth	05/07/1953	06/11/1954	01/03/1957	29/01/1952
Date of appointment / Re-appointment	Reappointed on August 18, 2017	Reappointed on August 18, 2017	Reappoin27th day of September, 2016	Reappoin27th day of September, 2016
Designation held	Whole Time Director	Managing Director	Costume Designer and Stylist	Administrative, Creative & Public Relations Officer
Qualification	S.S.C	B.Com	BA	BA
Directorship held in other Companies as on 31-03-2019 excluding Foreign Companies	None	None	None	None

Registered Office:

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

Place: Mumbai

Date: 21st August 2019

By order of the Board
For Cinevista Limited

Kilpa Goradia
Company Secretary

7. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act') in respect of the business under Item Nos. 2 to 11 above is annexed hereto. The relevant details of the Directors seeking re-appointment/appointment under Item Nos. 3 to 6 pursuant to Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and as required under Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed hereto.
8. The Securities and Exchange Board of India ('SEBI') has mandated the transfer of securities to be carried out only in dematerialised form (except in case of transmission or transposition of securities) effective from 1st April, 2019. Accordingly, requests for physical transfer of securities of listed entities shall not be processed from 1st April, 2019 onwards. In view of such amendment and in order to eliminate the risks associated with physical holding of shares, Members who are holding shares in physical form are hereby requested to dematerialise their holdings to avail of numerous benefits of dematerialisation, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
9. In terms of section 101 and 136 of the Companies Act, 2013 read together with the Rules made thereunder, the listed companies may send the notice of annual general meeting and the annual report, including financial statements, board report, etc. by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those members who have registered their email ids with their respective depository participants or with the share transfer agent of the Company.
10. To receive shareholders' communication through electronic means, including Annual Reports and Notices, members are requested to kindly register/update their email address with their respective depository participants, where shares are held in electronic form. If, however, shares are held in physical form, members are advised to register their email address with Karvy on rajendra.v@karvy.com
11. As per the provisions of Section 72 of the Act, facility for making nomination is available for Members in respect of shares held by them. Members holding shares in single name and who have not yet registered their nomination are requested to register the same by submitting form No. SH-13. If a Member desires to cancel the earlier nomination and record fresh nomination, he/she may submit the same in Form No. SH-14. These Forms can be downloaded from the Company RTA Karvy Fintech Private Ltd website. Members holding shares in physical form are requested to submit the forms to Karvy. Members holding shares in electronic form may obtain nomination forms from their respective Depository Participant.
12. 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
13. 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.

14. 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.
15. Members are requested to address all their shares / membership related queries to the Company's Registrar and Transfer Agents viz. M/s Karvy Fintech Pvt. Ltd., Karvy Selenium Tower B, Plot No 31 & 32 Gachibowli, Financial District, Nanakramguda, Serilingampally Hyderabad – 500 032, Tel. No. : 040 67161510, 040-67161512 & Toll Free no.: 1800-345-4001
16. Members / Proxies are requested to bring the attendance slip / proxy form duly filled and signed for attending the meeting. Proxies are requested to bring their identity proof to the meeting for purpose of identification.
17. Members, who hold shares in electronic form, are requested to bring their Client Id & DP Id for easy identification.
18. 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.
19. 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 Fintech Pvt. Ltd.
20. 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.
21. 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
22. Electronic copy of the Annual Report for 2018-2019 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 2018-19 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.
23. Details of directors seeking re-appointment at the forthcoming Annual General Meeting to be held on 24th September, 2019 [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	Jyoti Motwani	Sulochana Talreja	Renu Anand	Niranjan Shivdasani
Date of Birth	13/03/1941	19/01/1957	15/01/1944	18/05/1935
Date of appointment on Board	07/03/2019	28/06/2001	31/01/2004	01/05/2009
Qualification	B.A.	B.A.	B. Com	H.S.C.
Directorship held in other Companies as on 31-03- 2018 excluding Foreign Companies	None	None	None	None
Chairmanships / Memberships in Board Committee	None	Audit Committee, Chairman; Nomination and Remuneration Committee, Chairman; Share Transfer Committee, Member; Risk Management Committee, Member	Stakeholders Relationship Committee, Chairman; Audit Committee, Member; Nomination and Remuneration Committee, Member	Nomination and Remuneration Committee, Member; Stakeholders Relationship Committee, Member
Membership(s) and Chairmanship(s) of Board Committees of other Companies	None	None	None	None
Relationship with existing Directors of the Company	Related to Shri. Sunil Mehta, Managing Director	Not related	Not related	Not related

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: 2

The term of five years of M/s Sarath & Associates (Firm Registration No: 5120 S) ends at the conclusion of the ensuing Annual General Meeting of the Company pursuant to Section 139(2) of Companies Act, 2013 read with Companies (Audit & Auditors) Rules, 2014. Therefore, the Board of Directors in its meeting held on 28th June, 2019 in consultation with Audit Committee approved the appointment of M/s Chaturvedi & Patel, Chartered Accountants (Firm Reg No: 121351 W), as the Statutory Auditors of the Company. The company has proposed their appointment for the period of 5 (five) years subject to the approval of the members at the ensuing Annual General Meeting. M/s Chaturvedi & Patel, Chartered Accountants (Firm Reg No: 121351 W) hold Peer Review Certificate as mandatorily required by Institute of Chartered Accountants of India (ICAI) and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

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. 2 for the approval of the Members

ITEM NO. 3

At the Board Meeting of the Company held on 7th March, 2019, 2019, the Board based on the recommendations of the Nomination and Remuneration Committee and subject to the approval of the Members, appointed Mrs. Jyoti Motwani as Non-Independent Non-Executive Director. Mrs. Jyoti Motwani was appointed as an Additional Director of the Company with effect from 7th March, 2019 by the Board of Directors. In terms of Section 161(1) of the Act, Mrs. Jyoti Motwani 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. Jyoti Motwani has over the years developed an intrinsic insight for the concept that works on Television! India, with its 130 crores population, a large part of which is dominated by masses, required to have somebody who understands the audience pulses!! Jyoti Motwani over the years, in her interaction with us has guided correctly & most of her suggestion has proved valid & right. She, therefore, will be proved as assets to the company in years to come.

None of the Directors, Key Managerial Personnel of the Company and their relatives is (except Mr. Sunil Mehta, Managing Director of the Company) 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, 5 & 6

Smt. Sulochana Talreja, Smt. Renu Anand & Shri. Niranjana Shivdasani are currently an Independent Director of the Company have completed the block of five years at the ensuing Annual General Meeting and are eligible for re-appointment for a second term on the Board of the Company as an Independent Director. Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors propose the re-appointment of Smt. Sulochana Talreja, Smt. Renu Anand & Shri. Niranjana Shivdasani as the Non-executive Independent Directors of the Company, not liable to retire by rotation, for period commencing from 1st April, 2019 to 31st March, 2024, subject to the approval of the Members by a Special Resolution. The Company has in terms of Section 160(1) of the Act received a notice from a Member proposing their candidatures for the office of Director.

Based on the performance evaluation of the Independent Directors and as per the recommendations of the Nomination and Remuneration Committee, given their background, experience and contribution, the Board is of the opinion that Smt. Sulochana Talreja, Smt. Renu Anand & Shri. Niranjana Shivdasani continued association would be of immense benefit to the Company and it is therefore desirable to continue to avail their services as an Independent Director.

The Company has received a declarations from Smt. Sulochana Talreja, Smt. Renu Anand & Shri. Niranjan Shivdasani confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In terms of Regulation 25(8) of the Listing Regulations, Smt. Sulochana Talreja, Smt. Renu Anand & Shri. Niranjan Shivdasani has confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Smt. Sulochana Talreja, Smt. Renu Anand & Shri. Niranjan Shivdasani has also confirmed that they are not debarred from holding the office of Director by virtue of any SEBI Order or any such authority. Further, Smt. Sulochana Talreja, Smt. Renu Anand & Shri. Niranjan Shivdasani are not disqualified from being appointed as Director in terms of Section 164 of the Act and have given their consents to act as Directors.

In the opinion of the Board, Smt. Sulochana Talreja, Smt. Renu Anand & Shri. Niranjan Shivdasani fulfills the conditions specified in the Act and the Listing Regulations for re-appointment as an Independent Directors and that they are independent of the Management.

Smt. Sulochana Talreja is an Art Graduate from the University of Mumbai and has over the years developed a great insight into the development and execution of innovative promotional mechanisms for brands across the country, which she practices as a Consultant.

Smt. Renu Anand is a graduate from the University of Mumbai. She started her career with a confectionery business 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 important matters.

Shri Niranjan Shivdasani is a keen observer with immense knowledge and experience in advertising and marketing related to Media industry. Major span of his life was spent overseas serving a Media company with core business of formatting, designing and marketing of various international magazines. His experience has brought with him a lot of value which the company can capitalize on through the decision making process.

A copy of the draft letters for re-appointment of the Independent Directors setting out the terms and conditions of their re-appointments are available for inspection by the Members at the Registered Office of the Company during the business hours (except on Saturdays and Sundays) and will also be kept available at the venue of the AGM till the conclusion of the AGM.

The relatives of Smt. Sulochana Talreja, Smt. Renu Anand & Shri. Niranjan Shivdasani may be deemed to be interested in the resolutions set out respectively at Item No. 4,5 & 6 of the Notice, to the extent of their shareholding interest, if any, in the Company. Smt. Sulochana Talreja holds 17711 equity shares of the Company while Smt. Renu Anand and Shri. Niranjan Shivdasani holds NIL equity shares of the Company.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, Regulation 17 of the Listing Regulations and other applicable provisions of the Act and Listing Regulations, the re-appointment of Sulochana Talreja, Smt. Renu Anand & Shri. Niranjan Shivdasani as Independent Directors are now placed for the approval of the Members by a Special Resolution.

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. 4, 5 & 6 for the approval of the Members

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 2018-19 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	30/05/2018	47.25
Prem Krishen Malhotra	WTD & Promoter	Director's Remuneration	3 years	30/05/2018	47.25
Pamma Mehta	Wife of MD	Salary	5 years	30/05/2018	19.80
Sunita Malhotra	Wife of WTD	Salary	5 years	30/05/2018	19.80
Fascination Network	Partnership Firm (MD & WTD are partner)	Rent Paid	Ongoing Contract	30/05/2018	8.40
Raaj Films	Partnership Firm (WTD is partner)	Rent Paid	Ongoing Contract	30/05/2018	8.40
Sunil Mehta	MD & Promoter	Loan received	Ongoing Contract	30/05/2018	2603.65
Sunil Mehta	MD & Promoter	Loan Repaid	Ongoing Contract	30/05/2018	2276.80
Premkrishen Malhotra	WTD & Promoter	Loan received	Ongoing Contract	30/05/2018	34.40
Premkrishen Malhotra	WTD & Promoter	Loan Repaid	Ongoing Contract	30/05/2018	1.55

Eddies Hospitality Pvt. Ltd.	Interested Director – Sunita Malhotra	Rent Income	Ongoing Contract	30/05/2018	12.50
Eddies Hospitality Pvt. Ltd.	Interested Director – Sunita Malhotra	Loan Received	Ongoing Contract	30/05/2018	67.37
Eddies Hospitality Pvt. Ltd.	Interested Director – Sunita Malhotra	Loan Repaid	Ongoing Contract	30/05/2018	39.87

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, 2019 was Rs. 40,86,38,065/-

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 or 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 & 11

Consequent to the approval of the shareholders of the Company on 24th September, 2019 regarding the appointment of Shri Niranjn Shivdasani as an Independent Director of the Company for a period of five years effective from 1st April, 2019 up to 31st March, 2024 through an Special Resolution under the relevant provisions of the Companies Act 2013 and Mrs. Jyoti Motwani as the Non Executive Non Independent Director and 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 their holding of existing office after the age of 75 years during the continuation of their term of appointment.

Shri Niranjn Shivdasani, Non-Executive Independent Director has attained the age of 84 years in the month of May 2019. Smt. Jyoti Motwani, Non Executive Non Independent Director has attained the age of 78 years in the month of March, 2019.

None of the other directors or Key Managerial Personnel (KMP) of the Company or their relatives except Mr. Sunil Mehta (Interested in Item No. 3 & 11) 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 & 11 for the approval of the Members

ITEM NO.: 12

As per the provisions of Listing Regulations, all fees/compensation, payable to Non-executive directors shall be fixed by the Board of Directors and shall require previous approval of shareholders in general meeting.

Pursuant to the same, the approval of the Members is sought for payment of commission to Non – executive Directors as set out in the resolution at Item No. 12 of this Notice. The said remuneration to non-executive directors shall be in addition to the sitting fee payable to them for attending meetings of the Board and Committees thereof.

The Board recommends the resolution as set out at Item No. 12 for the approval of the Members.

All the Non- executive Directors and their relatives are deemed to be interested in the resolution set out at Item No. 12.

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 : 13th August 2019

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

**Kilpa Goradia
Company Secretary**