NOTICE TO THE MEMBERS

Notice is hereby given that the Twenty Ninth Annual General Meeting of the Members of M/s. Cinevista Limited will be held on Tuesday, the 30th day of June, 2026 at 11.00 A.M. IST at Jashn Studios 7th Floor, 705, N Square 24th Road, Off Linking Road, Beside Los Cavos, Bandra (W), Mumbai-400052 to transact the following business :

AS ORDINARY BUSINESS:

1. To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended 31st March, 2026 and the reports of the Board of Directors and Auditor thereon:

   "Resolved that the audited standalone financial statements of the Company for the financial year ended 31st March, 2026 and the reports of the Board of Directors and Auditor thereon as circulated to the members with the notice of the annual general meeting and submitted to this meeting be and are hereby received, considered and adopted."

2 To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended 31st March, 2026 and the report of the Auditor thereon:

   "Resolved that the audited consolidated financial statements of the Company for the financial year ended 31st March, 2026 and the report of Auditor thereon as circulated to the members with the notice of the annual general meeting and submitted to this meeting be and are hereby received, considered and adopted."

3. To re-appoint Mrs. Vinita Concessio (DIN: 10144174) as a director liable to retire by rotation:

   "Resolved that Mrs. Vinita Concessio (DIN: 10144174), who retires by rotation and being eligible offers herself for re-appointment, be and is hereby re-appointed as a director of the Company liable to retire by rotation."

Special Business:

4. To appoint. M/s Sarath & Associates (FRN 5120S) as the Statutory Auditors of the years and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution

   "RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Audit Committee and the Board of Directors, M/s Sarath & Associates, a peer reviewed Chartered Accountants (FRN 5120S) be and are hereby appointed as the Statutory Auditors of the Company, in place of the retiring auditors M/s. Raj Niranjan Associates, Chartered Accountants (Firm Registration No.: 108309W), to hold office for a term of five consecutive years from the conclusion of this 29th Annual General Meeting until the conclusion of the 34th Annual General Meeting of the Company to be held in the year 2031, at such remuneration plus applicable taxes and out-of-pocket expenses, as may be mutually agreed between the Board of Directors and the Auditors.

   RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution."

5. To approve the re-appointment of Mr. Sunil Mehta (DIN:00064800) as Managing Director & Vice-Chairman of the Company after the Age of 70 years and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution

   "RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors and subject to such terms and conditions as may be imposed while granting such approval, if any, the consent of the members be and is hereby accorded for the re-appointment of Mr. Sunil Mehta (DIN: 00064800) as Managing Director of the Company, notwithstanding that he has attained the age of 70 years, for a further period of three years commencing from 1st April, 2026, on the following terms and conditions:

   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.

   d) Other Perquisites: 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.

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

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

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

6. To approve the re-appointment of Mr. Prem Krishen Malhotra (DIN:00065136) as Whole Time Director & Chairman of the Company after the Age of 70 years and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution

   "RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors and subject to such terms and conditions as may be imposed while granting such approval, if any, the consent of the members be and is hereby accorded for the re-appointment of Mr. Prem Krishen Malhotra (DIN:00065136) as Whole Time Director & Chairman of the Company, notwithstanding that he has attained the age of 70 years, for a further period of three years commencing from 1st April, 2026, on the following terms and conditions:

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.

d) Other Perquisites: 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.

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

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

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

7. To seek consent for Related Parties Transactions upto an aggregate limit of 50 Crores only and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary 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 30^{th} AGM from the date of this Resolution including the transaction(s) already entered into with such party/parties from 1st April, 2026 till the date of this resolution.

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

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

"RESOLVED THAT pursuant to Section 180 (1)(c), Section 42 and other applicable provisions, if any, of the Companies Act, 2013 and relevant Rules under Companies Act, 2013, (including any statutory modifications and re-enactment thereof for time being in force) the consent of the Members be and is hereby accorded to borrow for the purpose of the business from time to time any sum or sums of moneys secured or unsecured for and on behalf of the Company by way of term loan or any other loan or deposits or financial assistance fund based or non fund based in whatever name called from bank(s), financial 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 a Special Resolution:

“RESOLVED FURTHER THAT in terms of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby given to the Board of Directors of the Company or any committee thereof (“the Board”) for above mentioned purpose to create such charges, mortgages and hypothecations, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to take over the management and concern of the Company in certain events in favour of Banks/ Financial Institutions, other investing agencies and trustees for the holders of debentures/ bonds/ other instruments to secure rupee/foreign currency loans and/ or the issue of debentures whether partly/ fully/ non-convertible and / or securities linked to Ordinary shares and/ or bonds with share warrants attached or any other borrowings issued/to be issued by the Company from time to time, in one or more tranches, up to an aggregate limit of 163 Crores (One Hundred and Sixty Three Crores Only) together with interest as agreed, additional interest in case of default, accumulated interest, liquidated damages and commitment charges, all other costs, charges and expenses and all other monies payable by the Company in terms of respective loan agreement(s) or any other document entered / to be entered into between the Company and the lenders/agents/investors and trustees in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or any Committees thereof and the lenders, agents or trustees.

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

10. To seek the consent for the continuation of the term of office of Mrs. Mahrukh Shavak Chikliwala (DIN: 10178021) as the Non-Executive Independent Director after the Age of 75 years 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) Regulations, 2015, as amended, 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), and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the consent of the Members of the Company be and is hereby accorded for the continuation of directorship of Mrs. Mahrukh Shavak Chikliwala (DIN: 10178021) as a Non-Executive Independent Director of the Company, notwithstanding that she has attained the age of 75 (Seventy Five) years, for her remaining tenure upto 2028, being the expiry of her present term as approved by the Shareholders vide Special Resolution passed at the 26th Annual General Meeting held on 10th August, 2023.

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

Registered Office:
1, Silver Croft, Off. T.P.S.III,
Corner of 16th & 33rd Road,
Bandra (W),
Mumbai – 400 050.
Place: Mumbai.
Date: 6th May, 2026

By order of the Board
For Cinevista Limited

Kilpa Goradia
Company Secretary

Notes:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act'), which sets out details relating to Special Business (being considered unavoidable by the Board of Directors) at the meeting, is attached with this Notice of AGM.

2. The Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, 23rd June, 2026 to Tuesday, 30th June, 2026, both days inclusive.

3. A member entitled to attend and vote at the meeting is entitled to appoint a proxy/proxies to attend and vote instead of himself /herself. Such a proxy/ proxies need not be a member of the company. In order that the appointment of a proxy is effective, the instrument appointing a proxy must be received at the registered office of the company not later than forty-eight hours. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten (10) 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 only as a proxy and such person shall not act as proxy for other shareholder.

4. In case of joint holders attending the Meeting, the joint holder who is higher in the order of names will be entitled to vote at the meeting.

5. E-voting is optional and those who have not exercised remote e-voting option can cast their votes at the AGM venue on 30 June, 2026 as per instructions provided in Notice of AGM.

6. THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE ANNEXED TO THIS NOTICE.

7. Corporate/Institutional members (i.e. other than Individuals, HUF, NRI, etc.) intending to attend the meeting in accordance with the terms of Section 113 of the Companies Act, 2013 are required to send scanned Board Resolution (PDF Format) by email to helpdesk@cinevistaas.com with a copy marked to evoting@nsdl.com

8. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cutoff date will be entitled to vote at the AGM.

9. Pursuant to SEBI Circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 the requirement of sending hard copies of annual reports to shareholders has been dispensed with.

10. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12th May, 2020, Notice of the AGM along with the Integrated Annual Report 2025-26 is being sent through electronic mode to those members whose email addresses are registered with the Company/Depositories. The Notice of AGM and Integrated Annual Report 2025-26 are available on the Company's website at http://www.cinevistaas.com/ar.html and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e.www.evoting.nsdl.com.

11. Members holding shares in dematerialized form, who have not updated their email addresses, are requested to contact their Depository Participant for updation of their email id. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing at einward.ris@kfintech.com along with the copy of the signed request letter mentioning their name and address, self-attested copy of the PAN card and self-attested copy of a valid proof of address (eg. Aadhaar/Utility bill - not older than 3 months) in support of the member's address.

12. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holding should be verified from time to time.

13. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended)and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.

14. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act and Certificate from the Statutory Auditor of the Company under regulation 13 of the SEBI (Share Based Employee Benefits) Regulations, 2014, will be available for inspection by the members during the AGM. All documents referred to in the notice will also be available for inspection without any fee by the members from the date of circulation of this notice up to the date of AGM, i.e. 30th June, 2026 during business hours. Members seeking any information

with regard to the accounts or any matter to be placed at the AGM are requested to write to the Company on or before 23rd June, 2026 through email to helpdesk@cinevistaas.com. The same will be replied by the Company suitably.

15. The statement pursuant to Section 102 of the Act is attached hereunder and forms part of the notice. As required under the Secretarial Standard – 2 and Regulation 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), the relevant information of directors seeking appointment/re-appointment is attached in Notes to the Notice. The Board of Directors have considered Item Nos. 4 to 10 as unavoidable and therefore included it as Special Business in the ensuing AGM.

16. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting duly filled and signed Form ISR-4, the format of which is available on the website of the Company's RTA's at https://investor.kfintech.com/wp-content/uploads/2023/04/Form-ISR-4.pdf. It may be noted that any service request can be processed only after the folio is KYC Compliant.

17. Members may please note that Securities and Exchange Board of India (SEBI) has made Permanent Account Number (PAN) as the sole identification number for all participants transacting in the securities market, irrespective of the amount of such transactions.

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

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

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

    KFin Technologies Limited
    (Unit: Cinevista Limited)
    Selenium Tower B, Plot No.: 31 & 32, Gachibowli,
    Financial District, Nanakramguda, Serilingampally,
    Hyderabad, Telangana – 500032
    Toll Free no.: 1-800-309-4001
    E-mail: einward.ris@kfintech.com
    Website: www.kfintech.com

19. As per Section 72 of Companies Act, 2013, members can nominate a person in respect of all the shares held by them singly or jointly. Members holding shares in physical form can avail the nomination facility by filling Form No. SH-13 in duplicate with the Company's Share Transfer Agent i.e. KFin Technologies Limited. Members holding shares in the dematerialized form may contact the Depository Participant for recording nomination in respect of their shares.

20. The results on resolutions will be declared on or after the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the resolutions.

21. The results declared along with the scrutinizer's report will be placed on the website of the Company i.e. www.cinevistaas.com under Investors section and on the website of NSDL i.e. https://evoting.nsdl.com. The results shall also be communicated to the Stock Exchanges.

22. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. The 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 and the Members holding shares in physical form can submit their PAN details to the Company

23. Details of directors seeking re-appointment at the forthcoming Annual General Meeting [Pursuant to Regulation 36 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard (SS-2)]:

PROFILE OF DIRECTORS RETIRING BY ROTATION AND SEEKING RE-APPOINTMENT

Name of the Director	Vinita Concessio	Mahrukh Shavik Chikliwala	Sunil Mehta	Prem Krishen Malhotra
Date of Birth	24/02/1962	22/06/1950	06/11/1954	05/07/1953
Category / Designation	Non Executive Non Independent Director	Non Executive Independent Director	Managing Director (Executive)	Whole Time Director (Executive)
DIN	10144174	10178021	00064800	00065136
Date of appointment on Board	11/05/2023	30/06/2023	01/04/2026	01/04/2026
Qualification	H.S.C.	Bachelors	B. Com	S.S.C.
Nationality	Indian	Indian	Indian	Indian
Experience in functional area	Immense knowledge and experience in the domains of leadership and marketing amongst others. She would be Board member with an entrepreneurial flair and experience, representing turnkey projects consistent with our business footprint and deep technological insights	She started her career with an Aviation Industry and has acquired expert knowledge to deal with all matters relating to administration and marketing requirements. Her entrepreneurial skill has enabled her to establish strong rapport with clients.	More than 31 years of comprehensive experience in diversified areas, he acts as spearheads the think tank team that is the core area of knowledge management and strategy of the company.	31 years of enriched experience with the media entertainment industry. and strong association in film and TV industry
Terms and conditions of appointment or reappointment	Retires by Rotation, being eligible offers herself for re-appointment	Appointment for 5years, Not Liable for Retire by Rotation	Re-appointment for 3 years, Not Liable for Retire by Rotation	Re-appointment for 3 years, Not Liable for Retire by Rotation
Remuneration	Sitting Fees	Sitting Fees	63 lakhs	63 lakhs
Directorship held in other Companies as on 31-03- 2026 excluding Foreign Companies	None	None	Cinevista Eagle Plus Media Pvt. Ltd. Chimera Entertainment Pvt. Ltd. Heritage Productions Pvt. Ltd	Cinevista Eagle Plus Media Pvt. Ltd. Chimera Entertainment Pvt. Ltd. Heritage Productions Pvt. Ltd.
Chairmanships / Memberships in Board Committee	None	Nomination and Remuneration Committee, Member; Stakeholders Relationship Committee, Member; Audit Committee, Chairman	Share Transfer Committee, Chairman; Risk Management Committee, Chairman; Audit Committee, Member	Stakeholders Relationship Committee, Member; Share Transfer Committee, Member Risk Management Committee, Member
Membership(s) and Chairmanship(s) of Board Committees on other Companies	None	None	None	None
Relationship with existing Directors of the Company	Not related	Not related	Related to Shri. Prem Krishen Malhotra, Whole Director	Related to Shri. Sunil Mehta, Managing Director

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on 25th June, 2026 at 09:00A.M. and ends on 29th June, 2026 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Tuesday, 23rd June, 2026 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23rd June, 2026.

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

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play

Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

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

Login type	**Helpdesk details**
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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

<u>How to Log-in to NSDL e-Voting website?</u>

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
   c) How to retrieve your ‘initial password’?
      (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
      (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:

a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to partner@mknco.in / helpdesk@cinevistaas.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Rimpa Baug at evoting@nsdl.com

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to helpdesk@cinevistaas.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to helpdesk@cinevistaas.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

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

ITEM NO.: 4

The Members of the Company at the 24th Annual General Meeting held on 24th September, 2021, had appointed M/s. Raj Niranjan Associates, Chartered Accountants, as Statutory Auditors of the Company for a term of five consecutive years from the conclusion of 24th AGM till the conclusion of 29th AGM. The existing Auditors have completed their term of five years at the conclusion of this 29th AGM. The Audit Committee and the Board has, considering the experience and competency of the proposed auditors, requirement of the Company and other relevant aspects, recommended the appointment of M/s. Sarath & Associates, Chartered Accountants as a Statutory Auditor of the Company pursuant to provisions of the Companies Act, 2013 and other applicable statutory provisions. The Audit Committee is of the view that considering the experience and profile of the Firm, it is appropriate to recommend the appointment.

Based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on 31st March, 2026, has recommended the appointment of M/s. Sarath & Associates, Chartered Accountants (FRN: 5120S) as Statutory Auditors of the Company for a term of five consecutive years from the conclusion of 29th AGM till the conclusion of 34th AGM.

M/s. Sarath & Associates, Chartered Accountants have confirmed their eligibility and given their consent to act as Statutory Auditors of the Company and confirmed that their appointment, if made, will be within the limits prescribed under the Companies Act, 2013. They have also confirmed that they hold a valid certificate issued by the Peer Review Board of ICAI. The said cooling-off period of five years has now been completed.

The fees / remuneration of the Auditor shall be mutually decided by the auditor and the Board in consultation with the Audit Committee for the financial year on basis for statutory audit, issue of audit reports, issue of limited review reports and service relating thereto, audit of internal financial control relating financial reporting and reports or certificates to be issued as a statutory auditor. Aforesaid audits and reports includes for standalone and consolidated financial statements. In case the Auditor resign or ceased as such, it shall complete audit / limited review and issue report as per the SEBI Regulation 2015 and circulars issued by SEBI in this respect. It is proposed to authorize the Board to vary the fees as per requirement of the Company.

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

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

ITEM NO.: 5

Shri. Sunil Mehta was re-appointed as Vice-Chairman & Managing Director of the Company on 1st April, 2023, for a period of three years. The Board of Directors has re-appointed Shri. Sunil Mehta as the Vice-Chairman & Managing Director of the Company for a further period of three years with effect from 1st April, 2026, subject to approval of the shareholders in the general meeting.

Continuation of appointment of Directors who have attained 70 years of age: Pursuant to Section 196(3)(a) of the Companies Act, 2013, no company shall appoint or continue the employment of any person as Managing Director, Whole-Time Director or Manager who has attained the age of 70 years unless it is approved by the members by passing a special resolution.

Justification for Mr. Sunil Mehta, Managing Director & Vice-Chairman: Mr. Sunil Mehta has been associated with the Company since its very inception and brings extensive experience in operations, finance, fields related to creativity and all matters related to the management of the media businesses. He has been instrumental in overseeing the day-to-day operations, implementing cost efficiencies, and driving execution of key projects. His leadership has ensured operational stability and growth, during various business cycles.

Shri Sunil Mehta is a founder member of Cinevista Limited. He started his career in the film distribution sector and was involved in the distribution of films, before turning to scripting commercials and thereafter, television programming, He is actively involved in all aspects of the company and also takes keen interest in the area of creative development, scripting and story development. Shri Sunil Mehta spearheads the think tank team that is the core source of knowledge, management and strategy of the company. As producers, Shri Sunil Mehta and Shri Prem Krishen Malhotra have over several thousand hours of programming behind them.

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

From just a Media Company, Cinevista has graduated to Being and Becoming a Developer, all due to the untiring and relentless efforts of Mr. Sunil Mehta
.
It took a period of almost/close to 3 plus years of labour and untiring hard work, to achieve the target and goal set, for the company, by the Managing Director.

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

Considering his contribution made to the company over the last several years, it is in the interest of the Company to re-appoint him as Vice-Chairman and Managing Director for a further period of three years.

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

The consent of the shareholders is required to re-appoint Shri. Sunil Mehta as Vice-Chairman and Managing Director for a further period of three years with effect from 1st April, 2026 on the terms & conditions as set out in the resolution. Due to inadequacy or absence of profits in previous financial year 2025-26, the term of re-appointment is revised to three years. The special resolution requires to be passed as the limits are doubled as specified Section II of Part II of Schedule V under the act. Since the appointment is made in consonance with Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013, approval of the Central Government is not required for the re-appointment of Shri Sunil Mehta as the Managing Director.

The Board of Directors recommends the resolution as set out at Item No. 5 for the approval of the Members

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

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

I. GENERAL INFORMATION:

1) Nature of Industry: Media Software
2) Date of Commencement: 07/05/1997
3) Financial Performance during the year ended 31st March 2026: As per financial statement
4) Export Performance & Net Foreign Exchange collaboration: NIL
5) Foreign Investment or collaboration, if any: NIL

II. INFORMATION ABOUT THE APOINTEE:

1) Background details: Shri. Sunil Mehta is the founding member of Cinevista Ltd, along with Shri. Prem Krishen Malhotra. He started his career in the film distribution sector and was involved in the distribution of several mega feature films, before turning to scripting commercials and thereafter, television programming. He heads the overall operations of the company, as well as oversees the day-to-day affairs of the company, as its Managing Director. He is actively involved in all aspects of the company and also takes keen interest in the area of overall creative development, scripting and story development. Shri Sunil Mehta spearheads the think tank team that holds the core area of knowledge management and strategy of the company. As producers, Shri Sunil Mehta and Shri Prem Krishen Malhotra have over several thousand hours of programming behind them.

2) Past remuneration: Rs. 63,00,000/- (Rupees Sixty Three Lakh Only) per annum as basic salary.

3) Job Profile: Shri. Sunil Mehta is the Managing Director of the Company. The Company is managed by him subject to the supervision & control of the Board of Directors. He is responsible for the day to day management and affairs of the Company. Taking into consideration his expertise & vast experience, he is best suited for the responsibilities currently assigned to him. He is needed to see the Joint Development Project with KRC, to its Finishing line. He is the one solo person, responsible for the change in the Company's Charter, from being just a Media company to becoming Developers, too.

4) Remuneration Proposed: Rs. 63,00,000/- (Rupees Sixty Three Lakh Only) per annum (for 3 years)

5) Comparative Remuneration with respect to Industry: The remuneration payable to Shri. Sunil Mehta is at par with the industry standards and size of the Company. His remuneration is in line with that drawn by his peers in Industry.

6) Pecuniary Relationship: Shri. Sunil Mehta has no pecuniary relationship with the Company, directly or indirectly, or with managerial personnel, except that he is one of the Promoters & relative of Whole-time Director of the Company. He is also among the major shareholders of the Company.

III. OTHER INFORMATION

1) Reason for loss or inadequate profits: Erosion in margins and huge uncertainty of continuity, make it unviable, for a Production House, to invest huge sums of money, in Crores, in Television Programming, resultantly, as a Company, we've decided, to stay away from Television till things rationalize and we're on a firm footing.
2) Steps taken or proposed to be taken for Improvement: Our deal finalized with K. Raheja Corp Real Estate P. Ltd, is the first step taken, in the right direction, to guarantee improvement. The next 5/6 years promise a steady stream of income. Mr. Sunil Mehta, M.D., is the same individual responsible, for seeing the Joint Development Deal with K.R.C. fructify. This should & will prove to be the pivot, that changes the Economics of the Company & fosters positivity & Growth
3) Expected increase in productivity and profit in measurable terms: However, it is extremely difficult to forecast any profit numbers

IV. DISCLOSURES

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

ITEM NO.: 6

Shri. Prem Krishen Malhotra was re-appointed as the Chairman and Whole-time Director of the Company on 1st April, 2023, for a period of three years. The Board of Directors has re-appointed Shri. Prem Krishen Malhotra as the Chairman and Whole-time Director of the Company for a further period of three years with effect from 1st April, 2026, subject to approval of the shareholders in the general meeting.

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

Continuation of appointment of Directors who have attained 70 years of age: Pursuant to Section 196(3) (a) of the Companies Act, 2013, no company shall appoint or continue the employment of any person as Managing Director, Whole-Time Director or Manager who has attained the age of 70 years unless it is approved by the members by passing a special resolution.

Justification for Mr. Prem Krishen Malhotra, Whole-Time Director & Chairman: Mr. Prem Krishen Malhotra is a founder promoter of the Company and has been associated with Cinevista Limited since its inception. He has over decades of experience in the media and entertainment industry and has played a pivotal role in establishing the Company as a leading content production house. Under his leadership and strategic guidance, the Company has successfully produced numerous acclaimed television serials and has built strong relationships across broadcasters and stakeholders. His continued association is considered essential for providing strategic direction, leveraging industry expertise, and ensuring business continuity.

Mr. Prem Krishen Malhotra has over 50 years of enriched experience in the media and entertainment industry. Mr. Malhotra started his career as an 'Assistant Director' with the Legend of the Indian film industry, Late Raj Kapoor. He also spent valuable time learning the craft of direction and film making from the Late Vijay Anand, Brother of the Evergreen Actor, Dev Anand. Post his hands on approach to film making, he started his acting career in films and has acted in over 40 films including "Jaan Haazir Hai", "Dulhan Wohi Jo Piya Man Bhaye", "Jai Vijay", "Hamare Tumhare", that have been huge box office success in the past. Apart from focusing his activities in the creative development of the company, Mr. Malhotra uses his strong association within the film and TV industry, in the sphere of building the Cinevista brand, besides developing key talent artiste relationships.

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

Considering his contribution made to the company over the last several years, it is in the interest of the Company to re-appoint him as Chairman and Whole-time Director for a further period of three years.

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

The consent of the shareholders is required to re-appoint Shri. Prem Krishen Malhotra as Chairman and Whole-time Director for a further period of three years with effect from 1st April, 2026 on the terms & conditions as set out in the resolution. Due to inadequacy or absence of profits in previous financial year 2025-26, the term of re-appointment is revised to three years. The special resolution requires to be passed as the limits are doubled as specified Section II of Part II of Schedule V under the act. Since the appointment is made in consonance with Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013, approval of the Central Government is not required for the re-appointment of Shri Prem Krishen Malhotra as the Whole-time Director.

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

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

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

I. GENERAL INFORMATION:

1) Nature of Industry: Media Software
2) Date of Commencement: 07/05/1997
3) Financial Performance during the year ended 31st March 2026: As per financial statement
4) Export Performance & Net Foreign Exchange collaboration: NIL
5) Foreign Investment or collaboration, if any: NIL

II. INFORMATION ABOUT THE APOINTEE:

1. Background details: Mr. Prem Krishen Malhotra is a founder member of Cinevista ltd. He has over 34 years of enriched experience, with the media and entertainment industry. Mr. Malhotra started his career as an 'Assistant Director' with the legend of the Indian film industry, The Late Raj Kapoor Sahab. He also spent valuable time learning the craft of direction and film making from The Late Vijay Anand, brother of the evergreen hero, Dev Anand. Post his hands on approach to film making, he started his acting career in films and has acted in over 40 films including "Jaan Haazir Hai", "Dulhan Wohi Jo Piya Man Bhaye", "Jai Vijay", "Hamare Tumhare", that have been huge box office successes in the past. Apart from focusing his activities in the creative development of the company, Mr. Malhotra uses his strong association within the film and TV industry, in help building the Cinevista brand, besides developing key talent / artiste relationships.

2. Past remuneration: Rs. 63,00,000/- (Rupees Sixty Three Lakh Only) per annum as basic salary

3. Job Profile: Shri. Prem Krishen Malhotra is the Whole-time Director of the Company. The Company is managed by him subject to the supervision & control of the Board of Directors. He is responsible for the day to day management and affairs of the Company. Taking into consideration his expertise & vast experience, he is best suited for the responsibilities currently assigned to him.

4. Remuneration Proposed: Rs. 63,00,000/- (Rupees Sixty Three Lakh Only) per annum (for 3 years)

   a. 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.

   b. Pecuniary Relationship: Shri. Prem Krishen Malhotra has no pecuniary relationship with the Company, directly or indirectly, or with managerial personnel, except that he is one of the Promoters & relative of Managing Director of the Company. He is also among the major shareholders of the Company.

III. OTHER INFORMATION

1. Reason for loss or inadequate profits: Erosion in margins and huge uncertainty of continuity, make it unviable, for a Production House, to invest huge sums of money, amounting to Crores, in Television Programming, as trends currently stand. Resultantly, as a Company, we've decided, to stay away from Television programming, till things rationalize and we're on a firm footing!

2. Steps taken or proposed to be taken for Improvement: Our deal finalized with K. Raheja Corp Real Estate P. Ltd, is the First Step taken, in the Right direction, to Guarantee Improvement. The next 5/6 years will see a steady stream of income, coming into the Company.

3. Expected increase in productivity and profit in measurable terms: You would appreciate, it would be unpractical and unethical, to forecast or predict, with precision, any numbers, indicating in measureable terms, profitability!
   All that we would like to underline, is that the deal inked between M/s. Cinevista Limited and K. Raheja Corp Real Estate P. Ltd., will and should prove to be the turning point, in the Company's Chapter!

IV. DISCLOSURES

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

ITEM NO. 7

Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that all Material Related Party Transactions shall require prior approval of the members through Ordinary Resolution. A transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs. 1,000 crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements, whichever is lower. The Company enters into various transactions with its related parties in the ordinary course of business and on arm's length basis. The estimated aggregate value of such transactions for the period from 01.04.2026 till the next AGM may exceed the materiality threshold, and hence approval of Members is being sought.

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 Ordinary 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 2025-26 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	30/05/2025	63.00
PremKrishen Malhotra	WTD & Promoter	Director's Remuneration	3 years	30/05/2025	63.00
Fascination Network	Associate Firm	Rent, Rates & Taxes	Ongoing Contract	Omnibus Approval on 30/05/2025	17.60
Raaj Films	Associate Firm	Rent, Rates & Taxes	Ongoing Contract	Omnibus Approval on 30/05/2025	13.20
Premkrishen Malhotra	WTD & Promoter	Loan Repaid	Ongoing Contract	Omnibus Approval on 30/05/2025	51.00
Premkrishen Malhotra	WTD & Promoter	Rent, Rates & Taxes	Ongoing Contract	Omnibus Approval on 30/05/2025	8.80
Eddies Hospitality Pvt. Ltd.	Promoter Group	Loan Repaid	Ongoing Contract	Omnibus Approval on 30/05/2025	34.71
Eddies Hospitality Pvt. Ltd.	Promoter Group	Interest Paid	Ongoing Contract	Omnibus Approval on 30/05/2025	68.87
Eddies Hospitality Pvt. Ltd.	Promoter Group	Business Promotion Services	Ongoing Contract	Omnibus Approval on 30/05/2025	5.12
Eddies Hospitality Pvt. Ltd.	Promoter Group	Staff Welfare	Ongoing Contract	Omnibus Approval on 30/05/2025	0.25
Eddies Hospitality Pvt. Ltd.	Promoter Group	Production Exp.	Ongoing Contract	Omnibus Approval on 30/05/2025	0.94
Eddies Hospitality Pvt. Ltd.	Promoter Group	Office Expenses	Ongoing Contract	Omnibus Approval on 30/05/2025	0.02
Dhiraj Labhchand Chaudhary	Independent Non-Executive Director	Director Sitting Fees	Ongoing Contract	Omnibus Approval on 30/05/2025	0.26
Mahruk Shavak Chikliwala	Independent Non-Executive Director	Director Sitting Fees	Ongoing Contract	Omnibus Approval on 30/05/2025	0.36
Vinita Concessio	Non Independent Non-Executive Director	Director Sitting Fees	Ongoing Contract	Omnibus Approval on 30/05/2025	0.09
Rebekah Martyres	Independent Non-Executive Director	Director Sitting Fees	Ongoing Contract	Omnibus Approval on 30/05/2025	0.41
Vijay Singh Phoolka	CFO	Remuneration	Ongoing Contract	Omnibus Approval on 30/05/2025	19.80

The Members may note that as per Regulation 23 of SEBI LODR, all related parties of the Company, whether the entity is a related party to the particular transaction or not, shall abstain from voting on this 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. 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, 2026 was Rs. 15,32,21,104.74/-

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

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

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

ITEM No. 9

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

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

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

ITEM No. 10

Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, provides that no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy-five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.

Mrs. Mahrukh Shavak Chikliwala (DIN: 10178021) was appointed as a Non-Executive Independent Director of the Company for a term of 5 (five) consecutive years vide Special Resolution passed by the Members at the 26th Annual General Meeting held on 10th August, 2023 upto the conclusion of the 31st Annual General Meeting of the Company to be held in the calendar year 2028. She has attained the age of 75 years on 22/06/2025.

Mrs. Mahrukh Shavak Chikliwala brings with her rich experience of over years in various field like Finance, Law, Corporate Governance, Media, etc. She has been actively contributing to the Board and Committee deliberations with her independent judgment, expertise and diverse perspective. Her continued association is valuable for the Company in terms of Board diversity, governance standards, and independent oversight. The Nomination and Remuneration Committee and the Board of Directors are of the opinion that her continued association would be beneficial to the Company. Based on her performance evaluation, the Nomination and Remuneration Committee and the Board have recommended the continuation of her directorship for the remaining period of her current tenure.

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

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

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

Registered Office
1, Silver Croft, Off. T.P.S.III,
Corner of 16th & 33rd Road,
Bandra (W),
Mumbai – 400 050.
Place: Mumbai.
Date: 6th May, 2026

By order of the Board
For Cinevista Limited

Kilpa Goradia
Company Secretary