

Neha Anup Poddar

Practicing Company Secretary

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SCRUTINIZER'S REPORT OF POSTAL BALLOT
[Pursuant to Section 108 and 110 of the Companies Act, 2013
read with Rule 20 and Rule 22 of the Companies
(Management and Administration) Rules, 2014]

To,
The Chairman
Cinevista Limited
Flt 1, 1st Floor, Silver Croft,
Corner of 16th and 33rd Road,
Above Khane Khas Hotel,
Bandra West, Mumbai - 400050

Dear Sir,

Sub.: Scrutinizer's Report on Postal Ballot through Electronic Voting process in respect of passing of the resolution set-out in the Postal Ballot notice dated May 16, 2024.

I, Neha Poddar, Practicing Company Secretary, was appointed as a Scrutinizer by the Board of Directors of Cinevista Limited ("**the Company**") at the Board Meeting held on May 16, 2024, pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 ("**the Act**") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("**the Rules**") for the purpose of scrutinizing the Postal Ballot voting conducted by way of remote e-voting process ("**e-voting**") in a fair and transparent manner on the resolution contained in the Postal Ballot notice dated May 16, 2024 ("**Notice**") issued in accordance with the Act and Rules read with General Circular No. 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated 31st December, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 08, 2021, No. 3/2022 dated May 05, 2022, No. 11/2022 dated December 28, 2022 and No. 09/2023 dated September 25, 2023 ("**MCA Circulars**"), applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, Secretarial Standards on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India ("ICSI").

I submit my report as under:

1. Dispatch of Notice of Postal Ballot

Pursuant to the Circulars issued by the MCA, company has informed that it has sent out the notice by email to the shareholders on May 21, 2024 through National Securities Depository Limited (NSDL), whose names appeared in the Register of Members as on Friday, May 17, 2024, the cut-off date for this purpose, and who had registered their email address with the Company or Depositories or depository participants. Company has not sent the hard copy of physical postal ballot forms to the shareholders, as per the relaxation granted by the MCA.

2. Publication of advertisement in Newspapers:

In terms of Regulation 47 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, the Company had duly released an advertisement intimating the voting through Remote E-voting and dispatch of Notice by email, in English Newspaper viz. Financial Express and Prathkaal in Marathi Newspaper both dated May 22, 2024.

3. Remote e-Voting facility:

In compliance with the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, the Company had engaged the services of National Securities Depository Limited (hereinafter referred as 'NSDL') for providing the e-voting facility by remote e-voting.

4. Remote evoting period:

The Remote E-Voting facility opened at 09:00 A.M. (IST) on Wednesday, May 22, 2024 and closed at 05:00 P.M. (IST) on Thursday, June 20, 2024. During this period, members of the Company, holding shares in physical and/or in dematerialized form, as on the cut-off date i.e. Friday, May 17, 2024 were entitled to vote on the resolution set out in the Notice.

5. Counting process:

The Votes cast under e-voting were thereafter unblocked and downloaded on June 20, 2024, at 06:35 PM from the portal of NSDL, and was witnessed by two witnesses, who are not in the employment of the Company and/ or the NSDL.

Votes casted by the Members through e-voting were reconciled with the records maintained by the Registrar and Transfer Agent of the Company i.e. M/s. KFin Technologies Limited (RTA).

6. Responsibility of the Management:

The Management of the Company is responsible for ensuring compliance with the requirements of Section 108 and 110, and other applicable provisions of the Companies Act, 2013, as amended read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended, MCA circulars, Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") relating to the agenda item placed before the members for their approval as mentioned in the Notice.

7. Responsibility of the Scrutinizer:

My responsibility as the Scrutinizer of the voting process of the postal ballot (through e-voting), is restricted to scrutinize the conducting the e-voting process, in a fair and transparent manner and to prepare a Scrutinizer's Report of the votes cast in favour and against the resolution stated in the Notice, based on the reports generated from the E-voting system provided by National Securities Depository Limited ("NSDL") the service provider.

The Company has availed the e-voting facility offered by NSDL for conducting e-voting by electronic means.

8. Postal Ballot Result:

I now submit my report as under on the results of the remote e-voting in respect of the Special Resolution:

A Summary of the votes cast by Remote E-Voting for the aforesaid resolution is given below:

Resolution No.1: Special Business: Special Resolution

Appointment of Mrs. Rebekah Peter Martyres (DIN: 10575322) as an Independent Director of the Company

(i) Voting “in favour” of resolution

Number of Members	Number of votes cast by them (shares)	% of total number of valid votes cast
95	38122352	99.9969%

(ii) Voting “against” the resolution

Number of Members	Number of votes cast by them (shares)	% of total number of valid votes cast
15	1184	0.0031%

(iii) Invalid Votes:

Number of Members	Number of votes cast by them (shares)	% of total number of valid votes cast
Nil	Nil	Nil

9. All electronic data and relevant records relating to e-voting shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the Postal Ballot and thereafter, the same shall be handed over to the Company Secretary of the Company for safe keeping

Based on the above e-voting results the votes casted by the members in favour are more than the votes casted against the aforesaid resolution. You may accordingly declare the result of Postal Ballot.

Thanking you,
Yours faithfully,



NEHA ANUP PODDAR
PRACTICING COMPANY SECRETARIES
Certificate of Practice No. 26322
ICSI UDIN: A028326F000597774
Peer Review Certificate No.4943/2023

Date: June 20, 2024
Place: Mumbai

Countersigned by
Cinevista Limited



Kilpa M. Goradia
Company Secretary and Compliance Officer