

Date: May 21, 2024

To,
The Manager,
Corporate Relationship Department,
BSE Limited
Phiroze Jeejeebhoy Towers,
25th Floor, Dalal Street,
Mumbai – 400 001
Scrip Code: 532324

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra-Kurla Complex, Bandra (East),
Mumbai – 400 051
Trading Symbol: CINEVISTA

Dear Sir/ Madam,

Subject: Notice of Postal Ballot of Cinevista Limited ('the Company')

With reference to our letter dated May 16, 2024, wherein it was informed that the Board of Directors of the Company had, inter alia, approved the appointment of **Mrs. Rebekah Peter Martyres (DIN: 10575322)** as Non-Executive Director, not liable to retire by rotation and as Independent Director of the Company to hold office for a **period of Five (5) consecutive years from March 30, 2024 to March 29, 2029**, subject to approval of the shareholders of the Company.

In this regard, please find enclosed the Notice of Postal Ballot ('Notice') together with the Explanatory Statement being sent to the members of the Company.

In compliance with the provisions of the **General Circular No. 09/2023 dated 25th September, 2023** and other relevant Circulars issued by the Ministry of Corporate Affairs from time to time, this Notice is being sent only through electronic mode to all the members whose e-mail addresses are registered with the Company/Depositories and whose names appear in the Register of Members of the Company or Register of Beneficial Owners maintained by the Depositories as on **Friday, May 17, 2024 ('Cut-off date')**.

The members whose e-mail address is not registered with the Company/Depositories, to receive the Notice, may register their e-mail address with M/s. KFin Technologies Limited, Registrar and Share Transfer Agent of the Company in the manner as provided in the enclosed Notice.

The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide remote e-voting facility to its members. The remote **e-voting period commences at 9.00 a.m. IST on Wednesday, May 22, 2024 and ends at 5.00 p.m. IST on Thursday, June 20, 2024 at 5.00 p.m. (IST)**. The remote e-voting module shall be disabled by NSDL thereafter.

The results of the Postal Ballot will be announced **on or before Saturday, June 22, 2024**.

Corporate Office:

Flat no. 7 & 8, Silver Croft, Off T.P.S. III,
Corner of 16th & 33rd Road,
Bandra (W), Mumbai – 400050



Regd. Office:

1, Silver Croft, Off. T.P.S. III, Corner of 16th and 33rd Road,
Bandra West, Mumbai - 400050

Website: www.cinevistaas.com
E-mail: helpdesk@cinevistaas.com
CIN: L92130MH1997PLC107871

CINEVISTA

L i m i t e d
The Notice is also being made available on the website of the Company at www.cinevistaas.com and on the website of NSDL at www.evoting.nsdl.com.

Thanking you,

Yours faithfully,

For CINEVISTA LIMITED



KILPA M. GORADIA
Company Secretary & Compliance Officer
M. No.: F11934

Encl.: Postal Ballot Notice

Corporate Office:

Flat no. 7 & 8, Silver Croft, Off T.P.S. III,
Corner of 16th & 33rd Road,
Bandra (W), Mumbai - 400050

Regd. Office:

1, Silver Croft, Off. T.P.S. III, Corner of 16th and 33rd Road,
Bandra West, Mumbai - 400050

Website: www.cinevistaas.com
E-mail: helpdesk@cinevistaas.com
CIN: L92130MH1997PLC107871



NOTICE OF POSTAL BALLOT

NOTICE is hereby given that the resolution set out below is proposed to be passed by the Members of Cinevista Limited (“the Company”) by means of Postal Ballot, only by way of remote e-voting process (“e-voting”), pursuant to Section 110 and Section 108 of the Companies Act, 2013 (“the Act”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and other applicable provisions of the Act and the Rules, Circulars and Notifications issued thereunder by the Ministry of Corporate Affairs (“MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), Securities and Exchange Board of India (“SEBI”) Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023, Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time).

In compliance with the circular issued by Ministry of Corporate Affairs (‘MCA’) no. 09/2023 dated September 25, 2023 read with general circular no. 20/2020 dated May 5, 2020, 14/ 2020 dated April 8, 2020, 17/ 2020 dated April 13, 2020, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 (collectively referred to as ‘MCA Circulars’), this Postal Ballot Notice (“Notice”) is being sent by email only, to the members whose e-mail addresses are registered with the Company/ Depository Participants (‘DP’)/ Depository/ Registrar & Share Transfer Agent of the Company. Further, the assent/ dissent of the members on the resolution proposed in this Notice will be considered only through the remote e-voting system.

An explanatory statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolutions setting out the material facts and reasons thereof, is appended to this Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company has appointed Ms. Neha Anup Poddar (Membership No. ACS 28326), Company Secretaries, as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

The remote e-voting period commences from **09:00 a.m. (IST)** on Wednesday, May 22, 2024 and ends at **05:00 p.m. (IST)** on Thursday, June 20, 2024. The Scrutinizer will submit her report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced not later than 2 working days of the conclusion of the e-voting.

The said results along with the Scrutinizer’s Report will be uploaded on the Company’s website www.cinevistaas.com and on the website of National Securities Depository Limited (NSDL) www.evoting.nsdl.com. The results shall also be immediately forwarded to the stock exchanges where the shares of the Company are listed.

Corporate Office:

Flat no. 7 & 8, Silver Croft, Off T.P.S. III,
Corner of 16th & 33rd Road,
Bandra (W), Mumbai – 400050

Regd Office:

1, Silver Croft, Off. T.P.S. III, Corner of 16th and 33rd Road,
Bandra West, Mumbai – 400050

Website: www.cinevistaas.com
E-mail: helpdesk@cinevistaas.com
CIN: L92130MH1997PLC107871

RESOLUTION:

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

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV, other applicable provisions of the Companies Act, 2013 (“Act”) read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”) (including any statutory modification(s), amendment(s), clarification(s), re-enactment(s) or substitution(s) thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination & Remuneration Committee and that of the Board of Directors, Mrs. Rebekah Peter Martyres (DIN: 10575322), who was appointed as an Additional Director in the capacity of an Independent Director with effect from March 30, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI 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, be and is hereby appointed as an Independent Director of the Company to hold the office for a period of five consecutive years i.e. from March 30, 2024 upto March 29, 2029, and that she shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

Registered Office:
Flt 1, 1st Floor, Silver Croft,
Corner of 16th and 33rd Road,
Above Khane Khas Hotel,
Bandra West, Mumbai – 400050

By Order of the Board of Directors
For **Cinevista Limited**

Sd/-
Kilpa M. Goradia
Company Secretary & Compliance Officer

Date: May 16, 2024
Place: Mumbai

Notes:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 (the Act) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 along with details in terms of Regulation 36(3) of the LODR Regulations, stating material facts and reasons for the proposed resolution is annexed hereto.
2. The Ministry of Corporate Affairs (MCA) vide their General Circular No. 11 / 2022 dated 28th December 2022 has permitted companies to convene Extra-Ordinary General Meetings and passing of Resolutions through Postal Ballot by e-voting. According, the Company is conducting this Postal Ballot as per framework prescribed in the MCA Circulars.
3. The Notice of Postal Ballot is being sent by e-mail only to all the Members, whose names appear in the Register of Members/List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on May 17, 2024 (the Cut-off Date) and who have registered their e-mail address in respect of electronic holdings with the depositories and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, M/s. KFin Technologies Limited (RTA). Physical copies of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to Members for this Postal Ballot.
4. The Notice will be available on the website of the Company i.e. www.cinevistaas.com, website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of the NSDL i.e. www.evoting.nsdl.com.
5. Relevant documents referred to in this Postal Ballot Notice and the Explanatory Statement, Registers and all other documents will be available for inspection in electronic mode during business hours on all days except Saturdays, Sundays and public holidays until last date of remote e-voting. Members can inspect the same by sending an email to the Company at helpdesk@cinevistaas.com.
6. Members are requested to intimate changes, if any, pertaining to their name, postal address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, to their Depository Participants ("DPs") in case the shares are held by them in dematerialized form and to the Registrar and Share Transfer Agents of the Company i.e. M/s. KFin Technologies Limited in case the shares are held by them in physical form.
7. The Resolution, if passed by requisite majority, will be deemed to have been passed on the last date of e-voting i.e. Thursday, June 20, 2024.
8. In terms of Sections 108, 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014 and in compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the 'Listing Regulations') as amended, the Company is pleased to provide Remote E-Voting facility to all the Members of the Company. The Company has appointed NSDL (hereinafter referred to as "Service Provider") to facilitate the Members to

cast their votes electronically (hereinafter referred to as the "Remote E-Voting"). The instructions to Shareholders for Remote E-Voting are provided as part of this Postal Ballot Notice.

9. The Remote E-Voting period begins on May 22, 2024 (9:00 AM IST) and ends on June 20, 2024 (5:00 PM IST). The Remote E-Voting module shall be disabled by NSDL for voting thereafter. During this period, Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e. May 17, 2024, may cast their vote electronically.
10. The Board of Directors have appointed Mrs. Neha Anup Poddar, Practicing Company Secretary, Mumbai as the Scrutinizer to scrutinize the Postal Ballot /Remote E-Voting in a fair and transparent manner.
11. The Scrutinizer, after scrutinizing the votes, will, not later than forty eight hours from the conclusion of Postal Ballot; make a consolidated scrutinizer's report which shall be placed on the website of the Company, i.e. www.cinevistaas.com and on the website of NSDL. The results shall simultaneously be communicated to the Stock Exchanges.
12. After completion of the scrutiny of the electronic votes, the Scrutinizer will submit their report to the Chairman/ Whole-time Director / Company Secretary or any other authorized personnel of the Company who shall countersign the same.
13. The results of the Postal Ballot will be announced within two working days of conclusion of this Postal Ballot. The said results would be displayed at the Registered Office of the Company and on its website www.cinevistaas.com and on the website of NSDL i.e. www.evoting.nsdl.com The results shall simultaneously be intimated to the BSE Limited and National Stock Exchange of India Limited i.e. www.bseindia.com and www.nseindia.com respectively, where the shares of the Company are listed.
14. Members who are holding shares in physical form or who have not registered their email address with the Company/ Depository, such Member may obtain the User ID and password by sending a request at evoting@nsdl.com or may temporarily get their email registered with the Company's Registrar and Share Transfer Agent ('RTA'), KFin Technologies Limited. In case of any queries, members may contact Company's RTA, KFin Technologies Limited, Unit - Cinevista Limited, Selenium Bldg, Tower B, Plot No 31 & 32 Gachibowli, Financial District, Nanakramguda, Serilingampally Hyderabad, Telangana — 500 032.

It is further clarified that for permanent registration of Email address, Members are required to register their Email address in respect of Electronic holdings with their concerned Depository Participant(s) and in respect of Physical Holdings with the Company's Registrar and Share Transfer Agent, KFin Technologies Limited by sending an email at einward.ris@kfintech.com or at Co's email Id helpdesk@cinevistaas.com by following due procedure. However, if a member is already registered with NSDL for e-voting then existing User ID and password can be used for casting vote.

15. 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 not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.

16. SEBI has mandated the submission of PAN by every participant of the securities market. Members holding shares in dematerialized form are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ KFin Technologies Limited.
17. Information and other instructions relating to e-voting are as under: The remote e-voting facility will be available during the following period: Commencement of e-voting: From 9:00 a.m. (IST) on Wednesday, May 22, 2024. End of e-voting: Up to 5:00 p.m. (IST) on Thursday, June 20, 2024. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by NSDL upon expiry of the aforesaid period. 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.	<p>Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have</p>

	<p>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.</p> <p>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>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.</p> <p>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.</p> <p>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.</p> <p>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.</p>

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 22 55 33

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

How to Log-in to NSDL e-Voting website?

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

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use 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.
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 nehapoddarcs@gmail.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 Bagh) 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@cinvestaas.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@cinvestaas.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.

Registered Office:
Flt 1, 1st Floor, Silver Croft,
Corner of 16th and 33rd Road,
Above Khane Khas Hotel,
Bandra West, Mumbai – 400050

By Order of the Board of Directors
For **Cinevista Limited**

Sd/-

Kilpa M. Goradia
Company Secretary & Compliance Officer

Date: May 16, 2024
Place: Mumbai

Explanatory Statement
[Pursuant to Section 102 of the Companies Act 2013]

Item No. 1

The Board of Directors at its meeting held on March 30, 2024, based on the recommendation of Nomination & Remuneration Committee, had appointed Mrs. Rebekah Peter Martyres (DIN: 10575322), as an Additional Director of the Company, designated as an Independent Director, effective March 30, 2024 subject to the approval of the Members.

Pursuant to Regulation 17(1C) of SEBI Listing Regulations, Mrs. Rebekah Peter Martyres shall hold office until the date of the next General Meeting or for a period of three months from the date of appointment, whichever is earlier. Mrs. Rebekah Peter Martyres is eligible to be appointed as an Independent Director for a term of up to five consecutive years. The Company has, in terms of Section 160 of the Act, received, in writing, a notice from a Member, proposing the candidature of Mrs. Rebekah Peter Martyres for the office of Director.

The Company has also received a declaration of independence from Mrs. Rebekah Peter Martyres. In terms of Regulation 25(8) of the SEBI Listing Regulations, she has also confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director without any external influence. Further, she is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of a director by virtue of any SEBI order or any other such authority and has successfully registered herself in the Independent Director's data bank maintained by Indian Institute of Corporate Affairs.

While considering the appointment of Mrs. Rebekah Peter Martyres on the Board, the Nomination & Remuneration Committee noted that skills, expertise and competencies possessed by Mrs. Rebekah Peter Martyres were in alignment with the skills and expertise identified by the Committee and the Board, for the directors of the Company. Considering the skills, experience and expertise, the Committee and the Board consider that this association would be of immense benefit to the Company, and it is desirable to avail services of Mrs. Rebekah Peter Martyres as an Independent Director.

She shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings within the limits stipulated under Section 197 of the Act.

The draft letter of appointment to be issued to Mrs. Rebekah Peter Martyres setting out all the terms and conditions of appointment as an Independent Director shall be open for inspection as per the details provided in this Notice. Disclosures as required under SS-2 on General Meetings and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided as an Annexure to this Notice.

In accordance with the provisions of Section 149 of the Act read with Schedule IV thereto, the appointment of Independent Directors requires approval of the Members. Further, as per Regulation 25(2A) of SEBI Listing Regulations, appointment of an Independent Director shall be subject to the approval of Members by way of a special resolution. Accordingly, the appointment of Mrs. Rebekah Peter Martyres as an Independent Director requires the approval of the Members by passing a special resolution.

Accordingly, the Board recommends the resolution in relation to the appointment of Mrs. Rebekah Peter Martyres as an Independent Director, for the approval by the shareholders of the Company.

Except Mrs. Rebekah Peter Martyres and her relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are, in any way, whether financially or otherwise, concerned or interested, in the Resolution set out at Item No. 1 of this Notice.

Brief Profile of Mrs. Rebekah Peter Martyres is as follows:

Mrs. Rebekah Peter Martyres is a Physiotherapist and she has her own practice. She always treats her patients with smile, energy, enthusiasm and has an effervescent' personality. She is highly skilled and have great knowledge about both physiotherapy and Yoga. She has done diploma in Yoga.

Her entrepreneurial skill will enable us to establish strong rapport with clients. Her knowledge and experience bring in a lot of value when it comes decision making on the important matters and act as the gatekeepers, acting as a check and balance on the company's management, with a view to safeguarding the assets of the company and protecting the interests of all shareholders as a whole. The Board of Directors is of the opinion that it would be in the interest of the Company, to appoint her as an Independent Director for a period of five consecutive years. Keeping in view his vast expertise and knowledge, the Board considers that her association would be of immense benefit to the Company.

Registered Office:
Flt 1, 1st Floor, Silver Croft,
Corner of 16th and 33rd Road,
Above Khane Khas Hotel,
Bandra West, Mumbai – 400050

By Order of the Board of Directors
For **Cinevista Limited**

Sd/-
Kilpa M. Goradia
Company Secretary & Compliance Officer

Date: May 16, 2024
Place: Mumbai

ANNEXURE TO THE NOTICE

Details of Directors seeking Appointment / Re-appointment

Name of the Director	Mrs. Rebekah Peter Martyres
DIN	10575322
Date of Birth & Age	September 6, 1994 (29 years)
Date of first appointment	March 30, 2024
Qualifications	Bachelor in Physiotherapy Yoga teacher 900hrs
Brief Profile	<p>Mrs. Rebekah Peter Martyres is a Physiotherapist and she has her own practice. She always treats her patients with smile, energy, enthusiasm and has an effervescent' personality. She is highly skilled and have great knowledge about both physiotherapy and Yoga. She has done diploma in Yoga.</p> <p>Her entrepreneurial skill will enable us to establish strong rapport with clients. Her knowledge and experience bring in a lot of value when it comes decision making on the important matters and act as the gatekeepers, acting as a check and balance on the company's management, with a view to safeguarding the assets of the company and protecting the interests of all shareholders as a whole. The Board of Directors is of the opinion that it would be in the interest of the Company, to appoint her as an Independent Director for a period of five consecutive years. Keeping in view his vast expertise and knowledge, the Board considers that her association would be of immense benefit to the Company.</p>
Terms and conditions of Appointment / Re-appointment	<p>Appointment:</p> <ul style="list-style-type: none"> • First term for five years w.e.f. March 30, 2024 to March 29, 2029. • Not liable to retire by rotation. <p>Termination:</p> <ul style="list-style-type: none"> • Terminated by either side in terms of Section 168 or Section 169 of the Companies Act, 2013 ('the Act'). <p>Duties:</p> <ul style="list-style-type: none"> • To adhere to the duties as provided under Section 166 of the Act in addition to duties mandated under Schedule IV of the Act. <p>Code of Conduct:</p> <ul style="list-style-type: none"> • Abide by the Code of Conduct devised by the Company.
Directorships held in other companies (Excluding Private Companies)	Nil

Committee positions held in other companies	Nil
Listed entities from which the Director has resigned from Directorship in last 3 (three) years	Nil
Relationship with other Directors, Key Managerial Personnel	Not related to any Director/ Key Managerial Personnel
Number of Equity shares held in the Company	Nil