CINEVISTA
Limited

11th October, 2018

The Manager,
Listing Department,
National Stock Exchange of India Limited,
Exchange Plaza,
Bandra-Kurla Complex, Bandra (E)
Mumbai – 400051

Dear Sir / Madam,

Sub: Submission of Annual Report under Regulation 34(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 34(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Annual Report of M/s. Cinevista Ltd for FY 2017-18 for your information and record.

Kindly take note of the above.

Thanking you,

Yours faithfully,
For **Cinevista Limited**

Kilpa Goradia
Compliance Officer
Encl: a/a

Regd. Office:
Plot No.1, Gandhi Nagar,
L. B. S. Marg,
Kanjurmarg (W), Mumbai – 400078,
Tel. No. 25770446 / 25775843

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

CINEVISTA
Limited

ANNUAL REPORT
2017-2018

Monday to Friday- 9.30pm

colors
viacom 18

Monday to Friday- 9.30pm

CINEVISTA
Limited

colors
viacom 18

CONTENTS **Pages**

BOARD & MANAGEMENT REPORTS

Notice ..... 1 - 9

Directors' Report ..... 10 - 17

Annexure A to Directors' Report: AOC 2..... 18

Annexure B to Directors' Report: AOC 1..... 19

Annexure C to Directors' Report: Secretarial Audit Report..... 20 - 22

Annexure D to Directors' Report: MGT 9 – Extract of Annual Return ..... 23 - 30

Management Discussion & Analysis ..... 31 - 32

Corporate Governance Report ..... 33 - 50

STANDALONE FINANCIAL STATEMENTS

Auditors' Report ..... 51 - 57

Balance Sheet 58

Statement of Profit and Loss..... 59

Cash Flow Statement ..... 60 - 61

Significant Accounting Policies and Notes forming part of the Financial Statements 62 - 71

CONSOLIDATED FINANCIAL STATEMENTS

Auditors' Report ..... 72 - 76

Balance Sheet 77

Statement of Profit and Loss..... 78

Cash Flow Statement ..... 79 - 80

Significant Accounting Policies and Notes forming part of the Financial Statements 81 - 91

Attendance Slip and Proxy Form

21st Annual General Meeting on Monday, 24th day of September 2018, at 11.00 a.m.
at Santokba Sanskar Sadan, Next to Bhaidas Maganlal Sabhagriha, Bhaktivedant Swami Marg,
Shri Vile Parle Kelavani Mandal, Vile Parle (W), Mumbai – 400 056

CORPORATE INFORMATION

BOARD OF DIRECTORS

Prem Krishen Malhotra	Chairman and Whole Time Director
Sunil Mehta	Vice Chairman and Managing Director
Talat Aziz	Non – Executive Director
Sulochana Talreja	Independent & Non Executive Director
Renu Anand	Independent & Non Executive Director
Niranjan Shivdasani	Independent & Non Executive Director

MANAGEMENT EXECUTIVES & KEY MANAGERIAL PERSONNEL

Prem Krishen Malhotra, Chairman & Whole Time Director
Sunil Mehta, Vice-Chairman & Managing Director
K.B.Nair, Chief Financial Officer

COMPANY SECRETARY AND COMPLIANCE OFFICER

Kilpa Goradia

STATUTORY AUDITORS

Sarath & Associates
Chartered Accountants
Indian Globe Chambers,
4th Floor, 142, W.H.Marg,
D.N.Road, Mumbai – 400 001.

SECRETARIAL AUDITORS

Yogesh D. Dabholkar and Co.
Practicing Company Secretaries
Premises No.5, 2nd Floor, Everest Annex,
Above Dwarka Hotel, M.G. Road,
Dombivali (W), Thane – 421202.

BANKERS

Central Bank of India
Worli Branch,
Mumbai - 400018

REGISTERED OFFICE

Plot No. 1, L.B.S. Marg,
Gandhi Nagar, Kanjurmarg (W),
Mumbai – 400 078.
Tel No.: 022-25770446

REGISTRAR & SHARE TRANSFER AGENT

Karvy Computershare Pvt. Ltd.
Karvy Selenium Tower B, Plot No 31 & 32 Gachibowli, Financial District,
Nanakramguda, Serilingampally Hyderabad – 500 032
Tel. No. : 040 67161510, 040-67161512
Toll Free no.: 1800-345-4001

NOTICE TO THE MEMBERS

Notice is hereby given that the Twenty First Annual General Meeting of the Members of M/s. Cinevista Limited will be held on Monday, 24th day of September, 2018, at 11.00 a.m. at Shri. Santokba Sanskar Sadan, Next to Shri. Bhaidas Maganlal Sabhagriha, Bhaktivedant Swami Marg, Shri Vile Parle Kelavani Mandal, Vile Parle (W), Mumbai – 400 056 to transact the following business:

AS ORDINARY BUSINESS:

1) To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2018 and Statement of Profit and Loss for the year ended on that date, together with the Directors' Report and the Auditors' Report thereon.

2) To appoint a Director in place of Shri. Talat Aziz, who retires by rotation and being eligible, offers himself for reappointment.

3) To authorize the Board to fix the remuneration of M/s. Sarath & Associates, Statutory Auditors of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution.

   "RESOLVED THAT pursuant to section 142 & all other applicable provisions of the Companies Act, 2013, read with the Companies (Audit & Auditors) Rules, 2014 (including any statutory modifiction(s) or re-enactment(s) thereof for the time being in force and pursuant to the resolution passed by the members of the Company at the 18th Annual General Meeting held on 22nd September, 2015 in respect as M/s. Sarath & Associates as the Statutory Auditors for the period of four years until conclusion of the 22nd consecutive Annual General Meeting, the Board of Directors be and is hereby authorized to fix the remuneration of Statutory Auditors for the period commencing from the year 2018-19 until expiry of his term".

Special Business:

4) To seek consent for Related Parties Transactions upto an aggregate limit of 50 Crores only and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Special Resolution:

   "RESOLVED THAT approval of the Members of the Company be and is hereby accorded to enter into agreement(s)/transaction(s) with Related Parties in the ordinary course of business at arm's length basis for the purpose of raising funds through NCDs / Bonds, to take / give property/properties on lease/rent, to avail/render any services or any other kind of transactions which construe to be Related Party Transactions up to an aggregate limit of 50 crores (Rupees Fifty Crores only) till the conclusion of 22nd AGM from the date of this Resolution including the transaction(s) already entered into with such party/parties from 1st April, 2017 till the date of this resolution.

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

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

"RESOLVED THAT pursuant to Section 180 (1)(c), Section 42 and other applicable provisions, if any, of the Companies Act, 2013 and relevant Rules under Companies Act, 2013, (including any statutory modifications and re-enactment thereof for time being in force) the consent of the Board be and is hereby accorded to borrow for the purpose of the business from time to time any sum or sums of moneys secured or unsecured for and on behalf of the Company by way of term loan or any other loan or deposits or financial assistance fund based or non fund based in whatever name called from bank(s), financial instution(s), bodies corporate(s), person(s) and by way of invitation, offer, issue and allotment of redeemable debentures, subordinated debts, securities, debt securities, bonds, convertible or non-convertible or partly convertible, commercial papers in one or more tranches from the date of this AGM until conclusion of next AGM of the Company by private placement or by public issue from any or all the Entity(ies) [the term "Entity" hereinafter called shall deemed to include person, Banks, Institutional Investors, Statutory Corporations, Statutory Bodies, Qualified Institutional Buyers, Financial Institutions, Foreign Institutional Investors, Trusts, Provident Funds, Pension Funds, Gratuity Funds, Insurance Companies, Companies, Societies, Educational Institutions, Association of Persons, Partnerships, Firm, Limited Liability Partnerships, Resident Individuals, Non Resident Individuals, Hindu Undivided Families, any person / institution as Board may decide from time to time] separately or any combination thereof by any methods as the Board may decide including but limited to shelf prospectus, prospectus, information memorandum, shelf disclosure document, offer document or any other document and by way of acceptance of loan from any directors, their relatives, shareholders and their relatives separately or by combination thereof and by way of any other permissible instruments or methods of borrowings on such terms & conditions as Board may deem fit, notwithstanding that the monies to be borrowed with money already borrowed, apart from temporary loans obtained and / or to be obtained from Company's bankers in ordinary course of business will or may exceed the aggregate of paid up share capital of the Company and its free reserves, so that the total amounts upto which the monies may be borrowed by the Board which shall not at any time exceed Rs. 163 Crores (One Hundred and Sixty Three Crores Only).

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution and without being required to seek further consent or approval of the Members or otherwise for this purpose that they shall be deemed to have given their approval thereto expressly by authority of this resolution, the Board be and is hereby authorised to do all acts, deeds, matters and things to give full effect to the aforesaid resolution, settle and clarify any question or difficulty, finalise the form, content, extent and manner of documents and deeds, whichever applicable and execute all deeds, documents, instruments and writing, for the purpose mentioned in the aforesaid resolution in consultation with the Entities and for reserving the aforesaid right."

6) To seek consent for Creation of Charge on Movable and Immovable properties of the Company, both present and future and if thought fit, to pass, with or without modification(s), the following resolution as an Special Resolution:

"RESOLVED FURTHER THAT in terms of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby given to the Board of Directors of the Company or any committee thereof ("the Board") for above mentioned purpose to create such charges, mortgages and hypothecations, on such movable and immovable properties,

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

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

7) To seek the consent for the continuation of the term of office of Shri. Niranjan Shivdasani (DIN: 02666449) as the Non-Executive Independent Director under Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED that pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the Members of the Company be and is hereby accorded for continuation of Shri. Niranjan Shivdasani (DIN: 02666449)as Non-Executive Independent Director at the age of 83 (Eighty Three) years as on 18th May, 2018 upto the expiry of his present term of office, as duly approved through an ordinary resolution passed on September 22, 2015 by the Shareholders in their 18th Annual General Meeting.

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

Registered Office:
Plot No. 1, L.B.S. Marg
Gandhi Nagar
Kanjurmarg (W)
Mumbai – 400 078.
Place: Mumbai.
Date: 13th August, 2018

By order of the Board
For Cinevista Limited

Kilpa Goradia
Company Secretary

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

2. The instrument appointing a Proxy, in order to be effective, must be received at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

3. Corporate members intending to send their authorized representatives to attend the Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company a certified copy of the Board Resolution / Power of Attorney authorising their representative to attend and vote on their behalf at the Meeting.

4. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

5. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the company, provided not less than three days' written notice is given to the Company

6. The Register of Members and Share Transfer Books of the Company will remain closed from 17th day of September, 2018 to 24th day of September, 2018 (both days inclusive).

7. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting pursuant to the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting (SS-2) are annexed hereto.

8. In terms of section 101 and 136 of the Companies Act, 2013 read together with the Rules made thereunder, the listed companies may send the notice of annual general meeting and the annual report, including financial statements, board report, etc. by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those members who have registered their email ids with their respective depository particiants or with the share transfer agent of the Company.

9. To receive sharholders' communication through electronic means, including Annual Reports and Notices, members are requested to kindly register/update their email address with their respective depository participants, where shares are held in electronic form. If, however, shares are held in physical form, members are advised to register their email address with Karvy on rajendra.v@karvy.com

10. Members who still hold share certificates in physical form are advised to dematerialise their shareholding to avail of numerous benefits of dematerialisation, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.

11. Pursuant to section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's share transfer agent.

12. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting

13. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) has admitted the Company's Equity shares in its Depository System and the ISIN No. is INE039B01026. You may take advantage of the demat facility.

14. A member desirous of getting any information in respect of the contents of the Annual report is requested to forward the queries to the Company atleast seven days prior to the meeting so that the required information can be made available at the meeting.

15. Members are requested to address all their shares / membership related queries to the Company's Registrar and Transfer Agents viz. M/s Karvy Computershare Pvt. Ltd., Karvy Selenium Tower B, Plot No 31 & 32 Gachibowli, Financial District, Nanakramguda, Serilingampally Hyderabad – 500 032, Tel. No. : 040 67161510, 040-67161512 & Toll Free no.: 1800-345-4001

16. Members / Proxies are requested to bring the attendance slip / proxy form duly filled and signed for attending the meeting. Proxies are requested to bring their identity proof to the meeting for purpose of identification.

17. Members, who hold shares in electronic form, are requested to bring their Client Id & DP Id for easy identification.

18. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrars and Transfer Agents, Karvy Computershare Pvt. Ltd.

19. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / Karvy Computershare Pvt. Ltd.

20. The Ministry of Corporate Affairs, Government of India has introduced a 'Green Initiative in the Corporate Governance' by allowing paperless compliances by the Company for service of documents to their Members through electronic mode, which will be in compliance with Section 20 of the Companies Act, 2013.

21. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically

22. Electronic copy of the Annual Report for 2017-2018 alongwith Notice, Attendance Slip and Proxy Form is sent to all the members whose email IDs are registered with the Company / Depository Participant(s) for communication purposes. For members who have not registered their email address, physical copies of the Annual Report 2017-18 are being sent to them in the permitted mode. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same.

.

23. Details of directors seeking re-appointment at the forthcoming Annual General Meeting to be held on 24th September, 2018 [Pursuant to Regulation 36 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard (SS-2)]:

PROFILE OF DIRECTOR RETIRING BY ROTATION AND SEEKING RE-APPOINTMENT

Name of the Director	Shri. Talat Aziz
Date of Birth	11/11/1956
Date of appointment on Board	28/06/2001
Qualification	B.A.
List of Directorships held in other companies	Heritage Productions Pvt. Ltd.
Chairmanships / Memberships in Board Committee	None
Shareholding in the Company (as on 31st March, 2018)	NIL
Relationship with existing Directors of the Company	Not related

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

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

ITEM NO.: 4

Pursuant to provisions of the Companies Act, 2013 and in compliance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the transactions in the nature of raising of funds through NCDs/Bonds, taking / giving property on lease/ rent, availing / rendering of services in the ordinary course of business or any other kind of transactions entered into by the Company up to an aggregate limit of Rs. 50 Crores (Rupees Fifty Crores Only) which though in the ordinary course of business may be construed to be related party transactions with the conflict of interest, it is therefore proposed to Shareholders to approve as an Special Resolution.

Pursuant to the Companies (Meetings of Board and its Powers) Amendment Rules, 2015, the particulars of the related parties transactions entered during the Financial Year 2017-18 are as follows:

Name (s) of the related party	Nature of Relationship	Nature of Contract	Duration of Contract	Date of Board Meeting Approval	Amount
Sunil Mehta	MD & Promoter	Director's Remuneration	3 years	30/05/2017	63,00,000
Prem Krishen Malhotra	WTD & Promoter	Director's Remuneration	3 years	30/05/2017	63,00,000
Pamma Mehta	Wife of MD	Salary	5 years	30/05/2017	19,80,000
Sunita Malhotra	Wife of WTD	Salary	5 years	30/05/2017	19,80,000
Fascination Network	Partnership Firm (MD & WTD are partner)	Rent Paid	Ongoing Contract	30/05/2017	8,40,000
Raaj Films	Partnership Firm (WTD is partner)	Rent Paid	Ongoing Contract	30/05/2017	8,40,000
Sunil Mehta	MD & Promoter	Loan received	Ongoing Contract	30/05/2017	3,48,67,864
Sunil Mehta	MD & Promoter	Loan Repaid	Ongoing Contract	30/05/2017	71,46,000
Premkrishen Malhotra	WTD & Promoter	Loan received	Ongoing Contract	30/05/2017	9,61,240
Premkrishen Malhotra	WTD & Promoter	Loan Repaid	Ongoing Contract	30/05/2017	3,90,000
Eddies Hospitality Pvt. Ltd.	Interested Director – Sunita Malhotra	Rent Received	Ongoing Contract	30/05/2017	12,00,000
Eddies Hospitality Pvt. Ltd.	Interested Director – Sunita Malhotra	Loan Taken	Ongoing Contract	30/05/2017	24,041,031
Eddies Hospitality Pvt. Ltd.	Interested Director – Sunita Malhotra	Loan received	Ongoing Contract	30/05/2017	51,79,007

None of the Directors, Key Managerial Personnel of the Company and their relatives is, concerned or interested in this resolution, except to the extent of their respective shareholding, if any, in the Company.

The Board recommends the resolution as set out at Item No. 4 for the approval of the Members.

ITEM No. 5

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, 2018 was Rs. 36,62,85,915/-

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. 5 for the approval of the Members.

ITEM No. 6

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. 6 for the approval of the Members

ITEM No. 7

The Shareholders of the Company on 22nd September, 2015 approved appointment of Shri Niranjan Shivdasani as an Independent Director of the Company for a period of four years effective from 18th Annual General Meeting up to the conclusion of the 22nd consecutive Annual General Meeting through an

Ordinary Resolution under the relevant provisions of the Companies Act 2013. Shri Niranjan Shivdasani, Non-Executive Independent Director has attained the age of 83 years in the month of May 2018. In view of the introduction of the regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 vide SEBI Notification No. SEBI/LAD-NRO/GN/2018/10 dated May 9, 2018 and applicable provisions under Companies Act, 2013, if any, the Company seeks consent of the members by way of special resolution for continuation of his holding of existing office after the age of 75 years during the currency of his term of appointment.

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

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

The Board recommends the resolution as set out at Item No.7 for the approval of the Members.

Registered Office:
Plot No. 1, L.B.S. Marg
Gandhi Nagar
Kanjurmarg (W)
Mumbai – 400 078.
Place: Mumbai
Date : 13th August, 2018

By order of the Board
For Cinevista Limited

Kilpa Goradia
Company Secretary

DIRECTORS' REPORT TO THE MEMBERS

Your Directors have pleasure in submitting the Twenty First Annual Report of your Company together with the Audited Accounts for the year ended 31st March, 2018.

1. FINANCIAL RESULTS

(Rs. in lacs)

	STANDALONE	
	2017-18	2016-17
Income from Operations	2121.92	2206.32
Operating Expenditure	3240.56	2354.21
Depreciation and Amortisation	130.73	158.43
Operating Profit	(1249.37)	(306.32)
Other Income	1468.55	731.47
Profit before Finance Costs	219.18	425.15
Finance Costs	438.44	422.14
Profit after Finance Costs but before Tax	(219.26)	3.01
Tax Expenses	2.32	4.33
Net Profit / Loss After Tax	(221.58)	(1.32)

Financial and Operational Review:
The Company has earned a gross income of Rs. 2121.92 lakh for the financial year 2017-18, as compared to Rs. 2206.32 lakh in the previous year, recording a decrease of Rs 84.4 lakh.

The Company has incurred the net losses of Rs. 221.58 lakh for the year as compared to net losses of Rs. 1.32 lakh in the previous year.

Interest expenditure for the year under review has marginally increased by Rs. 16.3 lakh as compared to the previous year. Depreciation during the year has recorded a marginal decrease by Rs. 27.7 lakh as compared to the previous year.

Earnings per share have been NIL for the current year as well as for the previous year.

2. SHARE CAPITAL:

The Company's paid up capital is Rs. 11,48,72,950 with accumulated Reserves & Surplus of Rs. 1469,582,298.91

There was no public issue, rights issue, bonus issue or preferential issue, etc. during the year under review. The Company has not issued shares with differential voting rights or sweat equity shares. It has not granted any stock options.

Transfer/Transmissionof Shares
On account of death of promoter Dr. Vishnu Mehta, his entire 81390 shares were transmitted to his son Mahesh Mehta, promoter of the Company. The shares were to be equally distributed among all this survivors. Therefore, during the year. Mr. Mahesh Mehta transferred the 27130 shares each to Mrs. Sunita Malhotra & Mr. Sunil Mehta, promoters of the company.

Further, Mr. Mahesh Mehta has sold 1,72,356 shares during the year.

The Company has complied with all necessary compliances as required under SEBI (Prohibition of Insider Regulations) and Listing Regulations, 2015.

3. CHANGES IN CAPITAL STRUCTURE

There has been no change in the capital structure during the year under review.

4. TRANSFER TO RESERVES

The amounts decreased in the reserves during the year on account of the losses are Rs. 22,158,726.60 as compared to the previous year decrease on account of losses Rs. 132817.20

5. DIVIDEND

On account of heavy losses, Your Directors do not propose any dividend for the year ended 31st March, 2018.

6. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The details of loans or guarantees given by the Company and any investments made by the Company is given in the notes to the Accounts forming part of the financial statements

7. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is defined and to maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies of the Company.

Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board.

The internal financial controls with reference to the financial statements were adequate and operating effectively

8. BOARD OF DIRECTORS

As per the provisions of Section 152 of the Companies Act, 2013, Mr. Talat Aziz, Director of the Company retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for reappointment. The Board recommends his re-appointment.

The brief resume and other details of the directors seeking reappointment as required under regulation 36(3) of the SEBI (Listing Obligations & Disclosures Requirement) Regulation 2015 are provided in the Notes of the Notice and report on Corporate Governance forming part of the Annual Report.

Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and the Listing Regulations, the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Remuneration and other Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

9. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The Board in consultation of the Nomination and Remuneration Committee of the Company has formulated the various policies relating to the terms of Appointment of Independent directors, details on familiarization programs and criteria of payments to Non-Executive Directors and the same has been posted on the Company's website www.cinevistaas.com.

10. RELATED PARTY TRANSACTIONS

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of the business. The Company has taken necessary approval from Shareholders & Audit Committee for all related parties transactions. The detail of all related parties transactions given in the notes to Accounts forming part of the financial statements.

The Company has adopted Related Party Transactions Policy which is displayed on website of Company www.cinevistaas.com.

The particulars of contracts or arrangements with related parties are required under Section 134(3)(h) is prescribed Form AOC – 2 are annexed herewith as an 'Annexure – A'.

11. CODE OF CONDUCT

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the company. The Code has been posted on the Company's website www.cinevistaas.com.

All the Board Members and the Senior Management personnel have confirmed compliance with the Code. All Management Staff were given appropriate training in this regard.

12. MANAGEMENT DISCUSSION AND ANALYSIS REPORT (MDA)

The detailed Analysis of the Operating performance of the Company for the year, the state of affairs and the key changes in the operating environment has been included in the Management Discussion and Analysis section which forms an integral part of this Report and is set out as separate section to this Annual Report.

13. CORPORATE GOVERNANCE

Your Company believes that Corporate Governance is an application of the best management practices, compliances of law in true spirit and adherence to ethical standards for effective management and distribution of wealth and discharge of social responsibility for sustainable development of all stakeholders.

Your Company is committed to maintaining the highest standards of Corporate Governance and adhering to the Corporate Governance requirements as set out by the Securities and Exchange Board of India (SEBI). All Board members and Senior Management Personnel have affirmed compliance with the Code of Conduct for the year 2017-18.

A declaration to this effect signed by the Managing Director & CEO of the Company is contained in this Annual Report.

A section on Corporate Governance along with a certificate from Auditors confirming compliance of conditions of Corporate Governance as stipulated under Regulation 34 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is annexed and forms part of the Directors' Report.

14. CEO/CFO CERTIFICATE

In accordance with Regulation 17(8) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 pertaining to corporate governance norms, Mr. Sunil Mehta, CEO and Managing

Director and Mr. K.B.Nair, CFO, have certified, inter-alia, on review of financial statements and establishing and maintaining internal controls for the financial reporting for the year ended March 31, 2018, The said certificate forms an integral part of the Annual Report.

15. DIRECTORS' RESPONSIBILITY STATEMENT

In terms of Section 134 of the Companies Act, 2013, the directors would like to state that:

i) In the preparation of the annual accounts, the applicable accounting standards have been followed.

ii) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review.

iii) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

iv) The directors have prepared the annual accounts on a going concern basis.

v) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

vi) The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

16. SUBSIDIARIES

The Company will make available the Annual Accounts of the subsidiary companies and the related detailed information upon request by any member of the Company and its subsidiaries interested in obtaining the same. Further, the Annual Accounts of the subsidiaries would also be available for inspection by any member at the Registered Office of the Company and at the Office of the respective subsidiary companies, during working hours.

The Statement containing salient features of the financial statements of the subsidiary companies in the prescribed format AOC-1 is appended as an 'Annexure B' to the Board's Report. The statement also provides the details of performance and financial position of subsidiary companies.

The holding as well as subsidiary companies in question shall regularly file such data to the various regulatory and Government authorities as may be required by them.

The Company has given Indian rupee equivalent of the figures given in foreign currency appearing in the accounts of the subsidiary viz. M/s. Video Vista Inc. along with the exchange rate as on closing day of the financial year.

17. FIXED DEPOSITS

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

18. AUDITORS

Pursuant to the provisions of Section 139 of the Companies Act, 2013, The Company's Statutory Auditors M/s. Sarath & Associates, Chartered Accountants (ICAI Firm Registration No. 5120S) were appointed at the 18th Annual General Meeting held on 22nd September, 2015 as the auditors for the period of four years until conclusion of the 22nd consecutive Annual General Meeting.

The Auditors' Report to the members on the Accounts of the Company for the financial year ended March 31, 2018 does not contain any qualification.

With reference to point 3(c) of Annexure B of the Standalone Auditors' Report, the Company has demanded the amount outstanding from the Companies, Report, the Company has demanded the amount outstanding from the companies, firm or other parties listed in register maintained under section 189 of the act. However, such companies being non-operational and with no running business, presently they dont have sufficiant funds to repay the same to M/s. Cinevista Ltd. However, we are taking all reasonable steps & efforts to recover the outstanding amount.

In view of the amendment to the said section 139 through the Companies (Amendment) Act, 2017 notified on 7 May 2018, ratification of auditors' appointment is no longer required. However, under section 142 of the Companies Act, 2013, a proposal is put up for approval of members for authorising the Board of Directors of the Company to fix Auditors' remuneration for the year 2018-19 and thereafter. The members are requested to approve the same.

The Statutory Audit Report for the year 2017-18 does not contain any qualification, reservation or adverse remark or disclaimer made by the Statutory Auditors.

19. SECRETARIAL AUDIT

Pursuant to provisions of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the company has appointed M/s. Yogesh D. Dabholkar and Co., Practicing Company Secretary to undertake the Secretarial Audit of the Company. The Secretarial Audit Report for the year 2017-18 as issued by him in the prescribed form MR-3 is annexed herewith as 'Annexure C' to this Report.

As directed by Securities & Exchange Board of India, (SEBI) secretarial audit is being carried out at the specified period by the Practicing Company Secretary. The findings of the secretarial audit were entirely satisfactory.

Regarding observation made by the Secretarial Auditor regarding delay is intimation of disclosure by the Company, we would like to clarify that there was delay on side of the promoter Mr. Mahesh Mehta in intimating to the Company regarding sale of part of his shares. However, the Company has not defaulted & followed required compliances by intimating the stock exchanes, in time, as required under Regulation 7(2) read with Regulations 6(2) of SEBI Probition of Insider Trading Regulations, 2015.

There are no other qualification in Secretarial Audit Report and observation made in the Report read together with relevant notes thereon are self-explanatory and hence, do not call for any further comments under the Companies Act, 2013.

20. SECRETARIAL STANDARDS OF ICSI

Pursuant to the approval given on 10 April 2015, by the Central Government to the Secretarial Standards specified by the Institute of Company Secretaries of India (ICSI), the Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) came into effect from 1st July 2015. The said standards were amended with effect from 1 October 2017.

The Company is in compliance with the same.

21. EXTRACT OF ANNUAL RETURN

The Extract of Annual Return as per Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014 is set out in 'Annexure D' forming part of this report.

22. BUSINESS RISK MANAGEMENT

Pursuant to section 134 (3) (n) of the Companies Act, 2013 & the Listing Regulations, the company has constituted a business risk management committee. The details of the committee and its terms of reference are set out in the corporate governance report forming part of the Directors' report.

23. PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code.

All Board Directors and the designated employees have confirmed compliance with the Code.

The Code of Conduct for Prevention of Insider Trading is displayed on website of Company www.cinevistaas.com.

24. VIGILANCE MECHANISM

As a conscious and vigilant organization, your Company has established proper vigilance mechanism for its Directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. The Company has framed Whistle Blower Policy and the same is uploaded at the website of the Company.

25. NOMINATION AND REMUNERATION POLICY

The Board of Directors has framed a policy which lays down a framework for selection and remuneration of Directors, Key Managerial Personal (KMP) and Senior Management of the Company. The Nomination and Remuneration policy is available on the website (www.cinevistaas.com) of the Company

26. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN

Your Company is committed to provide and promote safe and healthy environment to all its employees without any discrimination. During the year under review, there was no case filed pursuant to The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

27. STATUTORY INFORMATION

Conservation of Energy & Technology Absorption

Considering the nature of the business of the Company, the particulars required to be furnished pursuant to the Companies Act, 2013, read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, relating to the Conservation of Energy and Technology Absorption are not applicable.

Foreign Exchange Earnings and Outgo

Foreign Exchange Earnings have been Rs. 1.43 Lacs as compared to the previous year which amount to Rs. 4.46 Lacs and Foreign Exchange Outgo for current year is Rs.NIL as compared to previous year which was also Rs. NIL.

Particulars of Employees

The information required pursuant to Section 197 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of Section 136 of the Act, the reports and accounts are being sent to the members and others entitled thereto, excluding the information on employees'

particulars which is available for inspection by the members at the Registered office of the company during business hours on working days of the company up to the date of ensuing Annual General Meeting. If any member is interested in inspecting the same, such member may write to the company secretary in advance.

28. Disclosure under Regulation 30 of SEBI (Listing and Disclosure Requirements), 2015

A massive fire incident had occurred on 06-01-2018 at the studio premises situated at Plot No.1, Gandhi Nagar, L. B. S. Marg, Kanjurmarg West, Mumbai-400078 resulting in impairment and destruction of fixed assets, as well as, assets other than fixed assets.

Disclosure as required under the materiality of events in terms of Para B of Part A of Schedule III of Listing Regulations of Listing Regulations, 2015

a) Insurance amount claimed and realized by the listed entity for the loss/damage:
Insurance Claim of Rs. 14,29,20,617/- (Fourteen Crores Twenty Nine Lakhs Twenty Thousand Six Hundred and Seventeen Only) made with insurance Companies
Amount of Claim Realized: Nil till date

b) The actual amount of damage caused due to the natural calamity or other force majeure events: Losses of Rs. 5,77,02,515/- (Five Crores Seventy Seven Lakhs Two Thousand Five Hundred and Fifteen Only) written down value as on 5th January, 2018

c) Details of steps taken to restore normalcy and the impact of the natural calamity/other force majeure events on production or service, financials of the entity: Awaiting for Insurance companies to realize the insurance claim

Further, the brief details of the fire incidence are provided in the Significant Accounting Policies and Notes forming part of the Annual Report.

29. APPRECIATION

Your Directors thank the viewers, suppliers, bankers, Financial Institutions, Central and State Governments and Shareholders for their consistent support to the Company. The Directors also sincerely acknowledge the significant contributions made by all the employees for their dedicated services to the company.

For and on behalf of the Board
Cinevista Limited

Place: Mumbai
Date: 30th May, 2018

Prem Krishen Malhotra
Chairman

DECLARATION

All the Board Members and Senior Management Personnel of the Company have affirmed compliance with the code of conduct of the Company for the year ended 31st March 2018.

Place : Mumbai
Date : 30th May, 2018

Prem Krishen Malhotra
Chairman

CERTIFICATION BY CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER

To
The Board of Directors
Cinevista Limited

We, Sunil Mehta, Chief Executive Officer and K.B. Nair, Chief Financial Officer, of Cinevista Limited (Formerly Cinevistaas Limited) hereby certify to the best of our knowledge and belief that:

a. We have reviewed the financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:

   i. these statements do not contain any materially untrue statements or omit any material fact or contain statements that might be misleading.
   ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

b. There are, as to the best of our knowledge and belief, no transactions entered into by the Company during the year which is fraudulent, illegal or violative of the Company's Code of Conduct.

c. We accept responsibility for establishing and maintaining internal controls and we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and have taken requisite steps to rectify these deficiencies.

d. We have indicated to the auditors and the Audit Committee:
   i. there have been no significant changes in internal control over financial reporting during the year;
   ii. there have been no significant changes in accounting policies during the year and
   iii. there have been no instances of significant fraud of which we have become aware and any involvement therein, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

e. All Board members and Senior Management personnel of the Company have affirmed compliance with the Code of Conduct and Ethics during the year ended 31st March, 2018.

Place : Mumbai
Date : 30th May, 2018

Sunil Mehta
Chief Executive Officer

K.B. Nair
Chief Financial Officer

Annexure A to Directors' Report
AOC -2
Particulars of contracts / arrangements made with the related parties
(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

This Form pertains to the Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

Details of contracts or arrangements or transactions not at Arm's length basis
There were no contracts or arrangements or transactions entered into during the year ended March 31, 2018, which were not at arm's length basis.

Details of contracts or arrangements or transactions at Arm's length basis
The details of contracts or arrangements or transactions at arm's length basis for the year ended March 31, 2018 are as follows:

Name (s) of the related party	Nature of Relationship	Nature of Contract	Duration of Contract	Date of Board Meeting Approval	Amount
Sunil Mehta	MD & Promoter	Director's Remuneration	3 years	30/05/2017	63,00,000
Prem Krishen Malhotra	WTD & Promoter	Director's Remuneration	3 years	30/05/2017	63,00,000
Pamma Mehta	Wife of MD	Salary	5 years	30/05/2017	19,80,000
Sunita Malhotra	Wife of WTD	Salary	5 years	30/05/2017	19,80,000
Fascination Network	Partnership Firm (MD & WTD are partner)	Rent Paid	Ongoing Contract	30/05/2017	8,40,000
Raaj Films	Partnership Firm (WTD is partner)	Rent Paid	Ongoing Contract	30/05/2017	8,40,000
Sunil Mehta	MD & Promoter	Loan received	Ongoing Contract	30/05/2017	3,48,67,864
Sunil Mehta	MD & Promoter	Loan Repaid	Ongoing Contract	30/05/2017	71,46,000
Premkrishen Malhotra	WTD & Promoter	Loan received	Ongoing Contract	30/05/2017	9,61,240
Premkrishen Malhotra	WTD & Promoter	Loan Repaid	Ongoing Contract	30/05/2017	3,90,000
Eddies Hospitality Pvt. Ltd.	Interested Director – Sunita Malhotra	Rent Received	Ongoing Contract	30/05/2017	12,00,000
Eddies Hospitality Pvt. Ltd.	Interested Director – Sunita Malhotra	Loan Taken	Ongoing Contract	30/05/2017	2,40,41,031
Eddies Hospitality Pvt. Ltd.	Interested Director – Sunita Malhotra	Loan received	Ongoing Contract	30/05/2017	51,79,007

(Note: Nature of payment on account of rent are for specific period as per use basis)

For and on behalf of the Board
Cinevista Limited

Place: Mumbai
Date: 30th May, 2018

Prem Krishen Malhotra
Chairman

Annexure B to Directors Report

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

(Rs. In Lakh)

Sl. No.	Particulars	Details		
1.	Name of the subsidiary	Chimera Entertainment Pvt Ltd	Cinevista Eagle Plus Media Pvt Ltd	Video Vista Inc.
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	01.04.2017 To 31.03.2018	01.04.2017 To 31.03.2018	01.01.2017 To 31.12.2017
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	NIL	NIL	Dollars 63.84
4.	Share capital	5.00	81.85	166.79
5.	Reserves & surplus	-170.23	-240.20	-126.07
6.	Total assets	0.12	0.11	40.73
7.	Total Liabilities	0.12	0.11	40.73
8.	Investments	NIL	NIL	NIL
9.	Turnover	NIL	NIL	59.99
10.	Profit before taxation	-0.06	-0.06	-23.30
11.	Provision for taxation	NIL	NIL	NIL
12.	Profit after taxation	-0.06	-0.06	-23.30
13.	Proposed Dividend	NIL	NIL	NIL
14.	% of shareholding	99.88%	67%	100%

For and on behalf of the Board
Cinevista Limited

Place: Mumbai
Date: 30th May, 2018

Prem Krishen Malhotra
Chairman

Annexure C to Directors' Report
FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2018

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
CINEVISTA LIMITED
Bright Compound, Plot No.1, Gandhi Nagar, L.B.S. Marg,
Kanjurmarg (West), Mumbai-400078

Dear Sir,

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by CINEVISTA LIMITED (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company, during the audit period covering the financial year ended on 31st March, 2018 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended 31st March 2018 according to the provisions of:

(i) The Companies Act, 2013 ('the Act') and the rules made there under;
(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
    (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
    (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
    (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not applicable to the Company during the Audit period);
    (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the Company during the Audit period);
    (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Company during the Audit period);
    (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with Client;
    (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable to the Company during the Audit period); and

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable to the Company during the Audit period);
(i) Secretarial Standards issued by The Institute of Company Secretaries of India;
(j) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(vi) I have also examined compliance with the applicable clauses of the following:
Other laws specifically applicable to the Company namely:
(a) The Cinematograph Act, 1952
(b) Indian Contract Act, 1872
(c) The Copyright Act, 1957

I have also examined compliance with the applicable clauses of the following:
(i) Secretarial Standards issued by The Institute of Company Secretaries of India which has came into effect from 1st July, 2015 (Further amended on 01st October 2017)

During the financial year from 1st April, 2017 to 31st March, 2018 under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc subject to the following observation.

There is delay in the intimation of disclosure by the Company under Regulation 7 (2) read with Regulation of 6(2) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

I further report that

The Board of Directors of the Company is constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

Adequate notice is given to directors to schedule the Board Meetings, Agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All the decision in the Board meetings and committee meetings are carried out either unanimously or majority as recorded in the minutes of the meeting of Board of Directors or committee of the Board, as the case may be.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period the Company has not taken any actions or entered into events having a major bearing on the company's affairs in above referred laws, rules, regulations, guidelines, standards, etc.

This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

For Yogesh D Dabholkar & Co.,
Practicing Company Secretary

Yogesh D Dabholkar
Proprietor
FCS No: 6336.
COP No: 6752.

Place: Dombivli.
Date: 30/05/2018

ANNEXURE - A

To,
The Members,
CINEVISTA LIMITED,
Bright Compound, Plot No.1,
Gandhi Nagar, L.B.S. Marg,
Kanjurmarg (West), Mumbai- 400078

My report of event date is to be read along with this letter

1. Maintenance of Secretarial record is the responsibility of the management of the Company. my responsibility is to express an opinion on these secretarial records based on my audit.

2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believed that the processes and practices that I followed provide a reasonable basis for my opinion.

3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.

4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.

6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For Yogesh D Dabholkar & Co.,
Practicing Company Secretary

Yogesh D Dabholkar
Proprietor
FCS No: 6336.
COP No: 6752.

Place: Dombivli
Date: 30/05/2018.

Annexure D to Directors' Report
FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2018

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:		
1	CIN	L92130MH1997PLC107871
2	Registration Date	5/7/1997
3	Name of the Company	Cinevista Limited
4	Category/Sub-category of the Company	Company Limited by Shares
5	Address of the Registered office & contact details	Plot No.1, L.B.S. Marg, Gandhinagar, Kanjurmarg, Mumbai - 400078. Tel: 022 25770446. Fax: 022 25770446. Website:www.cinevistaas.com Email:helpdesk@cinevistaas.com
6	Whether listed company	Yes
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032. Tel. No.: 04067161510, 04067161512. Toll Free No.: 1800 - 345 - 4001

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	**Name and Description of main products / services**	**NIC Code of the Product/service**	**% to total turnover of the company**
1	Motion picture, video and television programme production, sound recording and music publishing activities	Division 59 as per NIC 2008 Code	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

SN	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Chimera Entertainment Private Limited	U92112M-H2000PTC127979	Subsidiary	99.88	2(87)
2	Cinevista Eagle Plus Media Private Limited	U92132M-H2000PTC129460	Subsidiary	67	2(87)
3	Video Vista Inc.	BYJAZ20010221	Subsidiary	100	2(87)

IV. SHARE HOLDING PATTERN									
(Equity share capital breakup as percentage of total equity)									
(i) Category-wise Share Holding									
Category of Shareholders	**No. of Shares held at the beginning of the year [As on 31-March-2017]**				**No. of Shares held at the end of the year [As on 31-March-2018]**				**% Change during the year**
	Demat	**Physical**	**Total**	**% of Total Shares**	**Demat**	**Physical**	**Total**	**% of Total Shares**	
A. Promoters									
(1) Indian									
a) Individual/ HUF	38,950,453	0	38,950,453	67.81%	38,830,177	0	38,830,177	67.61%	-0.20%
b) Central Govt	0	0	0	0.00%	0	0	0	0.00%	0.00%
c) State Govt(s)	0	0	0	0.00%	0	0	0	0.00%	0.00%
d) Bodies Corp.	0	0	0	0.00%	0	0	0	0.00%	0.00%
e) Banks / FI	0	0	0	0.00%	0	0	0	0.00%	0.00%
f) Any other	0	0	0	0.00%	0	0	0	0.00%	0.00%
Sub Total (A) (1)	**38,950,453**	**0**	**38,950,453**	**67.81%**	**38,830,177**	**0**	**38,830,177**	**67.61%**	**0.00%**
(2) Foreign									
a) NRI Individuals	0	0	0	0.00%	0	0	0	0.00%	0.00%
b) Other Individuals	0	0	0	0.00%	0	0	0	0.00%	0.00%
c) Bodies Corp.	0	0	0	0.00%	0	0	0	0.00%	0.00%
d) Any other	0	0	0	0.00%	0	0	0	0.00%	0.00%
Sub Total (A) (2)	0	0	0	0.00%	0	0	0	0.00%	0.00%
TOTAL (A)	**38,950,453**	**0**	**38,950,453**	**67.81%**	**38,830,177**	**0**	**38,830,177**	**67.61%**	**0.00%**
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0.00%	0	0	0	0.00%	0.00%
b) Banks / FI	0	0	0	0.00%	0	0	0	0.00%	0.00%
c) Central Govt	0	0	0	0.00%	0	0	0	0.00%	0.00%
d) State Govt(s)	0	0	0	0.00%	0	0	0	0.00%	0.00%
e) Venture Capital Funds	0	0	0	0.00%	0	0	0	0.00%	0.00%
f) Insurance Companies	0	0	0	0.00%	0	0	0	0.00%	0.00%
g) FIIs	0	0	0	0.00%	0	0	0	0.00%	0.00%
h) Foreign Venture Capital Funds	0	0	0	0.00%	0	0	0	0.00%	0.00%
i) Others (specify)	0	0	0	0.00%	0	0	0	0.00%	0.00%
Sub-total (B)(1):-	0	0	0	0.00%	0	0	0	0.00%	0.00%
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	1,469,888	21,500	1,491,388	2.60%	1,150,183	21500	1,171,683	2.04%	-0.56%
ii) Overseas	0	0	0	0.00%	0	0	0	0.00%	0.00%
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	11,090,865	383,305	11,474,170	19.98%	10,642,712	382,305	11,025,017	19.20%	0.78%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	3,798,457	625,000	4,423,457	7.70%	4,710,978	625,000	5,335,978	9.29%	1.59%

c) Others (specify)									
NRI NON REPA-TRIATION	16345	0	16345	0.03%	22555	0	22555	0.04%	0.01%
Non Resident Indians	101585	0	101,585	0.18%	130493	0	130493	0.23%	0.05%
Overseas Corporate Bodies	11,500	0	11,500	0.02%	11,500	0	11,500	0.02%	0.00%
Clearing Members	17045	0	17,045	0.03%	8269	0	8269	0.01%	-0.02
Trusts	12245	0	12,245	0.02%	12245	0	12,245	0.02%	0.00%
HUF	932287	6000	938,287	1.63%	882458	6000	888458	1.55%	-0.09
d) Qualified Foreign Investor	0	0	0	0.00%	0	0	0	0.00%	0.00%
e) NBFCs Regis-tered with RBI	**0**	**0**	**0**	**0.00%**	**100**	**0**	**100**	**0.00%**	**0.00%**
Sub-total (B)(2):-	**17,450,217**	**1,035,805**	**18,486,022**	**32.19%**	**17571393**	**1034805**	**18606198**	**32.39%**	**0.21%**
Total Public (B)	**17,450,217**	**1,035,805**	**18,486,022**	**32.19%**	**17,571,393**	**1,034,805**	**18,606,198**	**32.39%**	**0.21%**
C. Shares held by Custodian for GDRs & ADRs	**0**	**0**	**0**	**0.00%**	**0**	**0**	**0**	**0.00%**	**0.00%**
Grand Total (A+B+C)	**56,400,670**	**1,035,805**	**57,436,475**	**100.00%**	**56,401,570**	**1,034,805**	**57,436,375**	**100.00%**	

(ii) Shareholding of Promoter

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share-holding during the year
		No. of Shares	% of total Shares of the com-pany	% of Shares Pledged/ encum-bered to total shares	No. of Shares	% of total Shares of the com-pany	% of Shares Pledged / encum-bered to total shares	
1	Pamma Mehta	9,490,355	16.52%	0	9,490,355	16.52%	0	0.00%
2	Prem Krishen Malhotra	9,316,355	16.22%	0	9,316,355	16.22%	0	0.00%
3	Sunil Mehta	9,009,315	15.69%	0	9,009,315	15.69%	0	0.00%
4	Sunita Malhotra	5,165,135	8.99%	0	5192265	9.04%	0	0.05%
5	Uday Singh Phoolka	1,805,670	3.14%	0	1,805,670	3.14%	0	0.00%
6	Mahesh Vishnu Mehta	1,331,390	2.32%	0	1,104,774	1.92%	0	-0.40%
7	Vijay Singh Phoola	1,215,560	2.12%	0	1,267,640	2.21%	0	0.09%
8	Eddies Hospitality Pvt Ltd (Formerly Carenice Commercial & Agencies Pvt Ltd)	1000000	1.74%	0	1000000	1.74%	0 0	0.00%
9	Sunil Mehta	500,000	0.87%	0	527,130	0.92%	0	0.05%
10	Sunita Malhotra jointly with Siddharth Malhotra	116,673	0.20%	0	116,673	0.20%	0	0.00%
	Total	38,950,453	67.81%	0	38,830,177	67.61%	0	0.20%

(iii) Change in Promoters' Shareholding (please specify, if there is no change)							
SN	Particulars	Date	Reason	Shareholding at the beginning of the year		Shareholding at the end of the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	Sunita Malhotra	25/09/2017	Transmission of shares	5165135	8.99%	5192265	9.04%
2	Sunil Mehta	25/09/2017	Transmission of shares	500000	0.87%	527130	0.92%
3	Mahesh Mehta	25/09/2017	Transmission of shares	1331390	2.32%	1277130	2.23%
4	Vijay Singh Phoolka	31/03/2018	Two Different Folio, one was under public category	1215560	2.12%	1267640	2.21%
3	Mahesh Mehta	09/10/2017 to 30/11/2017	Sale of shares	1331390	2.32%	1104774	1.92%

(iv) Shareholding Pattern of top ten Shareholders					
(Other than Directors, Promoters and Holders of GDRs and ADRs):					
SN	For each of the Top 10 shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares	No. of shares	% of total shares
1	Rupinder Sandhu	625000	1.09	625000	1.09
2	Natasha Shroff	625000	1.09	625000	1.09
3	Amrinder Singh	625000	1.09	625000	1.09
4	Daisy Mehta	510000	0.89	510000	0.89
5	Falguni Shailesh Gala	299739	0.52	319987	0.56
6	Kuttan Bahuleyan Nair	309350	0.54	309350	0.54
7	Mahendra Girdharilal	255149	0.44	255149	0.44
8	Hari Kishan Gupta jointly Mamta Gupta	0	0	204275	0.36
9	Tammineedi uma Maheswari Manikyamba	130000	0.23	141925	0.25
10	Sakina Mansoor Rangwala	0	0	110603	0.19
11	Manish Kumar Maurya	108200	0.19	108200	0.19
12	Sunir Kheterpal	100000	0.17	0	0

(v) Shareholding of Directors and Key Managerial Personnel:					
SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
1	Name: Mr. Prem Krishen Malhotra				
	At the beginning of the year	9,316,355	16.22%	9,316,355	16.22%
	Changes during the year	Nil	0.00%	Nil	0.00%
	At the end of the year	9,316,355	16.22%	9,316,355	16.22%
2	Name: Mr. Sunil Mehta				
	At the beginning of the year	9,009,315	15.69%	9,009,315	15.69%
	Changes during the year	Nil	0.00%	Nil	0.00%
	At the end of the year	9,009,315	15.69%	9,009,315	15.69%
3	Name: Mr. Niranjan Shivdasani				
	At the beginning of the year	Nil	0.00%	Nil	0.00%
	Changes during the year	Nil	0.00%	Nil	0.00%
	At the end of the year	Nil	0.00%	Nil	0.00%
4	Name: Mr. Talat Aziz				
	At the beginning of the year	Nil	0.00%	Nil	0.00%
	Changes during the year	Nil	0.00%	Nil	0.00%
	At the end of the year	Nil	0.00%	Nil	0.00%
5	Name: Mrs. Sulochana Talreja				
	At the beginning of the year	17,711	0.03%	17,711	0.03%
	Changes during the year	Nil	0.00%	Nil	0.00%
	At the end of the year	17,711	0.03%	17,711	0.03%
6	Name: Mrs. Renu Anand				
	At the beginning of the year	Nil	0.00%	Nil	0.00%
	Changes during the year	Nil	0.00%	Nil	0.00%
	At the end of the year	Nil	0.00%	Nil	0.00%
7	Name: Mr. K.B. Nair				
	At the beginning of the year	309,350	0.54%	309,350	0.54%
	Changes during the year	Nil	0.00%	Nil	0.00%
	At the end of the year	309,350	0.54%	309,350	0.54%
8	Name: Mrs. Kilpa Goradia				
	At the beginning of the year	Nil	0.00%	Nil	0.00%
	Changes during the year	Nil	0.00%	Nil	0.00%
	At the end of the year	Nil	0.00%	Nil	0.00%

V. INDEBTEDNESS
Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(Amt. Rs./Lacs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	3,287.44	626.35	-	3,913.79
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	3,287.44	626.35	-	3,913.79
Change in Indebtedness during the financial year				
* Addition	-	512.25	-	512.25
* Reduction	(763.18)	-	-	(763.18)
Net Change	(763.18)	512.25	-	(250.93)
Indebtedness at the end of the financial year				
i) Principal Amount	2,524.26	1,138.60	-	3,662.86
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	2,524.26	1,138.60	-	3,662.86

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
1	Name	Sunil Mehta	Prem Krishen Malhotra	(Rs/Lac)
	Designation	Managing Director	Whole Time Director	
	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	6300000	6300000	12600000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0	0	0
2	Stock Option	0	0	0
3	Sweat Equity	0	0	0
4	Commission			0
	- as % of profit	0	0	0
	- others, specify	0	0	0
5	Others, please specify	0	0	0
	Total (A)	6300000	6300000	126,00,000
	Ceiling as per the Act			168,00,000

B. Remuneration to other Directors						
SN.	Particulars of Remuneration	Name of Directors				Total Amount (Rs.)
		Niranjan Shiv-dasani	Sulochana Talreja	Renu Anand	Talat Aziz	
1	Independent Directors					
	Fee for attending board committee meetings	15,000.00	21,000.00	27,000.00	0	63,000.00
	Commission	0	0	0	0	0 0
	Others, please specify	0	0	0	0	0 0
	Total (1	15,000.00	21,000.00	27,000.00	0	63,000.00
2	Other Non-Executive Directors					0
	Fee for attending board committee meetings	0	0	0	4,500.00	4,500.00
	Commission	0	0	0	0	0 0
	Others, please specify	0	0	0	0	0 0
	Total (2) 0	0	0	0	4,500.00	4,500.000
	Total (B)=(1+2)	15,000.00	21,000.00	27,000.00	4,500.00	67,500.00
	Total Managerial Remuneration					126,67,500.00
	Overall Ceiling as per the Act					168,00,000.00
Note: Overall caling as per Act is not applicable to sitting fees paid to non-executive directors.						

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD				
SN.	Particulars of Remuneration	Name of Key Managerial Personnel		Total Amount (Rs.)
	Name	K.B. Nair	Kilpa Goradia	
	Designation	CFO	CS	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1,716,000.00	800,000.00	25,16,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0 0
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0	0	0
2	Stock Option	0	0	0 0
3	Sweat Equity	0	0	0 0
4	Commission	0	0	0
	- as % of profit	0	0	
	- others, specify	0	0	
5	Others, please specify	0	0	0
	Total	1,716,000.00	800,000.00	25,16,000

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:					
Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

NIL

MANAGEMENT DISCUSSION & ANALYSIS

Management Discussion and Analysis

A very warm and cordial welcome, to all our esteemed shareholders, present here, this morning, on the occasion of the **21st Annual General meeting of your Company!**

The Financial year **2017-2018** saw a turnover of Rs.359,046,539, with depreciation costs standing at Rs. 13,073,440.

"BEYHADH", completed its telecast in October 2017 on Sony Entertainment Television! **Its successful run of 273 episodes ending at the 8.30 – 9 p.m. Prime-time slot of S.E.T., was an awesome feat**, achieved by your Company! **Jennifer Winget, as "Maya" was not only compelling, enigmatic, superb, distinctive, engrossing, but more importantly so "Hand-in-glove", with the character, that when "Maya", the brilliantally etched out character, did not perform "Evil", it left the viewer's distraught!**

Long after it has finished telecast, **"BEYHADH" is still discussed over the social media, especially on Instagram, with people and fans still clamoring for a "BEYHADH -2"!!!**

Right after the thundering success of "BEYHADH", we commenced work on **"BEPANNAAH"**, a show we'd mentioned about, in our last A.G.M. Starring the **inimitable and charismatic Jennifer Winget as "Zoya"**, with Harshad Chopra, Sehban Azim, Namita Dubey, Raajish Khattar, besides many others. **"BEPANNAAH"**, as we go to the press, **completes its 100th episode of telecast, on the 3rd of August 2018!** Such is the spell of "BEPANNAAH", that Colors, the channel on which it is being telecast, **is looking for "BEPANNAAH – 2", from us and soon!**

They want **a love story that stands out, as "A Differentiator!"**

"BEPANNAAH", has set such a trend which hopefully, only we, at Cinevista, will one day soon, surpass and cross, setting new standards in story-telling and unveiling of a plot, with skill and dimension!!!

But before "BEPANNAAH", hit the small screen, on the 19th of March 2018, **a lot happened which affected your company adversely!** We would like to run our esteemed and valuable shareholders through what their company has been through, over the past 7 months, now!!!

It was the evening of the 6th of January 2018! The entire cast of "BEPANNAAH", was shooting **on floor No. 12 and 12A, which housed the sprawling and magnificent set of "BEPANNAAH", spread over almost 13000 plus square feet of area!**

All the actors and crew **stood literally in awe while shooting, as the sheer splendour of the set, captivated them!**

Everything was picture-perfect, till I got a call **around 8.15 p.m. from the studio saying that a humungous fire had broken out, almost suddenly!**

Such was the intensity that within hours, the entire set stood gutted, the central air-conditioning unit had blown, the roof had been torn apart, the cameras, lights, edit-equipment, window A/C's, all blown to smithereens!

The neighbouring floor No. 14 was also adversely affected!

Out of the 3 floors which we house at Kanjurmarg, **only one floor remained intact!** The problem was, it housed a huge college set, which we used to hire out, on rentals!

As we'd to rebuild the entire "BEPANNAAH" set, in our studio at Kanjurmarg, to commence shoot, we'd no choice but to pull down this college set and reconstruct the set previously housed on floors No. 12 and 12A.

Inspite of all hinderances, hurdles, obstacles and dealing with all kinds of authorities, we managed not only to build the set, but put "BEPANNAAH" on the air, within an exact 72 days. From the day of the fire!

To date, we're still waging a battle with fate and destiny! But, with the help of the Almighty and the prayers of our valued shareholders, we're gradually, but surely, coming out of the woods!

It will take time, but it will happen!! We will walk tall and strong, once again!!!

The good news is that your Company has another show on the air, titled "YE TERI GALIYAN", which has just completed 6 episodes of telecast on Zee's early prime 7 – 7.30 p.m. time slot and has registered a first week T.R.P. of 1.2, at an average!

We've raised the viewing on the 7 – 7.30 p.m. slot of Zee, 3 times over, in just 1 week! Their average viewership on this slot was 0.4, prior to "YE TERI GALIYAN", commencing telecast!

This is a unique feat, achieved by your Company! "BEPANNAAH", too is rating between 1.5/1.6 on the 9.30 – 10 p.m. slot of Colors, which is an exact double of what the slot was performing, prior to "BEPANNAAH"!

"YE MERI WIFE HAI", a sitcom we were planning for Colors, will finally see its culmination on Sony SAB T.V. and hopefully soon! Rakesh Bedi, the versatile and renowned sitcom actor, is the brain behind the concept, for this sitcom! Colors, does not wish to go down the sitcom route, in the near future!

Besides the above, your Company is working on 3 other shows, for pitching and finalization! Two are for Colors, while one is being developed, with Star in mind!

We're also venturing down "History-way!". But, more on this, when we meet, at the A.G.M.

As far as Doordarshan goes, we were not happy with the economics and therefore decided against going down that path!

As regards the development of the Kanjurmarg property, we've met up with some of the BIG names, down our side of the world, through CBRE, but the deals offered, have been less than satisfactory!

Work is on, but looking at the way, the realty sector is faring at this point in time, we may have to consider other options!

All in all, wish our esteemed and valued shareholders Happy times ahead and look forward to meeting up with them soon!

With sincere regards and thanks!

CORPORATE GOVERNANCE REPORT FOR THE YEAR 2017-2018

Pursuant to Regulation 34 (3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company believes in adopting the best practices in the areas of Corporate Governance. Even in the fiercely competitive business environment, the Management and Employees of the Company are committed to uphold the core values of transparency, integrity, honesty and accountability which are fundamental to the Company as a whole.

The Company will continue to focus its resources, strengths and strategies for creation and safeguarding of the shareholders wealth and at the same time protect the interests of all its shareholders.

The Company believes that good Corporate Governance is a continuous process and strives to improve the Corporate Governance practices to meet shareholder's expectations. Good Corporate Governance is an integral part of the Company's value system and the Company Management places considerable emphasis on compliance therewith aimed at providing good governance.

The detailed report on implementation by the Company, of the Corporate Governance Code is set out below:

2. BOARD OF DIRECTORS:

Your Company's Board has an optimum combination of executive, non-executive, independent and women directors as per requirement of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors is entrusted with the ultimate responsibility of the management, general affairs, direction and performance of the Company and has been vested with requisite powers, authorities and duties.

Composition

The Board comprises of a majority of Independent Directors. It has a good mix of Executive and Non-Executive Directors including Independent Directors. As on date of this Report, the Board consists of six Directors comprising Executive Chairman, three Independent Directors the number of Independent Directors is half of the total number of Directors. The number of Non-Executive Directors (NEDs) is more than 50% of the total number of Directors. The composition of the Board represents an optimal mix of professionalism, knowledge and experience and enables the Board to discharge its responsibilities and provide effective leadership to the business. The positions of the Chairman of the Board and the Chief Executive Officer of the Company are held by separate individuals.

As per disclosure received from Directors, None of the Directors on the Board is a Member on more than 10 Committees and Chairman of more than 5 Committees as per requirement of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. The necessary disclosures regarding Committee positions have been made by the Directors.

The names and categories of the Directors on the Board, their attendance at Board Meetings during the year and at the last Annual General Meeting, as also the number of Directorships and Committee Memberships held by them in other companies are given below:

Name of the Directors	Category	No. of Board Meetings attended during 2017-18	Whether attended AGM held on 18th August 2017	Directorship in Other Public Companies (*)	No. of Board Committees (other than Cinevista Limited) in which Chairman/ Member
Shri Prem Krishen Malhotra Chairman & Whole Time Director	Promoter & Executive Director	4	Yes	Nil	Nil
Shri Sunil Mehta Vice Chairman & Managing Director	Promoter & Executive Director	4	Yes	Nil	Nil
Shri Talat Aziz	Non-executive Director	3	No	Nil	Nil
Smt. Sulochana Talreja	Independent & Non-executive Director	3	No	Nil	Nil
Smt. Renu Anand	Independent & Non-executive Director	3	No	Nil	Nil
Shri Niranjan Shivdasani	Independent & Non-executive Director	3	Yes	Nil	Nil

(*) – excludes Alternate Directorships, Directorships in Indian Private Limited Companies and Foreign Companies and Membership of Managing Committees of Various Bodies.

Only membership of Audit Committee and Shareholders/Investors Grievances Committee are considered.

Appointment and Tenure

The Directors of the Company are appointed by Members at the General Meetings. In accordance with the Articles of Association of the Company, all Directors, except the Independent Directors of the Company, step down at the Annual General Meeting each year and, if eligible, offer themselves for re-election. The Executive Directors on the Board serve in accordance with the terms of their contract of service with the Company.

As regards the appointment and tenure of Independent Directors, following is the policy adopted by the Board:

- The Company has adopted the provisions with respect to appointment and tenure of Independent Directors which are consistent with the Companies Act, 2013 and Listing Regulations.
- The Independent Directors will serve a maximum of two terms of five years each.
- The Company would not have any upper age limit of retirement of Independent Directors from the Board and their appointment and tenure will be governed by provisions of the Companies Act, 2013.

Board Independence
Our definition of 'Independence' of Directors is derived from, Regulation 16 of Listing Regulations and Section 149(6) of the Companies Act, 2013. Based on the confirmation / disclosures received from the Directors and on evaluation of the relationships disclosed, Mrs. Sulochana Talreja, Mrs. Renu Anand and Mr. Niranjan Shivdasani are Independent in terms of Regulation 16 of Listing Regulations and Section 149(6) of the Companies Act, 2013. The terms and conditions of appointment of the Independent Directors are disclosed in the Company's website at www.cinevistaas.com.

Board Meetings:

The Board meets at least once in a quarter to review the quarterly performance and the financial results. The notice, agenda and the relevant notes are sent in advance to each Director.

The Board's role, functions responsibility and accountability are clearly defined. In addition to matters statutorily requiring Board's approval, all major decisions involving policy formulation, strategy and business plans, annual operating and capital expenditure budgets, new investments, sale of business unit/division, compliance with statutory/regulatory requirements, major accounting provisions and write-offs are considered by the Board.

The minutes of the Board meetings are circulated in advance and confirmed at subsequent meetings. The Minutes of the Audit Committee and other Committees of the Board & subsidiaries are regularly placed before the Board.

Four Board Meetings were held during the year 2017-18 and the gap between two meetings did not exceed four months. The dates on which the Board Meetings were held are as follows:

30th May 2017, 11th August, 2017, 10th November 2017 and 14th February 2018

The Board periodically reviews compliance reports of all laws applicable to the company. Steps are taken by the Company to rectify instances of non-compliance, if any.

During the year 2017-18, the Company did not have any material pecuniary relationship or transaction with any Non-executive Director.

Code of Conduct:
All Board members and Senior Management personnel of the Company have affirmed compliance with the 'Code of Conduct' of the Company for the year ended 31st March, 2018 and the said 'Code of Conduct' has been posted on the website of the Company i.e. www.cinevistaas.com

3. COMMITTEES OF THE BOARD

The Board Committees play a crucial role in the governance structure of the Company and are being set out to deal with specific areas / activities which concern the Company and need a closer review. The Board Committees are set up under the formal approval of the Board, to carry out the clearly defined role which is considered to be performed by members of the Board, as a part of good governance practice. The Board supervises the execution of its responsibilities by the Committees and is responsible for their

action. The Minutes of the meetings of all the Committees are placed before the Board for review. The Board has currently established the following statutory and non-statutory Committees.

3.1 AUDIT COMMITTEE:

Brief Terms of Reference

In accordance with Section 177(1) of the Companies Act, 2013 and Regulation 18 read with Part C of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Audit committee reviews reports of the internal auditor, meets statutory auditors as and when required and discusses their findings, suggestions, observations and other related matters. The Audit Committee of the Board of Directors of the Company, inter-alia, provides assurance to the board on the adequacy of the internal control systems and financial disclosures. The terms of reference of the Audit Committee are broadly as follows:

a. To review compliance with internal control systems
b. To review the findings of internal auditor relating to various functions of the company
c. To recommend to the Board, the appointment, reappointment and if required, the replacement or removal of the Statutory auditors and the fixation of audit fees;
d. To review quarterly, half yearly and annual financial statements before submission to the Board for approval
e. To review performance of the statutory and internal auditors, adequacy of the internal control systems;
f. Oversight of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
g. Reviewing, with the Management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
    - Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of clause (c) of subsection 3 of Section 134 of the Companies Act, 2013.
    - Changes, if any, in accounting policies and practices and reasons for the same.
    - Major accounting entries involving estimates based on the exercise of judgment by the management.
    - Qualifications in the draft audit report.
    - Significant adjustments made in the financial statements arising out of audit findings.
    - Compliance with listing and other legal requirements relating to financial statements.
    - Disclosure of any related party transactions
h. Carrying out any other functions as specified in the terms of reference, as amended from time to time.

In fulfilling the above role, the audit committee has powers to investigate any activity within its terms of reference.

Composition

The Audit Committee comprises of three Directors, majority of which consists of an independent directors. The Audit Committee is constituted in accordance with the Regulation 18 read with Part C of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and section 177 of the Companies Act, 2013. The quorum for the audit Committee meetings is 2 members, the Company Secretary acts as Secretary to the Committee.

The Minutes of the Audit Committee Meetings are noted by the Board of Directors at the subsequent Board Meetings.

Composition of the Audit Committee and the attendance of each Director:
During the financial year ended 31st March 2018, four Audit Committee meetings were held on 30th May 2017, 11th August 2017, 10th November, 2017 and 14th February 2018. The gap between two meetings did not exceed four months.

Composition of Audit Committee and the attendance of each director are shown below:

Name of the Directors	Category	Number of Meetings Attended
Smt. Sulochana Talreja, Chairman	Independent & Non-executive	4
Smt. Renu Anand, Member	Independent & Non-executive	3
Shri. Sunil Mehta	Executive Director	4

Smt. Sulochana Talreja, who acts as the Chairman of the Audit Committee meetings, was not present at the 20th Annual General Meeting of the Company held on 18th August 2017.

3.2 NOMINATION AND REMUNERATION COMMITTEE (Formerly termed as Remuneration Committee):

In accordance with Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, role of Nomination and Remuneration Committee is described as under:

Brief Terms of Reference

- reviewing the overall compensation policy, service agreements and other employment conditions of Managing/Wholetime Director(s).
- reviewing the performance of the Managing/Wholetime Director(s) and recommending to the Board the quantum of annual increments.

Further, the Nomination and Remuneration Committee, inter-alia, includes the following:

- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
- Formulation of criteria for evaluation of Independent Directors and the Board;
- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- Devising a policy on Board diversity;
- Review and determine all elements of remuneration package of all the Executive Directors, i.e. salary, benefits, bonuses, stock options, pension etc;

The Nomination and Remuneration committee also functions as the Compensation Committee as per SEBI guidelines as per Employees Stock Option Scheme. The Company, however, has not yet introduced the Employees Stock Option Scheme.

The remuneration policy is directed towards rewarding performance, based on review of achievements. It is aimed at attracting and retaining high caliber talent.

The remuneration package of the Executive Directors consists of gross consolidated package. No other benefits viz. commission, pension, provident fund, etc. are applicable to the Executive Directors. The Non-Executive Directors of the Company are being paid Sitting fees for each meeting attended.

During the financial year ended 31st March 2018, four Remuneration Committee meetings were held on 30th May 2017, 11th August 2017, 10th November 2017 and 14th February 2018.

The necessary quorum was present for all the meetings.

Composition of Remuneration Committee and the attendance of each director are shown below:

Name of the Directors	Category	Number of Meetings Attended
Smt. Sulochana Talreja, Chairman	Independent & Non-executive	4
Shri Niranjan Shivdasani, Member	Independent & Non-executive	3
Smt. Renu Anand, Member	Independent & Non-executive	3

The Company Secretary acts as Secretary to the Committee.

Details of remuneration paid to the Directors for the year ended 31st March, 2018:

Managing and Whole-time Directors:

Name of the Director	Designation	Salary (In Rs.)
Shri Prem Krishen Malhotra	Whole Time Director	63,00,000
Shri Sunil Mehta	Managing Director	63,00,000

Non-Executive Directors:

Name of the Director	Designation	Sitting Fees (In Rs.)	No. of shares held
Shri Talat Aziz	Director	4500	Nil
Smt. Sulochana Talreja	Director	27000	17711
Smt. Renu Anand	Director	21000	Nil
Shri Niranjan Shivdasani	Director	15000	Nil

None of the Non-Executive Directors has any material pecuniary relationship or transactions with the Company.

3.3 STAKEHOLDERS RELATIONSHIP COMMITTEE (Formerly termed as Shareholders / Investors Grievance Committee) :

In accordance with Section 178(5) of the Companies Act, 2013 and Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Stakeholders Relationship Committee shall consider and resolve the grievances of debenture holders, deposit holders and other security holders of the Company.

Brief Terms of Reference

The Committee deals with the following matters:

- Review of dematerialized / rematerialised shares and all other related matters.
- Monitors expeditious redressal of Investor grievance matters received from Stock Exchanges, SEBI, ROC, etc.
- Monitors redressal of queries/complaints received from members relating to transfers, non-receipt of Annual Report, dividend etc.
- All other matters related to shares/debentures.

The Stakeholders Relationship Committee ensures the redressal of the complaints received from shareholders/investors with regard to the share transfer, transmission, issue of duplicate share certificate, non-receipt of refund, etc. Considering the nature of the complaints, including pending if any, the Committee meets as and when necessary.

During the financial year ended 31st March 2018, four Stakeholders Relationship Committee meetings were held on 30th May 2017, 11th August 2017, 10th November 2017 and 14th February 2018.

Composition of the Stakeholders Relationship Committee and the attendance of each director are shown below:

Name of the Directors	Category	Number of Meetings Attended
Smt. Renu Anand, Chairman	Independent & Non-executive	4
Shri Niranjan Shivdasani, Member	Independent & Non-executive	3
Shri Prem Krishen Malhotra, Member	Promoter & Executive	4

The Company Secretary acts as Secretary to the Committee.

The Share Department of the company and Share Transfer Agent, Karvy Computershare Pvt. Ltd. attend to all grievances of all the shareholders and investors received directly or through SEBI, Stock Exchanges, and Ministry of Corporate Affairs etc.

The Minutes of Stakeholders Relationship Committee Meetings are noted by the Board of Directors at the Board Meetings.

There were no complaints outstanding as on 31st March, 2018.

Details of Investors' Correspondence received and redressed:

Nature of Correspondence	Received	Redressed
Non receipt of dividend / Dividend Warrants	NIL	NIL
Non-receipt of shares/ securities/certificates after transfer / merger / split / consolidation	1	1
Non-receipt of Refund	NIL	NIL
Non-receipt of Annual Report	1	1
Request for Exchange of Old Certificates With New Certificates	NIL	NIL
Loss of Securities and Request for Issue of Duplicate	NIL	NIL
Receipt of IB and Affidavit for Issue of Duplicate Securities	NIL	NIL
Total	2	2

It is ensured that grievances are more expeditiously redressed to the complete satisfaction of the investors. Shareholders/Investors complaints and other correspondence are normally attended to within seven working days. No investor grievances remained unattended/pending for more than 30 days as on March 31, 2018.

3.4 SHARE TRANSFER / TRANSMISSION COMMITTEE

Brief Terms of Reference

The Share Transfer / Transmission Committee is formed exclusively to look into share transfer and related applications received from shareholders, with a view to accelerate the transfer procedures. The Committee comprises of three Directors of the Board and it considers application for transfer of the Company's shares, for splitting up, for consolidating share certificates and to comply with provisions in this regard. The Committee is authorised to order for cancellation of any share certificate and to sign, seal or issue any new share certificate either as a result of transfer, consolidation, splitting or in lieu of share certificates lost, defaced or destroyed. The Committee meets at regular intervals to approve the share transfers and other related matters.

During the financial year ended 31st March 2018, four Shares Transfer / Transmission Committee meetings were held on 30th May 2017, 11th August 2017, 10th November 2017 and 14th February 2018.

Composition of the Shareholders/Investors Grievance Committee and the attendance of each director are shown below:

Name of the Directors	Category	Number of Meetings Attended
Shri Sunil Mehta, Chairman	Promoter & Executive	4
Shri Prem Krishen Malhotra, Member	Promoter & Executive	4
Smt. Sulochana Talreja, Member	Independent & Non-executive	3

The Company Secretary acts as Secretary to the Committee.

The Share Department of the company and Share Transfer Agent, Karvy Computershare Pvt. Ltd. attend to all transfers of shares of all the shareholders and investors received directly or through SEBI, Stock Exchanges, and Ministry of Corporate Affairs etc.

3.5 RISK MANAGEMENT COMMITTEE

Pursuant to Companies Act, 2013 and Regulation 21 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Risk management Committee shall be responsible for framing, implementing and monitoring the risk management plan for the company.

Business Risk Evaluation and Management is an ongoing process within the Organization. The Company has a robust risk management framework to identify, monitor and minimize risks as also identify business opportunities.

Brief Terms of Reference
The objectives and scope of the Risk Management Committee broadly comprise of the following:

1. Oversight of risk management performed by the executive management;
2. Reviewing the Risk Management policy and framework in line with local legal requirements and SEBI guidelines;
3. Reviewing risks and evaluate treatment including initiating mitigation actions and ownership as per a pre-defined cycle;
4. Defining framework for identification, assessment, monitoring, mitigation and reporting of risks.
5. Within its overall scope as aforesaid, the Committee shall review risks trends, exposure, potential impact analysis and mitigation plan.

During the financial year ended 31st March 2018, four Risk Management Committee meetings were held on 30th May, 2017, 11th August, 2017, 10th November 2017 and 14th February 2018.

Composition of the Risk Management Committee and the attendance of each director are shown below:

Name of the Directors	Category	Number of Meetings Attended
Shri Sunil Mehta, Chairman	Promoter & Executive	4
Shri Prem Krishen Malhotra, Member	Promoter & Executive	4
Smt. Sulochana Talreja, Member	Independent & Non-executive	3

The Company Secretary acts as Secretary to the Committee.

INDEPENDENT DIRECTORS MEETING

As per the requirements of Schedule IV of the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, during the year under review, the Independent Directors met on 14th February, 2018, inter alia, to discuss:

1. To review and evaluate the performance of Non Independent Directors and the Board of Directors as a Whole

2. To review and evaluate of the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors.
3. To review and evaluate the quality, content and timelines of flow of the information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the independent Directors were present at the meeting.

4. GENERAL BODY MEETINGS:

The details of the location and time where last three Annual General Meetings were held:

Financial Year	Location	Day & Date	Time
2016-17	Shri. Bhaidas Maganlal Sabhagriha, Bhaktivedant Swami Marg, Shri Vile Parle Kelavani Mandal, Vile Parle (W), Mumbai – 400 056	Friday, 18th day of August, 2017	11:00 A.M.
2015-16	Satokba Sanskar Sadan, Shri Vile Parle Kelavani Mandal, U-1, Juhu Development Scheme, Vile Parle (W), Mumbai - 400056	Tuesday, 27th September 2016	11:00 A.M.
2014-15	Satokba Sanskar Sadan, Shri Vile Parle Kelavani Mandal, U-1, Juhu Development Scheme, Vile Parle (W), Mumbai - 400056	Tuesday, 22nd September 2015	11:00 A.M.

Special Resolutions passed during the last three AGMs:

1) Special Resolution for Approval to provide borrowing powers to the Board upto 163 Crores and if required, to offer or invite for subscription on private placement basis was passed at the Eighteenth Annual General Meeting of the Company held on 22nd September, 2015, which was put to vote by Evoting and passed with requisite majority
2) Special Resolution for appointment of Mrs. Pamma Mehta to a place of profit being 'Administrative, Creative & Public Relations Officer' of the Company for the period of five years was passed at the Nineteenth Annual General Meeting of the Company held on 27th September, 2016, which was put to vote by Evoting and passed with requisite majority
3) Special Resolution for appointment of Mrs. Sunita Malhotra to a place of profit being 'Costume Designer and Stylist' for the period of five years was passed at the Nineteenth Annual General Meeting of the Company held on 27th September, 2016, which was put to vote by Evoting and passed with requisite majority
4) Special Resolution for Approval of Related Party Transactions upto an aggregate limit of 50 Crores only was passed at Nineteenth Annual General Meeting of the Company held on 27th September, 2016, which was put to vote by Evoting and passed with requisite majority
5) Special Resolution for Approval to provide borrowing powers to the Board upto 163 Crores and if required, to offer or invite for subscription on private placement basis was passed at Nineteenth Annual General Meeting of the Company held on 27th September, 2016, which was put to vote by Evoting and passed with requisite majority

6) Special Resolution for Approval of Creation of Charge on Movable and Immovable properties of the Company, both present and future upto 163 Crores was passed at Nineteenth Annual General Meeting of the Company held on 27th September, 2016, which was put to vote by Evoting and passed with requisite majority
7) Special Resolution for re-appointment of Shri. Sunil Mehta as the "Managing Director" of the Company for the period of three years was passed at the Twentieth Annual General Meeting of the Company held on 18th August, 2017, which was put to vote by Evoting and passed with requisite majority
8) Special Resolution for re-appointment of Shri. Prem Krishen Malhotra as the "Whole-Time Director" of the Company for the period of three years was passed at the Twentieth Annual General Meeting of the Company held on 18th August, 2017, which was put to vote by Evoting and passed with requisite majority
9) Special Resolution seeking the consent for Related Party Transactions upto an aggregate limit of 50 Crores was passed at the Twentieth Annual General Meeting of the Company held on 18th August, 2017, which was put to vote by Evoting and passed with requisite majority
10) Special Resolution for Approval to provide borrowing powers to the Board upto 163 Crores and if required, to offer or invite for subscription on private placement basis was passed at the Twentieth Annual General Meeting of the Company held on 18th August, 2017, which was put to vote by Evoting and passed with requisite majority
11) Special Resolution for Approval for seek consent for Creation of Charge on Movable and Immovable properties of the Company, both present and future was passed at the Twentieth Annual General Meeting of the Company held on 18th August, 2017, which was put to vote by Evoting and passed with requisite majority

POSTAL BALLOT:

During the year ended 31st March 2018, there were no resolutions passed by the Company's members through Postal Ballot. At the ensuing Annual General Meeting also, there is no resolution proposed to be passed through postal ballot.

SUBSIDIARIES:

The Company does not have any material non-listed Indian subsidiary whose turnover or networth (ie. Paid-up capital and free reserves) exceeds 20% of the consolidated turnover or networth respectively, of the listed holding Company and its subsidiaries in the immediately preceding accounting year.

CODE OF CONDUCT

The Board of Directors has adopted the Code of Conduct for Directors and Senior Management Personnel. The said code has been displayed on the website of the Company www.cinevistaas.com.

5. DISCLOSURES:

a. **Disclosure on materially significant related party transactions that may have potential conflict with the interests of the Company at large.**

All Related Party Transactions which were entered into during the Financial Year were on arm's length basis and in the ordinary course of business.

The audit committee granted omnibus approval for certain transactions to be entered into with the related parties, during the year.

The particulars of contracts or arrangement with the related parties as required under Section 134(3)(h) are disclosed in Notes forming part of the financial statements in the Annual Report and the same are not in conflict with the interest of the Company.

The Company has adopted 'Related Party Transactions Policy' approved by the Board of Directors as required under Regulation 23 of the Listing Regulations is posted on the website of Company www.cinevistaas.com.

b. Details of Non-Compliance by the Company, penalties, strictures imposed on the Company by the Stock Exchanges or SEBI or any Statutory authority on any matter related to the Capital markets, during the last three years

The Company has complied with all the requirements of the Listing Regulations entered into with the Stock Exchanges as well as the regulations and guidelines of SEBI. Consequently, there were no penalties/ strictures imposed on the Company by the Stock Exchange or SEBI or any statutory authority, for any non-compliance on any matter relating to capital markets, during the last three years.

c. Whistle Blower Mechanism

The Company promotes ethical behavior in all its business activities and has put in place mechanism of reporting illegal or unethical behavior. Employees may report violations of laws, rules, regulations and unethical conduct to their immediate supervisor. The reports received from employees will be reviewed by the Audit Committee. The Director and Management Personnel are obligated to maintain confidentiality of such reporting and ensure that the whistle blowers are not subjected to any discriminatory practices. The Code regarding Whistle Blower Policy of the Company has been displayed on Company's website www.cinevistaas.com.

d. Non – mandatory requirements

The quarterly, half-yearly and annual financial results in respect of the financial performance of the Company are being published in The Financial Express (All Editions) and Apale Mahanagar apart from being displayed on the Company's website at www.cinevistaas.com and SEBI CFDS System- website at www.corpfiling.co.in. Hence, the results and summary of significant events are not being sent to each household of shareholders.

The Company has complied with all mandatory requirements of the Listing Regulations including compliances mentioned in sub-pars (2) to (10) of part C of Schedule V, and compliances with non-mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is stated as hereunder:

1. The Company has appointed separate persons for the post of Chairman and Managing Director.
2. Directors are adequately briefed on all business related matters, risk assessment and new initiatives proposed to be adopted by the Company. The details as to Familiarization programs is displayed on the website of the Company at www.cinevistaas.com

e. Information as per Companies Act read with the Companies (Particulars of Employee) Rules, 1975 & forming part of the Directors' Report under heading "Corporate Governance"

Name	Designation	Qualification	Age (Years)	Date of Joining (As Director)	Experience (Years)	Gross Remuneration	Performance linked Incentives	Services, contracts, Severnace, etc	Stock Option
Sunil Mehta	Vice-Chairman & Managing Director	B.Com	63	07/05/1997	37	63,00,000/- per annum (3 years)	Nil	Nil	Nil
Prem Krishen Malhotra	Chairman & Whole Time Director	S.S.C.	65	07/05/1997	37	63,00,000/- per annum (3 years)	Nil	Nil	Nil

6. MEANS OF COMMUNCATIONS:

Effective communication of information is an essential component of corporate governance. It is a process of sharing information, ideas, thoughts, opinions and plans to all stakeholders and promotes management shareholder relations. The Company regularly interacts with shareholders through multiple channels of communication such as result announcement, annual report, media releases, Company's website and subject specific communications. The following are designated sources of communications from the Company's side for its shareholders:

Financial Results	The quarterly, half-yearly and annual results of the Company are published in The Financial Express (All Editions) and Apale Mahanagar. The Board approves them and takes on record within prescribed time.
Website	The Company's website www.cinevistaas.com contains a separate dedicated section 'Investor Relations' where shareholders information is available.
Annual Report	Annual Report containing, inter alia, Audited Annual Accounts, Consolidated Financial Statements, Directors' Report, Auditors' Report and other important information is circulated to members and others entitled thereto. The Management's Discussion and Analysis (MD&A) Report forms part of the Annual Report and is displayed on the Company's website www.cinevistaas.com
Corporate Filing and Dissemination System (CFDS)	The CFDS portal jointly owned, managed and maintained by BSE and NSE is a single source to view information filed by listed companies. Pursuant to Clause 51 of the Listing Agreement with the Stock Exchange, all disclosures and communications to BSE & NSE are filed electronically through the CFDS website at www.corpfiling.co.in and hard copies of the said disclosures and correspondence are also filed with the stock exchanges.
NSE Electronic Application Processing System (NEAPS)	The NEAPS is a web based application designed by NSE for corporates. All periodical compliance filing like Shareholding Pattern, Corporate Governance, Financial Results, among others on NSE are filed electronically on NEAPS.

BSE Listing Centre	The Listing Centre is a web based application designed by BSE for corporates. All periodical compliance filing like Shareholding Pattern, Corporate Governance, Financial Results, among others on BSE are filed electronically on Listing Centre.
SEBI Complaints Redress System (SCORES)	The investor complaints are processed in a centralized web based complaints redress system. The salient features of this system are: Centralised database of all complaints, online upload of Action Taken Reports (ATRs) by the concerned companies and online viewing by investors of actions taken on the complaint and its current status.
INDIAN BOARDS	NSE has initiated a new web based application Indian Boards to view details of all Directors for public disclosures as a part of good Corporate Governance practices.
Official news and presentations made to institutional investors & analysts	During the year, no presentation was made. In case, if any such presentations made in future, it would be displayed on the Company's website viz. www.cinevistaas.com
Whether Management Discussion & Analysis (MDA) is a part of the Annual Report	Yes, Management Discussuion Analysis (MDA) forms as the part of an Annual Report and is discussed in an earlier part of an Annual Report
Designated Email Ids	The Company has designated the following email-ids for investor servicing. (a) For queries in respect of shares: mailmanager@karvy.com (b) Any other queries: helpdesk@cinevistaas.com

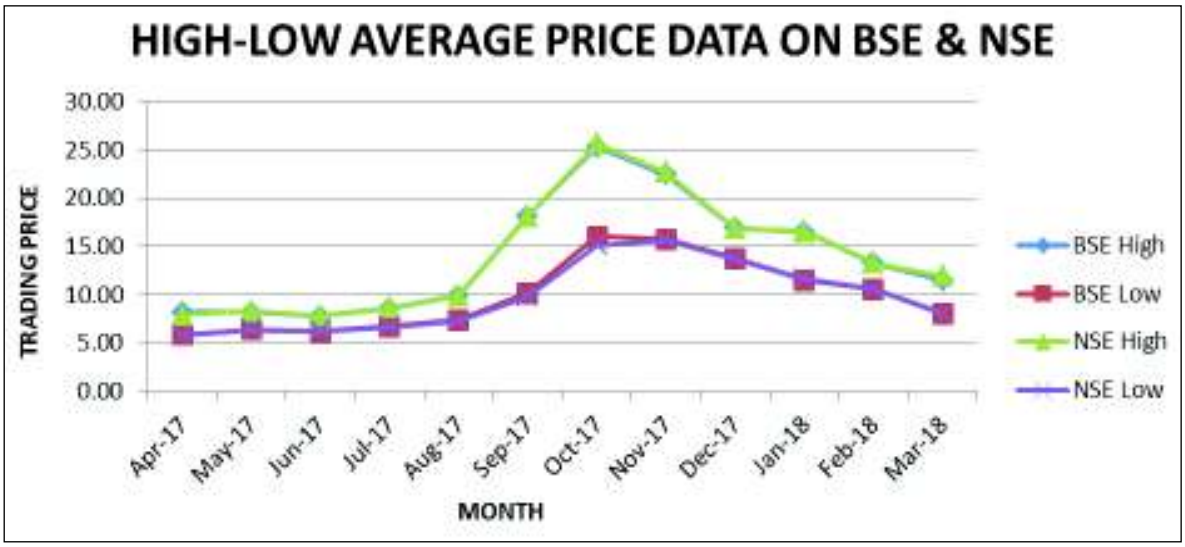
7. GENERAL SHAREHOLDER INFORMATION

DAY, DATE & TIME	MONDAY, 24TH SEPTEMBER 2018, AT 11.00 A.M.
Venue	Satokba Sanskar Sadan, Shri Vile Parle Kelavani Mandal, U-1, Juhu Development Scheme, Vile Parle (W), Mumbai - 400056
Financial Calendar	Financial reporting for the quarter ending: 30th June, 2017(Audited) : 11th August 2017 30th September, 2017 (Audited) : 10th November 2017 31st December, 2017 (Audited) : 14th February 2018 31st March, 2018 (Audited) : 30th May 2018
Date of Book Closure	17th September, 2018 to 24th September 2018 (Both days inclusive)
Dividend Payment Date	No Dividend Recommended.
Listing on Stock Exchange of Equity Shares	Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001 The National Stock Exchange of India Ltd Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai 400 051
Scrip Code: ➢ BSE ➢ NSE	 Code No: 532324 Symbol: CINEVISTA Symbol: CINEVISTA
Listing Fees	Listing fees has been paid to the above Stock exchanges for the financial year 2018-2019.
ISIN No	INE 039B01026

A. Stock Market Data:

The monthly High and Low on BSE and NSE during the year were as follows:

Month	BSE		NSE	
	High	Low	**High**	**Low**
Apr-17	8.16	5.85	7.90	5.80
May-17	8.19	6.40	8.30	6.40
Jun-17	7.76	6.20	7.75	6.25
Jul-17	8.57	6.70	8.65	6.65
Aug-17	9.89	7.38	9.90	7.25
Sep-17	18.13	10.15	18.10	9.80
Oct-17	25.30	16.00	25.60	15.15
Nov-17	22.45	15.70	22.70	15.65
Dec-17	16.85	13.75	16.85	13.70
Jan-18	16.55	11.50	16.50	11.60
Feb-18	13.30	10.55	13.30	10.55
Mar-18	11.45	8.01	11.95	8.05



C. Registrar and Transfer Agents : Karvy Computershare Pvt. Ltd.
Unit: Cinevista Limited
(Formerly Cinevistaas Limited)
Karvy Selenium Tower B, Plot No 31 & 32
Gachibowli, Financial District,
Nanakramguda, Serilingampally
Hyderabad – 500 032
Tel. No. : 040 67161510, 040-67161512
Toll Free no.: 1800-345-4001
E-mail: mailmanager@karvy.com

Email exclusively for redressal of investors complaints : helpdesk@cinevistaas.com

D. Share Transfer System:

Request for share transfers in physical form are registered and returned within a period of 15 to 30 days. During the year, no shares were transferred in the physical form. The Share Transfer Committee of the Directors of the Company meets as and when required to approve the transfer of shares.

In compliance with the Listing Regulations with the Stock Exchanges, a practicing Company Secretary carries out audit of the System of Transfer and the certificate to that effect is issued.

E. Distribution of Shareholding as on 31st March, 2018:

Distribution Schedule As On 31/03/2018 (Total)					
Sr. No	**Category**	**No. of Cases**	**% of Cases**	**Amount**	**% of Amount**
1	1 - 5000	9245	91.07	10460864	9.11
2	5001 - 10000	415	4.09	3214076	2.80
3	10001 - 20000	241	2.37	3656132	3.18
4	20001 - 30000	91	0.90	2282572	1.99
5	30001 - 40000	30	0.30	1095500	0.95
6	40001 - 50000	31	0.31	1433914	1.25
7	50001 - 100000	49	0.48	3516572	3.06
8	100001 & Above	49	0.48	89213320	77.66
	Total:	**10151**	**100.00**	**114872950.00**	**100.00**

F. Shareholding Pattern as on 31st March, 2018:

	Category	**Nos. of shares held**	**Percentage of shareholding**
a.	Promoter	38830177	67.60
b.	Private Corporate Bodies	1171683	2.04
c.	Indian Public	16360995	28.49
d.	NRIs/OCBs	153048	0.27
e.	HUF	888458	1.55
f.	Clearing Members	8269	0.01
g.	Trusts	12245	0.02
h.	Overseas Corporate Bodies	11500	0.02
i	NBFC	100	0.00
	GRAND TOTAL	**57436475**	**100.00**

G. Dematerialisation of Shares and Liquidity:

98.19% of the total equity capital is held in a dematerialised form with National Securities Depository Ltd. and Central Depository Services (India) Ltd. as on 31st March, 2018.

Status of Dematerialisation as on 31st March, 2018

Particulars	No. of Shares	% to Total Capital	No. of Accounts
National Securities Depository Limited	49854633	84.63	6140
Central Depository Services (India) Limited	6546037	13.57	3238
Total dematerialized	56400670	98.20	9378
Physical	1034805	1.80	773
Grand Total	**57436475**	**100**	**10151**

The Company has not issued any GDR/ADR during the year under review.

H. Plant Locations:

The Company has an integrated studio Plot No. 1, L.B.S. Marg,
Kanjurmarg (W), Mumbai – 400 078.

I. Registered Office:

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

J. Address for Correspondence:

The Company Secretary
Plot No. 1, L.B.S. Marg
Gandhi Nagar, Kanjurmarg (W)
Mumbai – 400 078.
Tel. No.: 022-26004677/25770446
Fax No.: 022-26006618 / 25770446
E-mail: kilpa.shah@cinevistaas.com

9. SECRETARIAL AUDIT FOR RECONCILIATION OF CAPITAL

As stipulated by SEBI, a qualified practicing Company Secretary M/s. Pramod Shah & Associates carries out Secretarial Audit to reconcile the total admitted capital with NSDL and CDSL and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to the Listed Stock Exchanges. The audit confirms that the total listed and paid-up capital is in agreement with the aggregate of the total number of shares in dematerialized form (held with NSDL & CDSL) and total number of shares in physical form.

10. COMPLIANCE CERTIFICATE OF THE AUDITORS

The Statutory Auditors have certified that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and the same is annexed to the Directors' Report.

CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

To,
The Members of Cinevista Limited

We have reviewed and examined all the relevant records of Cinevista Limited for the purpose of certifying compliance of the conditions of the Corporate Governance under the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 for the year ended March 31, 2018. We have obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purposes of certification.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to the procedure and implementation process adopted by the Company for ensuring the compliances of the conditions of the corporate governance.

In our opinion and to the best of my information and according to the explanations and information furnished to us, we certify that the Company has complied with all the mandatory conditions of Corporate Governance as stipulated in the said Listing Agreement / Regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For M/s. Sarath & Associates
Chartered Accountants

Place: MUMBAI
Date: 30.05.2018

CA. R. Lakshmi Rao
Partner
Membership No. F029081

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF CINEVISTA LIMITED.

Report on the Standalone Financial Statements:

We have audited the accompanying standalone financial statements of **Cinevista Limited** ("the Company"), which comprise the Balance Sheet as at 31st March, 2018, the statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements:

The Company's Board of Directors are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the Act') with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified Under Section 133 of the Act, as applicable. This responsibility also include maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities, selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent, and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of these standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility:

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under and the order Under Section 143(11) of the Act.

We have conducted our audit in accordance with the Standards on Auditing specified Under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion:

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2018, its loss and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements:

1. As required by Section 143(3) of the Act, we report that:
   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
   (b) In our opinion, proper books of account as required by law relating to preparation of the standalone financial statements have been kept by the Company so far as it appears from our examination of those books.
   (c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of these standalone financial statements.
   (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified Under Section 133 of the Act, as applicable.
   (e) On the basis of the written representations received from the Directors as on March 31, 2018, taken on record by the Board of Directors, none of the Directors are disqualified as on March 31, 2018 from being appointed as a Director in terms of Section 164 (2) of the Act.
   (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **'Annexure A'**. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
   (g) With respect to the other matters to be included in the Independent Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
      i) The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.
      ii) The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
      iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

2. As required by the Companies (Audit's Report) Order, 2016 ('the Order') as amended issued by the Central Government in terms of Section 143(11) of the Act, we give in **'Annexure B'** a statement on the matters specified in paragraphs 3 and 4 of the Order.

For SARATH & ASSOCIATES
CHARTERED ACCOUNTANTS.
Firm Regn. No. 5120S

CA. R.LAKSHMI RAO
Partner.
M. No. 029081.

Place : Mumbai.
Date: May 30, 2018.

ANNEXURE 'A' TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1(f) under 'Report on the Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

We have audited the internal financial controls over financial reporting of Cinevista Limited ('the Company') as of March 31, 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended and as on that date.

Management's Responsibility for Internal Financial Controls:

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the 'Guidance Note'). The responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility:

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Standards on Auditing prescribed under Section 143(10) of the Act and the Guidance Note, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial control system over financial reporting and their operating effectiveness. Our audit of internal financial controls over the financial reporting included obtaining an understanding of internal financial controls over financial reporting , assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting:

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally

accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3)provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting:
Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial controls over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion:
In our opinion, to the best of our information and according the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI).

For SARATH & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Regn. No. 5120S

CA. R.LAKSHMI RAO
Partner.
M. No. 029081.

Place : Mumbai.
Dated: 30th May, 2018.

ANNEXURE 'B' TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on Companies (Auditor's Report) Order, 2016 ('the Order') as amended, issued by the Central Government in terms of Section 143(11) of the Companies Act, 2013 ('the Act') of **Cinevista Limited** ('the Company')

1. In respect of the Company's fixed assets:
   (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
   (b) The fixed assets were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provided for physical verification of all the fixed assets at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
   (c) According to the information and explanations given to us and the records examined by us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date.

2. As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals and no material discrepancies were noticed on physical verification.

3. The Company has granted interest free unsecured loans to Companies, firms or other parties covered in the register maintained under Section 189 of the Act.
   (a) According to the information and explanations given to us, the terms and conditions on which the unsecured loans had been granted to companies, firms or other parties listed in the register maintained under Section 189 of the Act were not, prima fascia, prejudicial to the interest of the Company.
   (b) In the case of the unsecured loans previously granted to companies, firms or other parties listed in the register maintained under section 189 of the Act, the terms of arrangements do not stipulate any repayment schedule both for interest and principal.
   (c) According to the information and explanations given to us, the Company has taken reasonable steps for recover of the principal amount and the amount outstanding from the companies, firms or other parties listed in the register maintained Under Section 189 of the Act is Rs.3,75,61,682/- (Previous year Rs.3,75,61,682/-).

4. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Act in respect of loans and investments made, as applicable.

5. The Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2018 and therefore, the provisions of the clause 3(v) of the Order are not applicable to the Company.

6. Reporting under clause 3(vi) of the Order is not applicable as the Company's business activities are not covered by the Companies (Cost Records and Audit) Rules, 2014 and section 148(1) of the Act.

7. According to the information and explanations given to us, in respect of statutory dues:

(a) The Company has generally been regular in depositing undisputed statutory dues, including Income Tax, Sales Tax, Service Tax, Goods and Service Tax, Value Added Tax and other material statutory dues applicable to it with the appropriate authorities.

(b) There were no undisputed amounts payable in respect of Income Tax, Sales Tax, Service Tax, Goods and Service Tax, Value Added Tax and other material statutory dues in arrears as at March 31, 2018 for a period of more than six months from the date they became payable.

(c) (i) Details of dues of Income Tax and Service Tax which have not been deposited as at March 31, 2018 on account of disputes are given below:

Particulars	Forum where the dispute are pending	Financial Year to which the amount relates	Amount (in Rupees)
Income Tax	The Income Tax Dept. have filed appeal before the Mumbai High Court against the order of Income Tax Appellate Tribunal which was in favour of the Company.	01-04-1987 to 15-12-1997 (Block Period)	48,30,381/-
Service Tax	The Customs, Excise & Service Tax Appellate Tribunal, West Regional Bench, Mumbai	2008-09 to 2012-13	10,51,106/-

(ii) There were no dues of Sales Tax, duty of customs, duty of Excise , Cess and Value added tax which have not been deposited as at March 31, 2018 on account of dispute.

8. In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to banks. The Company does not have any loans or borrowings from financial institutions or government and has not issued any debentures.

9. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3 (ix) of the Order is not applicable.

10. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no fraud on the Company by its officers or employees has been noticed or reported during the year.

11. In our opinion and according to the information and explanations given to us, the Company has paid/provided remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

12. The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable.

13. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

14. During the year, the Company has not made any preferential allotment or private placement of shares fully or partly convertible debentures and hence reporting under clause 3(xiv) of the Order is not applicable to the Company.

15. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its Directors and hence provisions of Section 192 of the Act are not applicable.

16. The Company is not required to be registered under Section 45-I of the Reserve Bank of India Act, 1934.

For SARATH & ASSOCIATES
CHARTERED ACCOUNTANTS.
Firm Regn. No. 5120S

CA. R.LAKSHMI RAO
Partner.
M. No. 029081.

Place : Mumbai.
Dated: 30th May, 2018.

BALANCE SHEET AS AT 31.03.2018

Particulars	Note No.	As at 31st March 2018 Rupees	As at 31st March 2017 Rupees
EQUITY AND LIABILITIES			
Shareholder's Funds			
Share Capital	1.1	114,872,950.00	114,872,950.00
Reserve and Surplus	1.2	1,469,582,298.91	1,491,741,025.51
Non-current liabilities			
Long-term borrowings	1.3	284,195,100.10	346,196,320.76
Deferred tax liabilities	1.4	54,069,807.45	53,838,053.45
Current Liabilities			
Short-term borrowings	1.5	82,090,815.47	49,727,819.77
Trade payables	1.6	63,418,471.18	54,065,071.05
Other current liabilities	1.7	63,351,271.70	16,886,435.11
Total		**2,131,580,714.81**	**2,127,327,675.65**
ASSETS			
Non-Current Assets			
Fixed Assets			
Tangible assets	1.8	1,144,660,175.74	1,182,069,597.95
Intangible assets	1.8	200,693,589.57	200,693,589.57
Non-current Investments	1.9	24,638,367.06	24,638,367.06
Deferred tax assets	1.10	88,159,470.02	88,159,470.02
Long-term loans and advances	1.11	37,561,681.62	37,561,681.62
Current Assets			
Inventories	1.12	363,516,426.39	373,153,868.30
Trade receivables	1.13	97,204,390.32	194,989,088.50
Cash and cash equivalents	1.14	16,048,764.24	230,871.09
Short term loans and advances	1.15	154,494,145.75	13,545,531.67
Other current assets	1.16	4,603,704.10	12,285,609.87
Total		**2,131,580,714.81**	**2,127,327,675.65**

Statement on Significant Accounting Policies and Notes to the Financial Statements are an integral part of this Balance Sheet.
This is the Balance Sheet referred to in our report of even date.

FOR SARATH & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Regn.No.5120 S

FOR AND ON BEHALF OF THE BOARD

CA. R. LAKSHMI RAO
(Partner)
M.NO. F-029081

PREM KRISHEN MALHOTRA
(Chairman)

SUNIL MEHTA
(Managing Director)

Place: Mumbai
Date: 30/05/2018

K.B.NAIR
(Chief Financial Officer)

KILPA GORADIA
(Company Secretary)

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2018

Particulars	Note No.	As at 31st March 2018 Rupees	As at 31st March 2017 Rupees
Income:			
Revenue from operations	2.1	212,191,695.82	220,632,145.00
Other Income	2.2	146,854,842.77	73,147,183.25
Total Revenue		**359,046,538.59**	**293,779,328.25**
Expenses:			
Operational Cost	2.3	208,947,101.39	178,984,129.47
Employee benefit expense	2.4	21,252,213.00	17,359,013.00
Finance costs	2.5	43,843,544.74	42,445,713.58
Depreciation and amortisation expenses	2.6	13,073,440.23	15,843,393.00
Other expenes	2.7	93,857,211.83	38,846,671.12
Total Expenses		**380,973,511.19**	**293,478,920.17**
Profit / (Loss) before Tax		(21,926,972.60)	300,408.08
Tax expenses:			
Current Tax		-	-
Deferred Tax		(231,754.00)	(79,227.00)
Income Tax Earlier Years		-	(353,998.28)
Profit / (Loss) for the year		(22,158,726.60)	(132,817.20)
Earning per equity share (Face value Rs.2/- Basic and Diluted (in Rs.)		-	-

Statement on Significant Accounting Policies and Notes to the Financial Statements are an integral part of this statement of Profit and Loss.

This is the Statement of Profit and Loss referred to in our report of even date.

FOR SARATH & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Regn.No.5120 S

FOR AND ON BEHALF OF THE BOARD

CA. R. LAKSHMI RAO
(Partner)
M.NO. F-029081

PREM KRISHEN MALHOTRA
(Chairman)

SUNIL MEHTA
(Managing Director)

Place: Mumbai
Date: 30/05/2018

K.B.NAIR
(Chief Financial Officer)

KILPA GORADIA
(Company Secretary)

Cash flow statement for the year ended March 31, 2018

Particulars	31.03.2018 (Rupees in '000)		31.03.2017 (Rupees in '000)	
A. CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit after Tax and extra ordinary items		**(22,158.73)**		**(132.82)**
Adjustments :				
Deffered Tax Liability	(231.75)		(79.23)	
Depreciation	13,073.44		15,843.39	
Interest expenses & Interest on bank O/D	43,136.23		42,146.71	
Interest income	-		(606.00)	
Stamp Duty	57.18		870.08	
Property Tax	1,263.21		2,314.26	
Insurance Compensation	(24,741.07)		-	
Impairment of Under prodn. Exps	5,795.77		-	
Sundry Debtors, Advance & Deposits Written Off	0.20		47.73	
Late filing fees & penalty charges (Disallowance exps)	127.50		114.80	
TDS Refund	(733.58)		-	
Interest on Income Tax refund	(1,127.06)		(118.63)	
Interest on security Deposits	(181.54)		(150.33)	
Service tax predeposit	249.78		230.65	
Licence fees for Studio	85.68		91.76	
Sundry Creditors & Advances Written Off	(111.35)		(69,557.95)	
Profit on sale of Fixed Assets	(357.14)		(754.68)	
Loss on Sale of Fixed Assets	1,324.15		177.96	
	-	37,629.65	-	(9,429.47)
Operating Profit before working capital changes		15,470.92		(9,562.29)
Adjustments for working capital changes				
Inventories	1,263.68		(46,511.72)	
Trade & Other Receivables	35,836.01		38,986.45	
Trade Payable & Other Liabilities	54,499.28		(55,538.90)	
Cash generated from Operations		91,598.97		(63,064.17)
Direct Taxes Paid		(2,111.51)		(1,935.69)
Net Cash flow From Operating Activities		104,958.38		(74,562.15)
B. CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Fixed Assets	(18,781.75)		(3,991.12)	
Sale of Fixed Assets	2,074.15		853.77	
Loss on Sale of Fixed Assets	(1,324.15)		(177.96)	
Profit on sale of Fixed Assets	357.14		754.68	
Net Cash used in Investing Activities		(17,674.61)		(2,560.61)

C. CASH FLOW FROM FINANCING ACTIVITIES

Interest expenses & Interest on bank O/D	(43,136.23)		(42,146.71)	
Interest on Income Tax refund	1,127.06		118.63	
Interest on security Deposits	181.54		150.33	
Interest Income	-		606.00	
Long term Borrowings	(62,001.22)		144,806.63	
Short Term Borrowings	32,363.00		(26,424.16)	
Cash used in Financing Activities		(71,465.87)		77,110.72
Net Increase/(decrease) in cash and cash equivalents (A) + (B) + (C)		15,817.89		(12.04)
Cash & Cash Equivalents as on 01.04.2017		230.87		242.91
Cash & Cash Equivalents as on 31.03.2018		**16,048.76**		**230.87**

For & on Behalf of the Board

PREM KRISHEN MALHOTRA
(Chairman)

SUNIL MEHTA
(Managing Director)

K.B.NAIR
(Chief Financial Officer)

KILPA GORADIA
(Company Secretary)

PLACE : MUMBAI
DATE : 30/05/2018

We have examined the attached cash flow statement of M/s Cinevista Limited for the year ended 31st March,2018. The statement has been prepared by the company in accordance with the requirements of listing agreements of the various Stock Exchanges and is based on and is in agreement with the corresponding statement of Profit and Loss Account and the Balance Sheet of the Company covered by our report of even date to the members of the Company.

This is the Cash Flow Statement referred to in our report of even date.

FOR SARATH & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Regn.No.5120 S

CA. R. LAKSHMI RAO
(Partner)
M.No.F-029081

Place: Mumbai
Date: 30/05/2018

STATEMENT ON SIGNIFICANT ACCOUNTING POLICIES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018.

1.0 **Statement of significant Accounting Policies.**

1.1 Basis of preparation of Financial statements.

This financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention under accrual basis and comply with mandatory accounting standards as prescribed under section 133 of the Companies Act, 2013 ('the Act') read with rule 7 of the Companies (Accounts) Rules, 2014. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

1.2 **System of Accounting.**

The Company adopts the accrual concept in the preparation of the accounts in respect of revenue and expenses.

1.3 **Use of estimates.**

The preparation of the financial statements in conformity with the generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities on the date of financial statements, disclosure of contingent liabilities and reported amounts of revenue and expenditure for the year. Estimates are based on historical experience, where applicable and other assumptions that management believes are reasonable under the circumstances. Actual results could vary from these estimates and any such differences are dealt with in the period in which the results are known/materialize.

1.4 **Fixed assets and Depreciation/amortization.**

(a) Tangible Fixed Assets are stated at cost inclusive of attributed cost related to acquisition.

(b) Depreciation on tangible fixed assets is provided at the rate specified in Part 'C' of schedule II of the Companies Act, 2013, based on their estimated useful life under written down value method on prorate basis from the month the assets are put to use during the financial year. In respect of assets sold for disposed off during the year, the depreciation/amortization is provided till the month of sale or disposal of the assets.

(c) Intangible assets acquired are measured on initial recognition at cost.

1.5 **Investments:**

Non-current Investments are stated at cost.

1.6 **Inventories:**

(a) Work-in-progress:

Under production cost of serials etc. are valued at "cost".(As Certified by the Company)

1.7 **Contingent Liabilities:**

Contingent liabilities in respect of show cause notices received from Government authorities are considered only when they are converted into demands.

1.8 **Foreign Currency Transactions:**

Foreign Currency transactions are accounted for at the exchange rates prevailing on the date of the transactions. Foreign Currency receivables and payables are valued at the closing price at the year end in accordance with the Accounting Standard 11 (AS-11) - Foreign Currency Transactions issued by the Institute of Chartered Accountants of India. Gains losses on settlement/translation of monetary assets and liabilities are recognized in the statement of profit and loss.

1.9 **Revenue Recognition:**

Realisation in respect of serials are shown at gross.

In respect of serials, income is recognized in the Statement of Profit and Loss as and when the relevant programme or the episode is telecast.

In respect of export of serials, income is recognized in the statement of Profit and Loss only when the relevant serials are delivered to and accepted by the buyers and all the significant risks and rewards of telecasting rights of programme have been transferred to the buyers.

In respect of Ad-films, income is recognized when the completed commercial cassettes is delivered to the buyer.

In respect of realized feature films, income is recognized as and when the right to receive the amount is established.

1.10 **Deferred Revenue Expenses**:

Production cost of T.V.Serials telecast is deferred, wherever ownership and other copy rights are with the company. This deferred expenditure is written off over the estimated useful life of T.V.Serials as estimated by the management. From the deferred Revenue Expenditure, Production Cost of Serials, the Production/Telecast of which has been discontinued are transferred to Intangible Assets under the head 'Software'. No depreciation has been charged on software. For the purpose of taxation the Production Cost are treated as revenue expenses, as per the legal opinion obtained by the Company.

1.11 **Deferred Tax:**

Deferred tax is recognized on timing differences; being the difference between taxable income and accounting income that originate in one period and are capable of reversing in one or more subsequent periods.

Deferred tax assets pertaining to unabsorbed depreciation and carry forward losses are recognized only to the extent there is a virtual certainty of realization.

NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

1.1 SHARE CAPITAL :		31.03.2018 (Rupees)	31.03.2017 (Rupees)
Authorised Capital :			
10,00,00,000 Equity Shares of Face Value of Rs.2 /- Each		200,000,000.00	200,000,000.00
(Authorised Capital has been raised from 120,00,000 to 10,00,00,000 Equity shares Face value per Equity share has been reduced from Rs 10/- to Rs 2/-)			
Issued, Subscribed & Fully Paid Up :			
5,74,36,475 Equity shares of Rs 2/- each fully Paid Up		114,872,950.00	114,872,950.00
		114,872,950.00	114,872,950.00

Notes:

1. Shareholders holding more than 5% of the total Equity share capital
Pamma Mehta holds 94,90,355 (2017: 94,90,355) Equity shares of Rs.2/- each aggregating to 16.52% of the total Equity share of the company (2017: 16.52%)
Premkrishen Malhotra holds 93,16,355 (2017: 93,16,355) Equity shares of Rs.2/- each aggregating to 16.22% of the total Equity share of the company (2017: 16.22%)
Sunil Mehta holds 90,09,315 (2017: 90,09,315) Equity shares of Re.2/- each aggregating to 15.69% of the total Equity share of the company (2017: 15.69%)
Sunita P Malhotra holds 51,92,265 (2017: 51,65,135) Equity shares of Re.2/- each aggregating to 9.04% of the total Equity share of the company (2017: 8.99%)

1.2 RESERVES & SURPLUS :			
(a) Securities Premium :			
On 25,24,200 Equity shares @ 290 /- each received on F.V. of Rs. 10 each fully paid up			
On 67,68,975 shares @ 2.70/- each received on F.V. of Rs. 2 each fully paid up			
Capital Reserves on Forefeiture & Reissue of 9300 Shares (Net)		750,809,332.50	750,809,332.50
(b) Deficit balance in statement of Profit & Loss :			
Balance at the beginning of the year	(197,541,122.99)		
Add : Current year Loss	(22,158,726.60)	(219,699,849.59)	(197,541,122.99)
(c) Revaluation Reserve:		938,472,816.00	938,472,816.00
		1,469,582,298.91	**1,491,741,025.51**

1.3	NON-CURRENT LIABILITIES- LONG TERM BORROWINGS :		
	1. Central Bank of India, Worli, Mumbai-400018		
	(a) A/c No. 1319515537 (Bank overdraft)	144,031,509.90	156,514,459.42
	(Secured by hypothecation of recievables and with collateral security of Office Premises & Other Assets and further secured by the personal guarantees of Mr. Premkrishen Malhotra & Mr. Sunil Mehta(Directors)		
	(b) A/c No.1319515526 (Book Overdraft) - Current Account	-	4,545,501.71
2.	**Central Bank of India, Worli, Mumbai-400018**		
	(a) Term Loan- 3244617004	13,948,836.00	27,189,556.00
	(b) Term Loan- 3612181242	21,683,986.00	-
	(Secured against hypothecation of machinery/equipment,collateral security of office premises and other assets.and further secured by the personal gurantees of Mr Premkrishen Malhotra and Mr Sunil Mehta (Directors) and corporate guarantee of the company.		
(3)	India Bulls Infrastructure Credit Limited	11,350,700.00	11,150,000.00
(4)	HDFC Bank Ltd Eicher (Auto Loan)	38,040.87	466,483.38
(5)	Eddies Hospitality Pvt Ltd	31,768,851.00	12,906,827.00
(6)	India Bulls Housing Finance Ltd.	24,737,498.56	26,010,060.00
(7)	Kotak Mahindra Bank	-	68,155,000.00
(8)	Reliance Capital Ltd A/c 000332055	2,958,256.26	3,296,332.86
(9)	Reliance Capital Ltd A/c 000331918	5,742,493.39	6,398,762.82
(10)	Reliance Capital Ltd A/c 000313836	13,617,365.16	15,142,197.67
(11)	Reliance Capital Ltd A/c 000313900	12,968,917.76	14,421,139.90
(12)	ICICI Bank Car Loan A/c 00035780563	1,348,645.20	-
		284,195,100.10	**346,196,320.76**

NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

		31.03.2018 (Rupees)	31.03.2017 (Rupees)
1.4 NON-CURRENT LIABILITIES - DEFERRED TAX LIABILITIES :			
Opening Balance	53,838,053.45		
Add: Created During the Year (Depreciation)	231,754.00	54,069,807.45	53,838,053.45
1.5 CURRENT LIABILITIES- SHORT TERM BORROWINGS :			
(Unsecured)			
From Directors		82,090,815.47	49,727,819.77
		82,090,815.47	49,727,819.77
1.6 CURRENT LIABILITIES- TRADES PAYABLE			
Sundry Creditors		63,418,471.18	54,065,071.05
1.7 CURRENT LIABILITIES- OTHER CURRENT LIABILITIES			
Statutory Dues Includes GST, TDS, Etc)		19,519,411.70	16,886,435.11
Other Payables		43,831,860.00	-
		63,351,271.70	16,886,435.11
1.9 NON CURRENT ASSETS- NON CURRENT INVESTMENTS :			
(1) Investments in subsidiary companies -Non Trade -Unquoted			
(a) Cinevista Eagle Plus Media Pvt. Ltd.		5,483,650.00	5,483,650.00
(548365 Equity shares of Rs.10/-each fully paid up)			
(b) Chimera Entertainment Pvt Ltd		499,900.00	499,900.00
(49990 Equity shares of Rs.10/-each fully paid up)			
(c) Video Vista Inc. (353 Equity shares of $ 1000/-each fully paid up)		16,679,250.00	16,679,250.00
		22,662,800.00	22,662,800.00
B) Trade Investments			
Silverline Technologies Ltd		304,429.06	304,429.06
(2000 Equity shares of Re. 1/- each fully paid up)			
(Market Value- No quotation available)			
C) Investment in other companies- Non Trade-Unquoted (At cost)			
Heritage Productions Pvt.Ltd.		251,000.00	251,000.00
(25100 Equity shares of Rs 10/- each fully paid up)			
D) Heena Inc (Joint Venture Business- 50% share)		1,420,138.00	1,420,138.00
		24,638,367.06	24,638,367.06
1.10 NON CURRENT ASSETS- DEFERRED TAX ASSETS :			
Deferred Tax Asset			
Opening Balance	88,159,470.02		
Less: Deferred tax asset written back	-	88,159,470.02	88,159,470.02

1.11 NON CURRENT ASSETS- LONG TERM LOANS AND ADVANCES
(Unsecured Considered Good)

Loans and Advances in the nature of Loans given to Subsidaries & Associates

Sr No:	Name of the Company			
1.	Cinevista Eagle Plus Media Pvt Ltd	Subsidiary Company	13,673,751.75	13,673,751.75
2.	Chimera Entertainment Pvt Ltd	Subsidiary Company	16,513,981.00	16,513,981.00
3.	Heritage Productions Pvt Ltd	Business Associate	7,373,948.87	7,373,948.87
			37,561,681.62	37,561,681.62

NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

1.8 NON-CURRENT ASSETS- TANGIBLE ASSETS AND INTANGIBLE ASSETS

Description Of Assets	Gross Block					Depreciation / Amortisation				NET BLOCK	
	Rate Of Dep	As At 01.04.2017	Additions during the Year	Deductions / Sale	As At 31.03.2018	As At 01.04.2017	For The Year	Deductions / Sale	As At 31.03.2018	AS AT 31.03.2018	AS AT 31.03.2017
TANGIBLE ASSETS:											
OFFICE PREMISES	4.87	10,913,358.00	-	-	10,913,358.00	3,572,300.00	256,511.00	-	3,828,811.00	7,084,547.00	7,341,058.00
FURNITURE	25.89	16,836,396.27	75,274.00	-	16,911,670.27	15,019,785.79	487,375.00	-	15,507,160.79	1,404,509.48	1,816,610.48
AIRCONDITIONER	18.10	17,521,583.20	834,053.59	1,420,288.60	16,935,348.19	12,176,405.00	1,024,048.00	259,990.47	12,940,462.53	3,994,885.66	5,345,178.20
COMPUTER	39.30	15,837,025.50	310,305.86	343,500.00	15,803,831.36	14,683,162.50	460,307.00	260,325.47	14,883,144.03	920,687.33	1,153,863.00
MOTOR CAR	39.30	37,141,220.28	2,276,288.00	2,704,602.00	36,712,906.28	34,955,112.00	1,561,940.23	2,666,645.29	33,850,406.94	2,862,499.34	2,186,108.28
LIGHT EQUIPMENTS	20.58	19,758,939.40	-	9,122,207.50	10,636,731.90	15,553,110.00	754,729.00	6,809,696.04	9,498,142.96	1,138,588.94	4,205,829.40
BOREWELL	18.10	44,388.00	-	-	44,388.00	33,683.00	1,937.00	-	35,620.00	8,768.00	10,705.00
CAMERA	20.58	36,153,134.50	95,705.00	11,518,500.00	24,730,339.50	29,495,425.76	1,228,867.00	8,371,699.93	22,352,592.83	2,377,746.67	6,657,708.74
FAX MACHINE	18.10	327,779.00	-	-	327,779.00	312,691.00	2,730.00	-	315,421.00	12,358.00	15,088.00
FIRE EXTINGUISHER	18.10	43,875.00	1,769,074.00	-	1,812,949.00	23,100.00	24,137.00	-	47,237.00	1,765,712.00	20,775.00
OFFICE EQUIPMENTS	18.10	2,441,219.01	43,456.00	-	2,484,675.01	1,997,676.81	84,981.00	-	2,082,657.81	402,017.20	443,542.20
ELECTRICAL FITTINGS	18.10	6,958,695.12	894,378.00	-	7,853,073.12	4,079,085.00	538,364.00	-	4,617,449.00	3,235,624.12	2,879,610.12
EQUIPMENTS	20.58	66,847,440.52	293,600.00	793,500.00	66,347,540.52	60,023,820.00	1,425,634.00	127,777.16	61,321,676.84	5,025,863.68	6,823,620.52
TELEVISION	20.58	770,516.00	-	-	770,516.00	613,027.00	32,411.00	-	645,438.00	125,078.00	157,489.00
GENERATOR	20.58	5,057,398.00	-	-	5,057,398.00	3,835,166.00	251,536.00	-	4,086,702.00	970,696.00	1,222,232.00
Grass Cutting Machine	18.10	9,563.00	-	-	9,563.00	4,690.00	881.00	-	5,571.00	3,992.00	4,873.00
LAND & BUILDING	4.87	1,063,064,340.05	261,835.00	-	1,063,326,175.05	22,116,173.00	-	-	22,116,173.00	1,041,210,002.05	1,040,948,167.05
Refrigerator	18.10	30,750.00	-	-	30,750.00	14,948.00	2,860.00	-	17,808.00	12,942.00	15,802.00
SEWING MACHINE	18.10	44,279.00	-	-	44,279.00	31,297.00	2,349.00	-	33,646.00	10,633.00	12,982.00
SET	4.87	149,720,865.04	11,522,534.30	42,036,932.75	119,206,466.59	53,144,751.64	4,204,944.00	8,863,821.83	48,485,873.81	70,720,592.78	96,576,113.40
Spray Painting Compressor	18.10	41,048.00	-	-	41,048.00	20,229.00	3,768.00	-	23,997.00	17,051.00	20,819.00
Kitchen Accessories	18.10	111,069.00	-	-	111,069.00	70,385.00	7,364.00	-	77,749.00	33,320.00	40,684.00
COSTUMES	18.10	7,888,903.49	-	-	7,888,903.49	6,862,964.99	185,695.00	-	7,048,659.99	840,243.50	1,025,938.50
PLANT A.C.	18.10	8,352,367.06	405,251.22	8,757,618.28	-	5,848,788.00	370,668.00	6,219,456.00	-	-	2,503,579.06
VACCUM CLEANER	18.10	54,675.00	-	-	54,675.00	38,113.00	2,998.00	-	41,111.00	13,564.00	16,562.00
Jet Pressure Machine	20.58	42,188.00	-	-	42,188.00	11,705.00	6,273.00	-	17,978.00	24,210.00	30,483.00
Pota Makeup Rooms	25.89	847,621.00	-	-	847,621.00	300,988.00	141,524.00	-	442,512.00	405,109.00	546,633.00
Water Tank- Sintex	18.10	77,484.00	-	-	77,484.00	37,953.01	7,157.00		45,110.01	32,373.99	39,531.00
Washing Machine	18.10	14,400.00	-	-	14,400.00	6,387.00	1,452.00	-	7,839.00	6,561.00	8,013.00
Sub-Total (A)		1,466,952,520.44	18,781,754.97	76,697,149.13	1,409,037,126.28	284,882,922.50	13,073,440.23	33,579,412.19	264,376,950.54	1,144,660,175.74	1,182,069,597.95
INTANGIBLE ASSETS :											
SOFTWARE	-	200,693,589.57	-	-	200,693,589.57	-		-	-	200,693,589.57	200,693,589.57
Sub-Total (B)		200,693,589.57	-	-	200,693,589.57	-	-	-	-	200,693,589.57	200,693,589.57
Total (A) + (B)		1,667,646,110.01	18,781,754.97	76,697,149.13	1,609,730,715.85	284,882,922.50	13,073,440.23	33,579,412.19	264,376,950.54	1,345,353,765.31	1,382,763,187.52
Previous Year		1,670,970,672.50	3,991,115.51	7,315,678.00	1,667,646,110.01	275,501,434.50	15,843,393.00	6,461,905.00	284,882,922.50	1,382,763,187.52	1,395,469,238.00

NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

	31.03.2018 (Rupees)	31.03.2017 (Rupees)
1.12 CURRENT ASSETS- INVENTORIES :		
(a) Work in progress (Underproduction Programmes)	326,978,466.26	336,615,908.17
(b) Special Purpose Vehicle	36,537,960.13	36,537,960.13
	363,516,426.39	**373,153,868.30**
1.13 CURRENT ASSETS- TRADE RECEIVABLES :		
(Unsecured Considered Good)		
Outstanding for the period exceeding six months	95,368,751.00	96,467,365.50
Others	1,835,639.32	98,521,723.00
	97,204,390.32	**194,989,088.50**
1.14 CURRENT ASSETS - CASH AND CASH EQUIVALENTS :		
Balance with Banks	15,856,607.18	101,816.09
Cash on hand	192,157.06	129,055.00
	16,048,764.24	**230,871.09**
1.15 CURRENT ASSETS- SHORT TERM LOANS AND ADVANCES :		
(Unsecured Considered Good)		
Service Tax Credit Claim (adjustable against the liability)	-	653,000.47
Deposits	2,615,872.00	4,144,872.00
Other Loans and Advances	8,195,852.50	7,986,209.20
Iffco Tokyo General Insurance (Fire claim receivable)	83,733,125.45	-
The Oriental General Insurance Company Ltd (Fire claim receivable)	59,187,845.80	-
India Bulls Housing Finance Ltd- Escrow	761,450.00	761,450.00
	154,494,145.75	**13,545,531.67**
1.16 CURRENT ASSETS- OTHER CURRENT ASSETS :		
Tax Deducted at source	4,603,704.10	12,285,609.87
	4,603,704.10	**12,285,609.87**

NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

2.1 REVENUE FROM OPERATIONS

	31.03.2018 (Rupees)	31.03.2017 (Rupees)
Serials	181,040,293.00	164,878,831.00
Ad Commercials	-	3,400,000.00
Service Tax Realised	11,948,628.00	29,925,666.00
Location Hire charges	19,059,949.00	21,981,890.00
Income from You Tube	142,825.82	445,758.00
	212,191,695.82	**220,632,145.00**

2.2 OTHER INCOME:

Interest Income	-	605,999.00
Income from Editing	-	10,000.00
Income from Dubbing	12,712.00	-
Interest on Income tax refund	1,127,056.00	118,630.00
Interest on Security Deposit(MSEDL)	181,536.88	150,325.78
Insurance Compensation	142,920,971.25	-
Rent	1,200,000.00	1,200,000.00
Hire charges	210,500.00	201,777.00
Loans & Advances written back	-	547,815.00
TDS Refund	733,579.00	-
Profit on Sale of Motor car	357,137.28	754,684.00
Sundry Creditors written off	111,350.36	69,557,952.47
	146,854,842.77	**73,147,183.25**

2.3 COST OF PRODUCTION :

Serials	196,998,473.39	143,611,220.47
Ad.Films	-	2,447,243.00
Telecast charges	-	3,000,000.00
Service Tax	11,948,628.00	29,925,666.00
	208,947,101.39	**178,984,129.47**

2.4 EMPLOYEE BENEFIT EXPENSES

Salaries & Wages	21,252,213.00	17,359,013.00
	21,252,213.00	**17,359,013.00**

2.5 FINANCE COSTS

Interest Expenses	43,136,232.71	42,146,714.97
Bank charges	707,312.03	298,998.61
	43,843,544.74	**42,445,713.58**

2.6 Depreciation and Amortisation Expenses

Depreciation on tangible assets	13,073,440.23	15,843,393.00
Depreciation on intangible assets	-	-
	13,073,440.23	**15,843,393.00**

NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

2.7 Other Expenses :		31.03.2018 (Rupees)		31.03.2017 (Rupees)
Selling and Distribution Expenses				
Advertisement & Publicity	137,545.80		217,960.00	
Brokerage & Commission	25,000.00	162,545.80	125,000.00	342,960.00
Establishment and Other Sundry Expenses				
A.G.M. Expenses	74,650.00		57,760.00	
Directors Sitting Fees	67,500.00		85,500.00	
Electricity Expenses	10,258,017.59		11,782,286.87	
Freight & Courier	10,925.00		59,793.90	
General Expenses	4,154,613.95		4,468,426.75	
Insurance Expenses	295,493.86		322,021.31	
Loss on Sale of Fixed Assets	1,324,149.00		177,957.00	
Motorcar Expenses	1,299,296.53		3,135,358.84	
Printing & Stationary	305,551.40		309,824.00	
Professional Charges	4,460,954.84		4,484,862.00	
Rent, Rates & Taxes	3,078,205.00		5,701,984.36	
Repairs & Maintenance	4,065,331.97		4,202,421.56	
Swachh Bharat Cess	218,278.85		452,573.78	
Krishi Kalyan Cess	218,273.85		21,522.62	
Sundry Debtors & AdvancesWritten Off	200.68		47,729.17	
Security Charges	1,950,607.60		2,088,176.33	
Telephone Expenses	285,536.18		396,669.48	
Travelling & Conveyance	244,563.50		528,843.15	
Impairment / Destruction on fire incident				
Compensation claim- Fire accident	3,500,000.00		-	
Impairment of Assets	41,005,631.23		-	
Impairment of Under Prodn expenses “Bepannah”	5,795,766.30		-	
One Time Cost of Set “Bepannah”	10,901,118.70		-	
Auditor’s Remuneration				
Audit Fees	100,000.00		100,000.00	
Tax Audit Fees	30,000.00		30,000.00	
Internal Audit Fees	50,000.00	93,694,666.03	50,000.00	38,503,711.12
Total		**93,857,211.83**		**38,846,671.12**

		Year Ended 31-03-2018 (Rupees)	Year Ended 31-03-2017 (Rupees)
3.	**Other financial information:**		
3.1	Foreign Currency Transactions:		
3.1.1	Earnings in foreign currency.		
	Google INC	1,42,826	4,45,758
3.2	Auditors' Remuneration:		
	Statutory Audit Fees.	1,00,000	1,00,000
	Tax Audit Fees	30,000	30,000
	Internal Audit Fees	50,000	50,000

3.3 Cost of Production:
Estimation of cost of serials 'under production' being of technical nature, cannot be verified by the Auditors and have been taken as certified by the Management of the Company.

3.4 During the financial year 1997-98 search action was carried out by the income-tax authorities at the premises of the company u/s.132 of the Income Tax Act, 1962 and assessment for the same was completed on 31-01-2000 thereby resulting in a demand of Rs.48,30,381/- on the company. As against the said demand the company has paid Rs.41,07,093/-. The Company disputed the demand raised by the Income Tax Department and filed an appeal against the order before the Commissioner of Income Tax (Appeal) who has partly allowed it to the extent of Rs.31,00,524/-. The Company disputing the balance liability has gone in to appeal before Income-tax Appellate Tribunal, the order of which went in the favour of the company. Further the department had gone into appeal before the Hon. High Court and the matter is still pending before the said authority.

3.5 A massive fire incident had occurred on 06-01-2018 at the studio premises situated at Plot No.1, Gandhi Nagar, L. B. S. Marg, Kanjurmarg West, Mumbai-400078 resulting in impairment and destruction of fixed assets as well as, assets other than fixed assets. The Company had insurance cover under valid and subsisting insurance policy in force in respect of fixed assets and assets other than fixed assets from Iffco Tokio General Insurance Co. Ltd. for a total value of sum assured Rs. 18,08,46,498/- and from The Oriental Insurance Co. Ltd. for a total value of sum assured Rs. 10,87,00,000/-. The insurance claim lodgment was made to Iffco Tokio General Insurance Co. Ltd. and The Oriental Insurance Co. Ltd. for impairment and destruction of fixed assets and assets other than fixed assets for a total sum of Rs. 8,37,33,125.45 and Rs. 5,91,87,845,80 respectively totaling to Rs. 14,29,20,971.25. Accordingly, the insurance claim amount has been recognized as "Inurance Compensation claimed" on the revenue side of the Profit and Loss Account for the year ended 31-03-2018 at Rs. 14,29,20,971.25 (Iffco Tokio General Insurance Co. Ltd. Rs. 8,37,33,125.45 and The Oriental General Insurance Co. Ltd. Rs. 5,91,87,845.80) under the head "Other Income" in conformity with the insurance policy read together with the lodgment before the respective insurance companies. The corresponding loss on account of impairment and extinguishment of assets being fixed assets as well as assets other than fixed assets is recognized by charging to statement of Profit and Loss under the head "Other Expenses" computed by reversal/deduction from Gross Block of Fixed Assets and/or from Gross value of the assets other than Fixed Assets.
The corresponding accumulated depreciation on the assets lost/impaired/extinguished on account of fire have been correspondingly and appropriately reversed.

3.6	Earnings per Share:		
	Profit/(loss) after taxation as per Statement of Profit and Loss.	(-) 2,21,58,727	(-) 1,32,817
	Basic and diluted earnings per share. (face value Rs. 2/-)	-	-

3.7 Segment Reporting:
There is only one primary reportable business segment viz. production of serials, films, ad films. The disclosure requirement of accounting standard (AS-17) on segment reporting is not provided.

3.8 Related Party Disclosures:

(a) Other Income:

Name	Nature of Receipt		
Eddies Hospitality Pvt. Ltd.	Rent	12,00,000	12,00,000
Eddies Hospitality Pvt. Ltd.	Ad Commercial	-	34,00,000

(B) Other Expenditure:

Name	Nature of Payment		
Sunita Malhotra	Salary	19,80,000	19,80,000
Pamma Mehta	Salary	19,80,000	19,80,000
Siddharth Malhotra	Profession Fees	-	12,56,570
Fascination Network	Rent	8,40,000	8,40,000
Raaj Films	Rent	8,40,000	8,40,000

2. Remuneration paid to key Management Personal:

Sunil Mehta	63.00.000	42,00,000
Premkrishen Malhotra	63.00.000	42,00,000

3. Loan taken/loan repaid to/from Directors/Promotors/Interested Concern:

(a) Loan Received from :		
Sunil Mehta:	3,48,67,864	1,85,78,464
Premkrishen Malhotra:	9,61,250	7,38,605
Eddies Hospitality Private Limited.	2,40,41,031	3,03,38,624
(b) Loan Repaid to:		
Sunil Mehta	71,46,000	41,14,457
Premkrishen Malhotra	3,90,000	64,05,006
Eddies Hospitality Private Limited.	51,79,007	2,27,73,400

3.9 Disclosures as required by clause 32 of the listing agreement:

Loans and Advances given to subsidiaries:		
Chimera Entertainment Pvt.Ltd.	1,65,13,981	1,65,13,981
Maximum balance outstanding during the year)	1,65,13,981	1,65,21,956
Cinevista Eagle Plus Media Pvt. Ltd.	1,36,73,752	1,36, 73,752
(Maximum balance outstanding during the year)	1,36,73,752	1,36,82,341

3.10 Disclosures in respect of Joint Ventures:

Name of Joint Venture.	Nature of Business	Proportion of Ownership	Country of Incorporation	Investment
Heena INC “Andhaa Kanoon” (In Bhojpuri Language)	Production of Feature Film	50 %	Mumbai, India.	14,20,138 (Last Year

3.11 Previous year’s figures have been re-grouped, re-arranged, re-classified and re-casted wherever necessary to make them comparable with current year’s figures.

Signatures to the statement of Significant Accounting Policies and Notes to the Financial Statement.

As Per Our Report of Even Date:
For SARATH & ASSOCIATES
Chartered Accountants.
Firm Regn. No. 5120 S.

For and on behalf of the Board.

CA. R Lakshmi Rao
(Partner)
M. No. F-029181

Premkrishen Malhotra
(Chairman)

Sunil Mehta
(Managing Director)

K. B. Nair
(Chief Financial Officer)

Kilpa Goradia
(Company Secretary)

Place : Mumbai.
Date : 30-05-2018.

INDEPENDENT AUDITORS' REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

TO THE MEMBERS OF CINEVISTA LIMITED.

Report on the Consolidated Financial Statements:

We have audited the accompanying consolidated financial statements of **Cinevista Limited** ('the Company') and its subsidiary companies (the Company and its subsidiary companies together referred as 'the Group"), which comprise the Consolidated Balance Sheet as at March 31, 2018, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information ('the consolidated financial statements').

Management's Responsibility for the Consolidated Financial Statements:

The Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013('the Act') that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act as applicable. The respective Board of Directors of the Company and its subsidiary companies are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities, selection and application of appropriate accounting policies, making judgments and estimates that are reasonable and prudent, and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of these consolidated financial statements by the Board of Directors of the Company.

Auditors' Responsibility:
Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We have conducted our audit in accordance with the Standards on Auditing specified under Section 143 (10) of the Act. Those Standards require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers the internal financial controls relevant to the Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors referred to the 'Other Matter' paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion:

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2018 and its consolidated loss and its consolidated cash flows for the year ended on that date.

Other Matter:

We did not audit the financial statements of one foreign subsidiary company Videovista Inc. whose financial statements reflect total assets of Rs. 40,72,682.16 as at March 31, 2018, total revenue of Rs. 59,98,789.44 for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of foreign subsidiary is based solely on the report of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory requirements below, is not modified in respect of the above matter with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements:

As required by Section 143(3)of the Act, we report, to the extent applicable, that:

(a) We have sought and obtained all the information and explanations which the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

(b) In our opinion, proper books of account as required by law relating to preparation of the consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.

(c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

(d) In our opinion, the consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, as applicable.

(e) On the basis of the written representations received from the Directors of the Company as on March 31, 2018, taken on record by the Board of Directors of the Company and its subsidiary companies incorporated in India, none of the Directors of the Group companies, incorporated in India is disqualified as on March 31, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our report in **"Annexure A"**, which is based on the Auditors' Report of the Company and its subsidiary companies incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the

internal financial controls over financial reporting of the Company and its subsidiary companies incorporated in India.

(g) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i) The Group has disclosed the impact of pending litigations on the consolidated financial position of the Group in its consolidated financial statements as on March 31, 2018.

ii) The Group in its consolidated financial statements, as required under the applicable law or accounting standards, did not have any long term contracts including derivative contracts resulting in material foreseeable losses.

iii) There has been no amounts which were required to be transferred, to the Investor Education and Protection Fund by the Company and its subsidiary companies incorporated in India.

For SARATH & ASSOCIATES
CHARTERED ACCOUNTANTS.
Firm Regn. No. 5120S

CA. R.LAKSHMI RAO
Partner.
M. No. 029081.

Place : Mumbai.
Dated: 30th May, 2018.

ANNEXURFE 'A' TO THE INDEPENDENT AUDITORS' REPORT ON CONSOLIDATED FINANCIAL STATEMENT.
(Referred to in paragraph (f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Control Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act').

We have audited the internal financial controls over financial report of Cinevista Limited ('the Company') and its subsidiary companies incorporated in India except its foreign subsidiary Videovista Inc as at 31st March 2018 in conjunction with our audit of the consolidated financial statements of the Company for the year ended and as on that date.

Management's Responsibility for Internal Financial Control:

The respective Board of Directors of the Company and its subsidiary companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the respective internal control over financial reporting criteria established by the Company and its subsidiary companies incorporated in India considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the 'Guidance Note'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility:

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We have conducted our audit in accordance with the Standards on Auditing prescribed under Section 143(10) of the Act and the Guidance Note, to the extent applicable to an audit of internal financial controls over financial reporting. Those Standards and the Guidance Note require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting:
A Company's internal financial control over financing reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting:
Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion:
In our opinion to the best of our information and according to the explanations given to us, the Company and its subsidiary companies incorporated in India, have, in all material respects, in adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2018, based on the internal control over financial reporting criteria established by the Company and its subsidiary companies incorporated in India considering the essential components of internal control stated in the Guidance Note on audit of internal financial controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI).

Other Matter:

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to foreign subsidiary in USA, is based on the corresponding reports of the auditor of such Company incorporated outside India.

For SARATH & ASSOCIATES
CHARTERED ACCOUNTANTS.
Firm Regn. No. 5120S

CA. R.LAKSHMI RAO
Partner.
M. No. 029081.

Place : Mumbai.
Dated: 30th May, 2018.

CONSOLIDATED BALANCE SHEET AS AT 31.03.2018

Particulars	Note No.	As at 31st March 2018 Rupees	As at 31st March 2017 Rupees
EQUITY AND LIABILITIES			
Shareholder's Funds			
Shareholder's Funds			
Share Capital	1.1	117,574,750.00	117,574,750.00
Reserve and Surplus	1.2	1,439,227,782.28	1,463,728,436.72
Non-current liabilities			
Long-term borrowings	1.3	284,195,100.10	346,196,320.76
Deferred tax liabilities	1.4	54,069,807.45	53,838,053.45
Current Liabilities			
Short-term borrowings	1.5	82,119,479.47	49,754,083.77
Trade payables	1.6	67,025,745.90	56,258,358.67
Other current liabilities	1.7	63,351,271.70	16,886,435.11
Total		**2,107,563,936.90**	**2,104,236,438.48**
II ASSETS			
Non-Current Assets			
Fixed Assets			
Tangible assets	1.8	1,147,413,412.32	1,184,861,967.92
Intangible assets	1.8	200,693,589.63	200,693,589.63
Goodwill		23,295,680.00	23,295,680.00
Non-current Investments	1.9	1,975,567.06	1,975,567.06
Deferred tax assets	1.10	88,159,470.02	88,159,470.02
Other non-current assets	1.11	22,982.85	22,982.85
Current Assets			
Current Investments			
Inventories	1.12	363,516,426.39	373,153,868.30
Trade receivables	1.13	97,204,390.32	194,989,088.50
Cash and cash equivalents	1.14	16,959,260.68	650,559.31
Short term loans and advances	1.15	163,719,453.53	24,148,055.02
Other current assets	1.16	4,603,704.10	12,285,609.87
Total		**2,107,563,936.90**	**2,104,236,438.48**

Statement on Significant Accounting Policies and Notes to the Financial Statements are an integral part of this Balance Sheet.
This is the Balance Sheet referred to in our Report of even date.

FOR SARATH & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Regn.No.5120 S
CA. R. LAKSHMI RAO
(Partner)
M.NO. F-029081

FOR AND ON BEHALF OF THE BOARD

PREM KRISHEN MALHOTRA
(Chairman)

SUNIL MEHTA
(Managing Director)

Place: Mumbai
Date: 30/05/2018

K.B.NAIR
(Chief Financial Officer)

KILPA GORADIA
(Company Secretary)

STATEMENT OF CONSOLIDATED PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH 2018

Particulars	Note No.	As at 31st March 2018 Rupees	As at 31st March 2017 Rupees
Income:			
Revenue from operations	2.1	218,190,485.26	236,995,162.41
Other Income	2.2	146,854,842.77	73,215,638.72
Total Revenue		**365,045,328.03**	**310,210,801.13**
Expenses:			
Cost of Production	2.3	209,758,699.31	181,514,243.58
Employee benefit expense	2.4	22,028,507.40	18,583,099.40
Finance costs	2.5	43,843,544.74	42,450,746.83
Depreciation and amortisation expenses	2.6	13,245,489.03	16,112,554.20
Other expenes	2.7	100,437,987.99	49,532,850.84
Total Expenses		**389,314,228.47**	**308,193,494.85**
Profit /(Loss) before tax		(24,268,900.44)	2,017,306.28
Tax expenses:			
Deferred Tax		(231,754.00)	(79,227.00)
Income Tax Earlier Years		-	(353,998.28)
Profit/(Loss) for the Year		(24,500,654.44)	1,584,081.00
Earning per equity share (Face value Rs.2/- Basic and Diluted (in Rs.)		-	0.03

Statement on Significant Accounting Policies and Notes to the Financial Statements are an integral part of this statement of Profit and Loss.
This is the Statement of Profit and Loss referred to in our report of even date.

FOR SARATH & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Regn.No.5120 S
CA. R. LAKSHMI RAO
(Partner)
M.NO. F-029081

Place: Mumbai
Date: 30/05/2018

FOR AND ON BEHALF OF THE BOARD

PREM KRISHEN MALHOTRA
(Chairman)

SUNIL MEHTA
(Managing Director)

K.B.NAIR
(Chief Financial Officer)

KILPA GORADIA
(Company Secretary)

Consolidated Cash flow statement for the year ended March 31, 2018

Particulars			31.03.2018 (Rupees in '000)	31.03.2017 (Rupees in '000)
A. CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit after Tax and extra ordinary items		(24,500.65)		1,584.08
Adjustments :				
Deffered Tax Liability	(231.75)		(79.23)	
Depreciation	13,245.49		16,112.55	
Interest expenses & Interest on bank O/D	43,136.23		42,146.71	
Interest income	-		(606.00)	
Stamp Duty	57.18		870.08	
Property Tax	1,263.21		2,314.26	
Insurance Compensation	(24,741.07)		-	
Impairement of Underprodn.Exps	5,795.77		-	
Sundry Debtors, Advance & Deposits Written Off	0.20		47.73	
Late filing fees	127.50		114.80	
TDS Refund	(733.58)		-	
Interest on Income Tax refund	(1,127.06)		(118.63)	
Interest on security Deposits	(181.54)		(150.33)	
Service tax predeposit	249.78		230.65	
Licence fees for Studio	85.68		91.76	
Sundry Creditors & Advances Written Off	(111.35)		(69,557.95)	
Profit on sale of Fixed Assets	(357.14)		(754.68)	
Loss on Sale of Fixed Assets	1,324.15		177.96	
Exchange Rate Fluctuation profit	217.92	38,019.62	(68.46)	(9,228.76)
Operating Profit before working capital changes		13,518.97		(7,644.69)
Adjustments for working capital changes				
Inventories	1,263.68		(46,511.72)	
Trade & Other Receivables	34,458.79		37,150.33	
Trade Payable & Other Liabilities	58,449.75		(55,496.88)	
Cash generated from Operations		94,172.22		(64,858.27)
Direct Taxes Paid		(2,111.51)		(1,935.69)
Net Cash flow From Operating Activities		105,579.68		(74,438.65)
B. CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Fixed Assets	(18,914.67)		(3,991.12)	
Sale of Fixed Assets	2,074.15		853.77	
Loss on Sale of Fixed Assets	(1,324.15)		(177.96)	
Profit on sale of Fixed Assets	357.14		754.68	
Net Cash used in Investing Activities		(17,807.53)		(2,560.61)

C. CASH FLOW FROM FINANCING ACTIVITIES				
Interest expenses & Interest on bank O/D	(43,136.23)		(42,146.71)	
Interest on Income Tax refund	1,127.06		118.63	
Interest on security Deposits	181.54		150.33	
Interest Income	-		606.00	
Long term Borrowings	(62,001.22)		144,806.63	
Short Term Borrowings	32,365.40		(26,416.86)	
Cash used in Financing Activities		(71,463.45)		77,118.02
Net Increase/(decrease) in cash and cash equivalents (A) + (B) + (C)		16,308.70		118.76
Cash & Cash Equivalents as on 01.04.2017		650.56		531.80
Cash & Cash Equivalents as on 31.03.2018		**16,959.26**		**650.56**

For & on Behalf of the Board

PREM KRISHEN MALHOTRA
(Chairman)

SUNIL MEHTA
(Managing Director)

K.B.NAIR
(Chief Financial Officer)

KILPA GORADIA
(Company Secretary)

PLACE : MUMBAI
DATE : 30/05/2018

We have examined the attached consolidated cash flow statement of M/s Cinevista Limited for the year ended 31st March,2018.The statement has been prepared by the company in accordance with the requirements of listing agreements of the various Stock Exchanges and is based on and is in agreement with the corresponding statement of Profit and Loss Statement and the Balance Sheet of the Company covered by our report of even date to the members of the Company.

This is the Cash Flow Statement referred to in our report of even date.

FOR SARATH & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Regn.No.5120 S

CA. R. LAKSHMI RAO
(Partner)
M.No.F-029081

Place: Mumbai
Date: 30.05.2018

STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018.

1.0 **Statement of significant Accounting Policies.**

1.1 **Basis of preparation of Financial Statements.**

This consolidated financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention under accrual basis and comply with mandatory accounting standards as prescribed under section 133 of the Companies Act, 2013 ('the Act') read with rule 7 of the Companies (Accounts) Rules, 2014. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

1.2 **System of Accounting:**

The company adopts the accrual concept in the preparation of the accounts in respect of revenue and expenses.

1.3 **Use of estimates:**

The preparation of the financial statements in conformity with the generally accepted accounting principles requires management to make estimates and assumption that effect the reported amounts of assets and liabilities on the date of financial statements, disclosures of contingent liabilities and reported amounts of revenue and expenditure for the year. Estimates are based on historical experience, where applicable and other assumptions that management believes are reasonable under the circumstances. Actual results could vary from these estimates and any such differences are dealt with in the period in which the results are known/materialize.

1.4 **Fixed Assets and Depreciation/Amortization:**

(a) Tangible Fixed Assets are stated at cost inclusive of attributed cost related to acquisition.
(b) Depreciation on tangible fixed assets is provided at the rate specified in Part 'C' of Schedule-II of the Companies Act, 2013, based on their estimated useful life under written down value method on prorate basis from the month the assets are put to use during the financial year. In respect of assets sold or disposed off during the year, the depreciation/amortization is provided till the date of sale or disposal of the assets.
(c) Intangible assets acquired are measured on initial recognition at cost.

1.5 **Investments:**
Non-current Investments are stated at cost.

1.6 **Inventories:**
Work-in-progress:
Under production cost of serials, ad-films etc. are valued at 'cost'.(As certified by the Company)

1.7 **Contingent Liabilities:**
Contingent liabilities in respect of show cause notices received from Government authorities are considered only when they are converted into demands.

1.8 **Foreign Currency Transactions:**

Foreign Currency transactions are accounted for at the exchange rates prevailing on the date of the transactions. Foreign Currency receivables and payables are valued at the closing price at the year end in accordance with the Accounting Standard 11 (AS-11). Foreign Currency Transactions issued by the Institute of Chartered Accountants of India. Gain/losses on settlement/translation of monetary assets and liabilities are recognized in the statement of profit and loss.

1.9 **Revenue Recognition:**

Realisation in respect of serials are shown at gross amounts.
In respect of serials, income is recognized in the Statement of Profit and Loss as and when the relevant programme or the episode is telecast.
In respect of export of serials, income is recognized in the statement of Profit and Loss only when the relevant serials are delivered to and accepted by the buyers and all the significant risks and rewards of telecasting rights of programme have been transferred to the buyers.
In respect of Ad-films, income is recognized when the completed commercial cassettes is delivered to the buyer.
In respect of realized feature films, income is recognized as and when the right to receive the amount is established.

1.10 **Deferred Revenue Expenses:**

Production cost of T.V.Serials telecast is deferred, wherever ownership and other copy rights are with the company. This deferred expenditure is written off over the estimated useful life of T.V.Serials as estimated by the management. From the deferred Revenue Expenditure, Production Cost of Serials, the Production/Telecast of which has been discontinued are transferred to Intangible Assets under the head 'Software'. No depreciation has been charged on software. For the purpose of taxation the Production Cost are treated as revenue expenses, as per the legal opinion obtained by the Company.

1.11 **Deferred Tax:**

Deferred tax is recognized on timing differences; being the difference between taxable income and accounting income that originate in one period and are capable of reversing in one or more subsequent periods.
Deferred tax assets pertaining to unabsorbed depreciation and carry forward losses are recognized only to the extent there is a virtual certainty of realization.

NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

		31.03.2018 (Rupees)	31.03.2017 (Rupees)
1.1 SHARE CAPITAL :			
Authorised Capital :			
10,00,00,000 Equity Shares of Face Value of Rs.2 /- Each		200,000,000.00	200,000,000.00
(Authorised Capital has been raised from 120,00,000 to 10,00,00,000 Face value has been reduced from Rs 10/- to Rs 2/- per share)			
Issued, Subscribed & Fully Paid Up :			
5,74,36,475 Equity shares of Rs 2/- each fully paid up	114,872,950.00		
2,70,180 Equity shares of Rs 10/- each fully paid up	2,701,800.00	117,574,750.00	117,574,750.00
		117,574,750.00	117,574,750.00

Notes:

1. Shareholders holding more than 5% of the total share capital

Pamma Mehta holds 94,90,355 (2017: 94,90,355) Equity shares of Rs.2/- each aggregating to 16.14% of the total Equity share capital of the company(2017: 16.14%)

Premkrishen Malhotra holds 93,16,355 (2017: 93,16,355) Equity shares of Rs.2/- each aggregating to 15.85% of the total Equity share capital of the company (2017: 15.85%)

Sunil Mehta holds 90,09,315 (2017: 90,09,315) Equity shares of Rs.2/- each aggregating to 15.69% of the total Equity share capital of the company (2017: 15.69%)

Sunita P Malhotra holds 51,92,265 (2017: 51,65,135) Equity shares of Rs.2/- each aggregating to 9.04% of the total Equity share capital of the company (2017: 8.79%)

1.2 RESERVES & SURPLUS :			
(a) Securities Premium :			
On 25,24,200 Shares @ 290 /- each received on F.V. of Rs. 10 each fully paid up	732,018,000.00		
On 67,68,975 shares @ 2.70/- each received on F.V. of Rs. 2 each fully paid up	18,276,232.50		
Capital Reserves on Forefeiture & Reissue of 9300 Shares (Net)	515,100.00	750,809,332.50	750,809,332.50
(b) Deficit balance in statement of Profit & Loss :			
Balance at the beginning of the year	(225,553,711.78)		
Add : Current year Profit	(24,500,654.44)	(250,054,366.22)	(225,553,711.78)
(c) Revaluation Reserve:		938,472,816.00	938,472,816.00
		1,439,227,782.28	**1,463,728,436.72**
1.3 NON-CURRENT LIABILITIES- LONG TERM BORROWINGS :			
(Secured)			
1. Bank Overdraft with Central Bank of India, Worli, Mumbai-400018		144,031,509.90	156,514,459.42
(a) A/c No. 1319515537 (Secured by hypothecation of recievables and with collateral security of Office Premises & Other Assets) {Further secured by the personal guarantees of Mr. Premkrishen Malhotra & Mr. Sunil Mehta(Directors)			
(b) A/c No.1319515526 (Book Overdraft) - Current Account		-	4,545,501.71
2. Term Loan with Central Bank of India, Worli, Mumbai-400018			
(a)Term Loan-3244617004		13,948,836.00	27,189,556.00
(b)Term Loan-3612181242		21,683,986.00	-
Secured against hypothecation of machinery/equipment/collateral security f office premises and other assets.(Further secured by the personal gurantees of Mr Premkrishen Malhotra and Mr Sunil Mehta (Directors) corporate guarantee of the company.			
(3) India Bulls Infrastructure Credit Ltd		11,350,700.00	11,150,000.00
(4) HDFC Bank Ltd Eicher (Auto Loan)		38,040.87	466,483.38
(5) Eddies Hospitality Pvt Ltd		31,768,851.00	12,906,827.00
(6) India Bulls Housing Finance Ltd.		24,737,498.56	26,010,060.00
(7) Kotak Mahindra Bank		-	68,155,000.00
(8) Reliance Capital Ltd A/c 000332055		2,958,256.26	3,296,332.86
(9) Reliance Capital Ltd A/c 000331918		5,742,493.39	6,398,762.82
(10) Reliance Capital Ltd A/c 000313836		13,617,365.16	15,142,197.67
(11) Reliance Capital Ltd A/c 000313900		12,968,917.76	14,421,139.90
(12) ICICI Bank car loan A/c 00035780563		1,348,645.20	-
		284,195,100.10	**346,196,320.76**

NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

			31.03.2018 (Rupees)	31.03.2017 (Rupees)
1.4	**NON-CURRENT LIABILITIES - DEFERRED TAX LIABILITIES :**			
	Opening Balance	53,838,053.45		
	Add: Created During the Year (Depreciation)	231,754.00	54,069,807.45	53,838,053.45
1.5	**CURRENT LIABILITIES- SHORT TERM BORROWINGS :**			
	(Unsecured)			
	From Directors		82,119,479.47	49,754,083.77
			82,119,479.47	**49,754,083.77**
1.6	**CURRENT LIABILITIES- TRADES PAYABLE**			
	Sundry Creditors		67,025,745.90	56,258,358.67
1.7	**CURRENT LIABILITIES- OTHER CURRENT LIABILITIES**			
	Statutory dues includes (GST, TDS, Etc)		19,519,411.70	16,886,435.11
	Other Payables		43,831,860.00	-
			63,351,271.70	**16,886,435.11**
1.9	**NON CURRENT ASSETS- NON CURRENT INVESTMENTS :**			
	(A) Trade Investments			
	In Equity shares- Quoted Fully paid up (At cost)			
	Silverline Technologies Ltd		304,429.06	304,429.06
	(2000 Equity shares of Re. 1/- each fully paid up)			
	(Market Value- No quotation available)			
	(B) Investment in other companies- Non Trade-Unquoted (At cost)			
	Heritage Productions Pvt.Ltd.		251,000.00	251,000.00
	(25100 Equity shares of Rs 10/- each fully paid up)			
	C) Heena inc (Joint Venture Business- 50% Share)		1,420,138.00	1,420,138.00
			1,975,567.06	1,975,567.06
1.10	**NON CURRENT ASSETS- DEFERRED TAX ASSETS :**			
	Deferred Tax Asset			
	Opening Balance	88,159,470.02		
	Less: Deferred tax asset written back	-	88,159,470.02	88,159,470.02
1.11	**OTHER NON CURRENT ASSETS :**			
	Miscellaneous Expenditure(to the extent not written off or adjusted)		22,982.85	22,982.85
1.12	**CURRENT ASSETS- INVENTORIES :**			
	(a) Work in progress (Underproduction programmes)		326,978,466.26	336,615,908.17
	(b) Special Purpose Vehicle		36,537,960.13	36,537,960.13
			363,516,426.39	**373,153,868.30**
1.13	**CURRENT ASSETS- TRADE RECEIVABLES :**			
	(Unsecured Considered Good)			
	Outstanding for the period exceeding six months		95,368,751.00	96,467,365.50
	Others		1,835,639.32	98,521,723.00
			97,204,390.32	**194,989,088.50**

NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

	31.03.2018 (Rupees)	31.03.2017 (Rupees
1.14 CURRENT ASSETS - CASH AND CASH EQUIVALENTS :		
Balance with Banks	15,867,607.18	112,816.09
Cash on hand	1,091,653.50	537,743.22
	16,959,260.68	**650,559.31**
1.15 CURRENT ASSETS- SHORT TERM LOANS AND ADVANCES :		
(Unsecured Considered Good)		
Service Tax Credit (adjustable against the liability)	-	653,000.47
Deposits	2,615,872.00	4,144,872.00
Other Loans and Advances	17,421,160.28	18,588,732.55
Iffco Tokyo General Insurance (claim receivable)	83,733,125.45	-
The Oriental Insurance Company Ltd (claim receivable)	59,187,845.80	-
India Bulls Housing Finance Ltd- Escrow	761,450.00	761,450.00
	163,719,453.53	**24,148,055.02**
1.16 CURRENT ASSETS- OTHER CURRENT ASSETS :		
Tax Deducted at source	4,603,704.10	12,285,609.87
	4,603,704.10	**12,285,609.87**

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

1.8 NON-CURRENT ASSETS- TANGIBLE ASSETS AND INTANGIBLE ASSETS

DESCRIPTION OF ASSETS	GROSS BLOCK					DEPRECIATION				NET BLOCK	
	RATE OF DEP.	AS AT 01.04.2017	ADDITIONS DURING THE YEAR	DEDUCT-IONS/ SALE	AS AT 31.03.2018	AS AT 01.04.2017	FOR THE YEAR	DEDUCT-IONS/ SALE	AS AT 31.03.2018	AS AT 31.03.2018	AS AT 31.03.2017
TANGIBLE ASSETS:											
OFFICE PREMISES	4.87	10,913,358.00	-	-	10,913,358.00	3,572,300.00	256,511.00	-	3,828,811.00	7,084,547.00	7,341,058.00
FURNITURE	28.89	16,836,396.27	75,274.00	-	16,911,670.27	15,019,785.79	487,375.00	-	15,507,160.79	1,404,509.48	1,816,610.48
AIR CONDITIONER	18.10	17,521,583.20	834,053.59	1,420,288.60	16,935,348.19	12,176,405.00	1,024,048.00	259,990.47	12,940,462.53	3,994,885.66	5,345,178.20
COMPUTER	39.30	15,837,025.50	310,305.86	343,500.00	15,803,831.36	14,683,162.50	460,307.00	260,325.47	14,883,144.03	920,687.33	1,153,862.00
MOTOR CAR	39.30	37,141,220.28	2,276,288.00	2,704,602.00	36,712,906.28	34,955,112.00	1,561,940.23	2,666,645.29	33,850,406.94	2,862,499.34	2,186,108.28
AUTOMOBILE		13,203,930.64	132,914.88	-	13,336,845.52	10,411,560.13	172,048.80	-	10,583,608.93	2,753,236.59	2,792,370.51
LIGHT EQUIPMENTS	20.58	19,758,939.40	-	9,122,207.50	10,636,731.90	15,553,110.00	754,729.00	6,809,696.04	9,498,142.96	1,138,588.94	4,205,829.40
BOREWELL	18.10	44,388.00	-	-	44,388.00	33,683.00	1,937.00	-	35,620.00	8,768.00	10,705.00
CAMERA	20.58	36,153,134.50	95,705.00	11,518,500.00	24,730,339.50	29,495,425.76	1,228,867.00	8,371,699.93	22,352,592.83	2,377,746.67	6,354,698.74
FAX MACHINE	18.10	327,779.00	-	-	327,779.00	312,691.00	2,730.00	-	315,421.00	12,358.00	15,088.00
FIRE EXTINGUISHER	18.10	43,875.00	1,769,074.00	-	1,812,949.00	23,100.00	24,137.00	-	47,237.00	1,765,712.00	20,775.00
OFFICE EQUIPMENTS	18.10	2,441,219.00	43,456.00	-	2,484,675.00	1,997,676.81	84,981.00	-	2,082,657.81	402,017.19	443,542.19
ELECTRICAL FITTINGS	18.10	6,958,695.12	894,378.00	-	7,853,073.12	4,079,085.00	538,364.00	-	4,617,449.00	3,235,624.12	2,879,610.12
EQUIPMENTS	20.58	66,847,440.52	293,600.00	793,500.00	66,347,540.52	60,023,820.00	1,425,634.00	127,777.16	61,321,676.84	5,025,863.68	7,126,631.00
TELEVISION	20.58	770,516.00	-	-	770,516.00	613,027.00	32,411.00	-	645,438.00	125,078.00	157,489.00
GENERATOR	20.58	5,057,398.00	-		5,057,398.00	3,835,166.00	251,536.00	-	4,086,702.00	970,696.00	1,222,232.00
GRASS CUTTING MACHINE	18.10	9,563.00	-	-	9,563.00	4,690.00	881.00	-	5,571.00	3,992.00	4,873.00
LAND & BUILDING	4.87	1,063,064,340.05	261,835.00	-	1,063,326,175.05	22,116,173.00	-	-	22,116,173.00	1,041,210,002.05	1,040,948,167.05
REFRIGERATOR	18.10	30,750.00	-	-	30,750.00	14,948.00	2,860.00	-	17,808.00	12,942.00	15,802.00
SEWING MACHINE	18.10	44,279.00	-	-	44,279.00	31,297.00	2,349.00	-	33,646.00	10,633.00	12,982.00
SET	4.87	149,720,865.04	11,522,534.30	42,036,932.75	119,206,466.59	53,144,751.64	4,204,944.00	8,863,821.83	48,485,873.81	70,720,592.78	96,576,113.40
SPRAY PAINTING COMPRESSOR	18.10	41,048.00	-	-	41,048.00	20,229.00	3,768.00	-	23,997.00	17,051.00	20,819.00
KITCHEN ACCESSORIES	18.10	111,069.00	-	-	111,069.00	70,385.00	7,364.00	-	77,749.00	33,320.00	40,684.00
COSTUMES	18.10	7,888,903.50	-	-	7,888,903.50	6,862,965.00	185,695.00	-	7,048,660.00	840,243.50	1,025,938.50
PLANT A.C.	18.10	8,352,367.06	405,251.22	8,757,618.28	-	5,848,788.00	370,668.00	6,219,456.00	-	-	2,503,579.06
VACCUM CLEANER	18.10	54,675.00	-	-	54,675.00	38,113.00	2,998.00	-	41,111.00	13,564.00	16,562.00
JET PRESSURE MACHINE	20.58	42,188.00	-	-	42,188.00	11,705.00	6,273.00	-	17,978.00	24,210.00	30,483.00
POTA MAKEUP ROOMS	25.89	847,621.00	-	-	847,621.00	300,988.00	141,524.00	-	442,512.00	405,109.00	546,633.00
WASHING MACHINE	18.10	14,400.00	-	-	14,400.00	6,387.00	1,452.00	-	7,839.00	6,561.00	8,013.00
WATER TANK SYNTEX	18.10	77,484.00	-	-	77,484.00	37,953.01	7,157.00	-	45,110.01	32,373.99	39,530.99
Sub Total (A)		1,480,156,451.08	18,914,669.85	76,697,149.13	1,422,373,971.80	295,294,482.64	13,245,489.03	33,579,412.19	274,960,559.48	1,147,413,412.32	1,184,861,967.92
INTANGIBLE ASSTES:											
SOFTWARE	-	200,693,589.63	-	-	200,693,589.63	-	-	-	-	200,693,589.63	200,693,589.63
Sub Total (B)	-	200,693,589.63	-	-	200,693,589.63	-	-	-	-	200,693,589.63	200,693,589.63
Total (A) + (B)		1,680,850,040.71	18,914,669.85	76,697,149.13	1,623,067,561.43	295,294,482.64	13,245,489.03	33,579,412.19	274,960,559.48	1,348,107,001.95	1,385,555,557.55
PREVIOUS YEAR	-	1,684,174,603.20	3,991,115.51	7,315,678.00	1,680,850,040.71	285,643,833.96	16,112,554.20	6,461,905.00	295,294,483.16	1,385,555,557.55	1,398,530,769.24

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

2.1 REVENUE FROM OPERATIONS	31.03.2018 (Rupees)	31.03.2017 (Rupees)
Serials	181,040,293.00	164,878,831.00
Ad Commercials	-	3,400,000.00
Service Tax Realised	11,948,628.00	29,925,666.00
Location Hire charges	19,059,949.00	21,981,890.00
Income from You Tube	142,825.82	445,758.00
Sales by Video Vista Inc	5,998,789.44	16,363,017.41
	218,190,485.26	**236,995,162.41**

2.2 OTHER INCOME:		
Interest Income	-	605,999.00
Income from Editing	-	10,000.00
Income from Dubbing	12,712.00	-
Interest on Income tax refund	1,127,056.00	118,630.00
Interest on Security Deposit(MSEDL)	181,536.88	150,325.78
Insurance Compensation	142,920,971.25	-
Rent	1,200,000.00	1,200,000.00
Hire charges	210,500.00	201,777.00
Loans & Advances written back	-	547,815.00
TDS Refund	733,579.00	-
Profit on Sale of Motor car	357,137.28	754,684.00
Sundry Creditors written off	111,350.36	69,557,952.47
Foreign Exchange Fluctuation	-	68,455.47
	146,854,842.77	**73,215,638.72**

2.3 OPERATIONAL COST :		
Serials	196,998,473.39	143,611,220.47
Ad Films	-	2,447,243.00
Telecast charges	-	3,000,000.00
Cost of Sales	811,597.92	2,530,114.11
Service Tax	11,948,628.00	29,925,666.00
	209,758,699.31	**181,514,243.58**

2.4 EMPLOYEE BENEFIT EXPENSES		
Salaries & Wages	22,028,507.40	18,583,099.40
	22,028,507.40	**18,583,099.40**

2.5 FINANCE COSTS		
Interest Expenses	43,136,232.71	42,146,714.97
Bank charges	707,312.03	304,031.86
	43,843,544.74	**42,450,746.83**

2.6 Depreciation and Amortisation Expenses		
Depreciation on tangible assets	13,245,489.03	16,112,554.20
Depreciation on intangible assets	-	-
	13,245,489.03	**16,112,554.20**

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

2.7 Other Expenses :	31.03.2018 (Rupees)	31.03.2017 (Rupees)
Selling and Distribution Expenses		
Advt & Publicity	137,545.80	217,960.00
Brokerage & Comm	25,000.00	125,000.00
Establishment Exps and Other Sundry Expenses		
A.G.M. Expenses	74,650.00	57,760.00
Directors Sitting Fees	67,500.00	85,500.00
Electricity Expenses	10,258,017.59	11,782,286.87
Freight & Courier	18,458.12	88,114.32
Foreign Exchange Fluctuations	217,917.60	-
General Expenses	5,318,917.47	5,984,628.96
Insurance Expense	973,793.86	1,197,471.26
Loss on Sale of Fixed Assets	1,324,149.00	177,957.00
Motorcar Expenses	1,985,321.17	3,793,439.50
Printing & Stationary	305,551.40	309,824.00
Professional Charges	6,253,390.52	8,956,535.52
Rent, Rates & Taxes	3,842,625.16	5,885,328.88
Repairs & Maintenance	4,626,677.09	4,763,058.50
Swachh Bharat Cess	218,278.85	452,573.78
Krishi Kalyan Cess	218,273.85	21,522.62
Sundry Debtors & Advances Written Off	200.68	47,729.17
Security Charges	1,950,607.60	2,088,176.33
Telephone Expenses	659,255.54	943,683.09
Travelling & Conveyance	579,340.46	2,374,301.04
Impairment / Destruction on fire incident		
Compensation claim- Fire accident	3,500,000.00	-
Impairment of Assets	41,005,631.23	-
Impairment of Under Prodn expenses “Bepannah”	5,795,766.30	-
One Time Cost of Set “Bepannah”	10,901,118.70	-
Auditor’s Remuneration		
Audit Fees	100,000.00	100,000.00
Tax Audit Fees	30,000.00	30,000.00
Internal Audit Fees	50,000.00	50,000.00
Total	**100,437,987.99**	**49,532,850.84**

3. **Other Information:**

3.1 The Consolidated Financial Statements include results of all the subsidiaries of Cinevista Limited. The Names, country of incorporation or residence, proportion of ownership interest is as under:

Name of the Company.	Country of Incorporation	% Shareholding of Cinevista Ltd.
Cinevista Eagle Plus Media-Private Limited.	India	67
Chimera Entertainment Pvt.Ltd.	India	99.99
Videovista Inc	USA	100

3.2 Notes to these Consolidated Financial Statements are intended to serve as a mean of informative disclosure and a guide to better understanding of the consolidated position of the companies. Recognizing this purpose, the Company has disclosed only such Notes from the individual financial statements, which fairly present the needed disclosures. Practical considerations and lack of homogeneity made it desirable to exclude Notes to accounts, which, in the opinion of the management, could be viewed, when referred from the individual financial statements, and therefore, such notes have been cross-referenced therein for easier access.

3.3 Consolidated financial statements have been prepared substantially in the same format as adopted by the parent company to the extent possible, as required by Accounting Standard (AS-21) "Consolidated Financial Statement" issued by ICAI.

3.4 Significant Accounting Policies followed by each of the consolidated companies are annexed to their respective accounts.

3.5 Previous year's have been re-grouped, re-arranged, re-classified and re-casted wherever necessary to make them comparable with current year's figure.

3.6 Related Party Disclosures:
Since Consolidated financial statements present information about the holding and its subsidiaries as a single reporting enterprises, it is unnecessary to disclose intra-group transactions.

Related party disclosure as required under Accounting Standard on 'Related Party Disclosures' issued by the Institute of Chartered Accountants of India are given below:

(a) Relationship:
Key Management Personal:
Mr.Sunil Mehta
Mr.Premkrishen Malhotra

Relatives of Key Management personnel:

Mahesh Mehta-Brother	Kailashnath Malhotra-Brother.
Mrs.Sunita Malhotra-Sister	Siddharth Malhotra-Son
Mrs.Kaushalya Mehta-Mother	Mrs.Aakansha Agarwal-Daughter.
Mrs.Pamma Mehta-Wife	Mrs.Sunita Malhotra-Wife.
	Mrs.Sapna Malhotra-Daughter-in-Law.

Entities over which Key Management personnel are able to exercise significant influence:

Fame Communications	Sat-Tel Communications
Fascination Network	Cinevista Ads
Raaj Films	Heritage Productions Pvt. Ltd.

(b) The following transactions were carried out with related parties in the ordinary course of business:

Paid to Mr.Sunil Mehta as Directors Remuneration Rs.63,00,000/- (Rs.42,00,000/-)
Paid to Mr. Premkrishen Malhotra as Director's Remuneration Rs.63,00,000/- (Rs.42,00,000/-)
Paid to Mrs.Pamma Mehta as Salary Rs.19,80,000/- (Rs.19,80,000/-)
Paid to Sunita Malhotra as Salary Rs.19,80,000/- (Rs. 19,80,000/-)
Paid to Siddharth Malhotra as Professional Fees Rs. Nil (Rs.12,56,570/-)
Paid to Fascination Network as Rent Rs.8,40,000/- (Rs.8,40,000/-)
Paid to Raaj Films as Rent Rs.8,40,000/- (Rs.8,40,000/-)
Received From Eddies Hospitality Pvt.Ltd. as Rent Rs.12,00,000/- (Rs.12,00,000/-)
Received From Eddies Hospitality Pvt.Ltd. Towards Income from Ad Commercials Rs. Nil (Rs.34,00,000/-)

(c) Loan taken/loan repaid to/from Directors/Promotors/Interested Concern:

(1)	Loan Received from :		
	Sunil Mehta:	3,48,67,864	1,85,78,464
	Premkrishen Malhotra:	9,61,250	7,38,605
	Eddies Hospitality Private Limited.	2,40,41,031	3,03,38,624
(2)	Loan Repaid to:		
	Sunil Mehta	71,46,000	41,14,457
	Premkrishen Malhotra	3,90,000	64,05,006
	Eddies Hospitality Private Limited	51,79,007	2,27,73,400

3.7 During the financial year 1997-98 search action was carried out by the income-tax authorities at the premises of the company u/s.132 of the Income Tax Act, 1962 and assessment for the same was completed on 31-01-2000 thereby resulting in a demand of Rs.48,30,381/- on the company. As against the said demand the company has paid Rs.41,07,093/-. The Company disputed the demand raised by the Income Tax Department and filed an appeal against the order before the Commissioner of Income Tax (Appeal) who has partly allowed it to the extent of Rs.31,00,524/-. The Company disputing the balance liability has gone in to appeal before Income-tax Appellate Tribunal, the order of which went in the favour of the company. Further the department had gone into appeal before the Hon. High Court and the matter is still pending before the said authority.

3.8 A massive fire incident had occurred on 06-01-2018 at the studio premises situated at Plot No.1, Gandhi Nagar, L. B. S. Marg, Kanjurmarg West, Mumbai-400078 resulting in impairment and destruction of fixed assets as well as, assets other than fixed assets. The Company had insurance cover under valid and subsisting insurance policy in force in respect of fixed assets and assets other than fixed assets from Iffco Tokio General Insurance Co. Ltd. for a total value of sum assured Rs. 18,08,46,498/- and from The Oriental Insurance Co. Ltd. for a total value of sum assured Rs. 10,87,00,000/- . The insurance claim lodgment was made to Iffco Tokio General Insurance Co. Ltd. and The Oriental Insurance Co. Ltd. for impairment and destruction of fixed assets and assets other than fixed assets for a total sum of Rs. 8,37,33,125.45 and Rs. 5,91,87,845,80 respectively totaling to Rs. 14,29,20,971.25. Accordingly, the insurance claim amount has been recognized as "Inurance Compensation claimed" on the revenue side of the Profit and Loss Account for the year ended 31-03-2018 at Rs. 14,29,20,971.25 (Iffco Tokio General Insurance Co. Ltd. Rs. 8,37,33,125.45 and The Oriental General Insurance Co. Ltd. Rs. 5,91,87,845.80) under the head

"Other Income" in conformity with the insurance policy read together with the lodgment before the respective insurance companies. The corresponding loss on account of impairment and extinguishment of assets being fixed assets as well as assets other than fixed assets is recognized by charging to statement of Profit and Loss under the head "Other Expenses" computed by reversal/deduction from Gross Block of Fixed Assets and/or from Gross value of the assets other than Fixed Assets.

The corresponding accumulated depreciation on the assets lost/impaired/extinguished on account of fire have been correspondingly and appropriately reversed.

As Per Our Report of Even Date:
For SARATH & ASSOCIATES
Chartered Accountants.
Firm Regn. No. 5120 S.

For and on behalf of the Board.

CA. R Lakshmi Rao
(Partner)
M. No. F-029181

Place : Mumbai.
Date : 30-05-2018.

Premkrishen Malhotra
(Chairman)

Sunil Mehta
(Managing Director)

K. B. Nair
(Chief Financial Officer)

Kilpa Goradia
(Company Secretary)

THIS PAGE INTENTIONALLY LEFT BLANK

CINEVISTA LIMITED

Regd. Office: Plot No. 1, L.B.S. Marg, Gandhi Nagar, Kanjurmarg (W), Mumbai – 400078.
Tel: 91-22 25770446 / 26006066 CIN: L92130MH1997PLC107871
Web: www.cinevistaas.com Email: helpdesk@cinevistaas.com

DP ID		**L. F. No.**	
Client ID No.		**No. of. Shares held**	

ATTENDANCE SLIP

I/We hereby record my/our presence at the Twenty First Annual General Meeting of the Company held at Santokba Sanskar Sadan, Next to Bhaidas Mangal Sabhagriha, Bhaktivedant Swami Marg, Shri Vile Parle Kelavani Mandal, Vile Parle (W), Mumbai – 400 056, on Monday, 24th day of September 2018 at 11.00 a.m.

NAME OF THE SHAREHOLDER (IN BLOCK LETTERS)	
SIGNATURE OF THE SHAREHOLDER	
NAME OF THE PROXY (IN BLOCK LETTERS)	
SIGNATURE OF THE PROXY	

NOTES:

1. You are requested to sign and hand over this slip at the entrance of the meeting venue.
2. This attendance is valid only in case shares are held on date of meeting.
3. If you intend to appoint a proxy to attend the meeting instead of yourself, the proxy must be deposited at the Registered Office of the Company at Plot No.1, L.B.S. Marg, Gandhi Nagar, Kanjurmarg (W), Mumbai – 400078, not less than 48 hours before the scheduled time of the meeting.

✂ ..... TEAR HERE ..... ✂

CINEVISTA LIMITED

Regd. Office: Plot No. 1, L.B.S. Marg, Gandhi Nagar, Kanjurmarg (W), Mumbai – 400078.
Tel: 91-22 25770446 / 26006066 CIN: L92130MH1997PLC107871
Web: www.cinevistaas.com Email: helpdesk@cinevistaas.com

Form No. MGT-11
PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s) : .....

Registered address : .....

E-mail Id : .....

Folio No / DP ID and Client Id : .....

I/We, being the member (s) of Cinevista Ltd holding ……. shares of the above named company, hereby appoint

1. Name : ..... E-mail Id: .....
   Address : .....
   Signature:....., or failing him
2. Name : ..... E-mail Id: .....
   Address : .....
   Signature:....., or failing him
3. Name : ..... E-mail Id: .....
   Address : .....
   Signature:....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty First Annual General Meeting of the company, to be held on the Monday, 24th day of September, 2018 at 11.00 a.m. at Santokba Sanskar Sadan, Next to Bhaidas Mangal Sabhagriha, Bhaktivedant Swami Marg, Shri Vile Parle Kelavani Mandal, Vile Parle (W), Mumbai – 400 056, and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolutions	For *	Against *
	Ordinary Business		
1.	Adoption of Financial Statements and Reports thereon for the financial year ended 31st March, 2018		
2.	Re-appointment of Mr. Talat Aziz, liable to retire by rotation		
3.	To authorize the Board to fix remuneration of M/s. Sarath & Associates, Statutory Auditors of the Company		
	Special Business		
4.	To seek consent for Related Party Transactions upto an aggregate limit of 50 Crores only as the Special Resolution		
5.	To seek consent to exercise borrowing powers to the Board upto 163 Crore and if required, to offer or invite for subscription on private placement basis as the Special Resolution		
6.	To seek consent for Creation of the Charge on Movable and Immovable properties of the Company, both present and future upto 163 Crore as the Special Resolution		
7.	To seek the consent for the continuation of the term of office of Shri Niranjan Shivdasani (DIN:02666449) as the Non-Executive Independent Director under Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018		

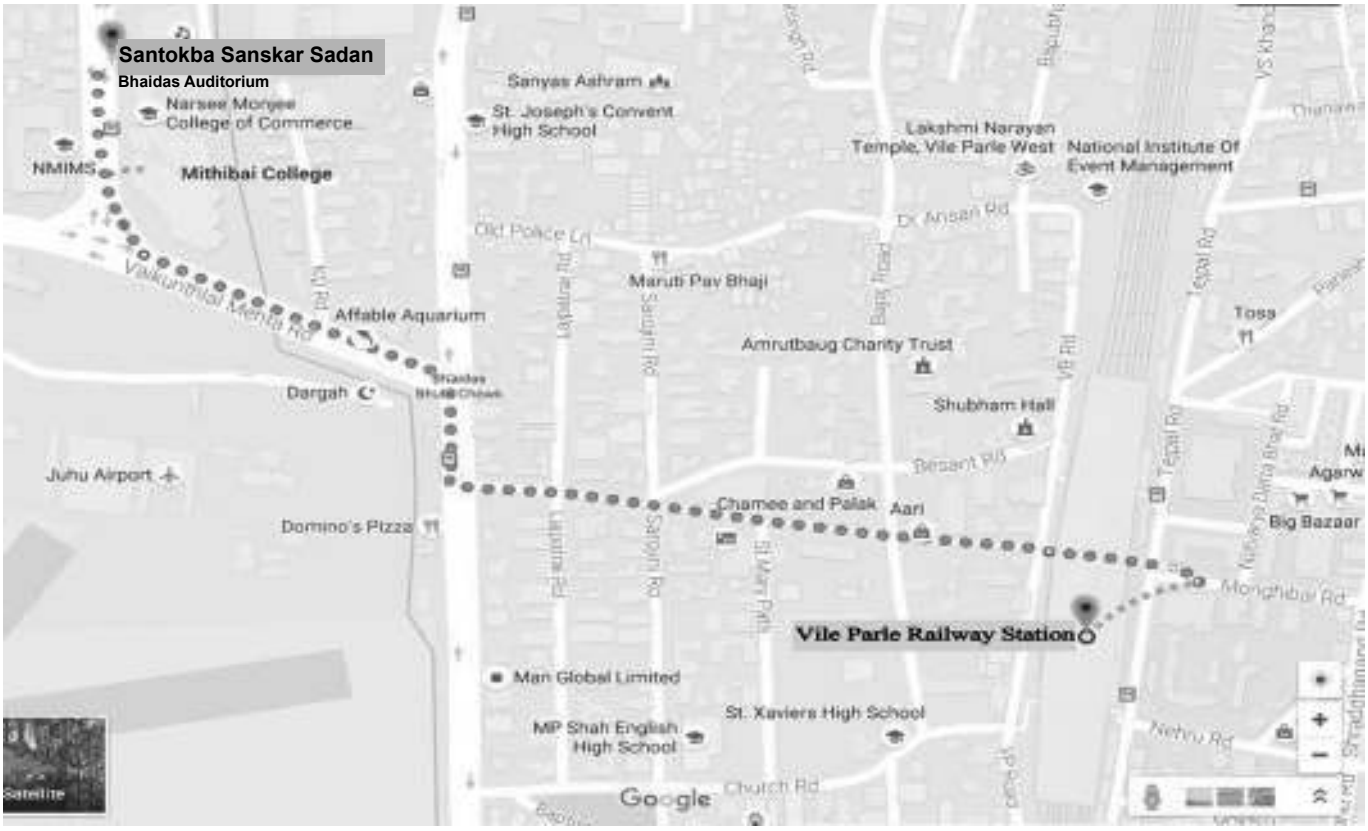
Signed this…….....……day of…….....……..… 20….....

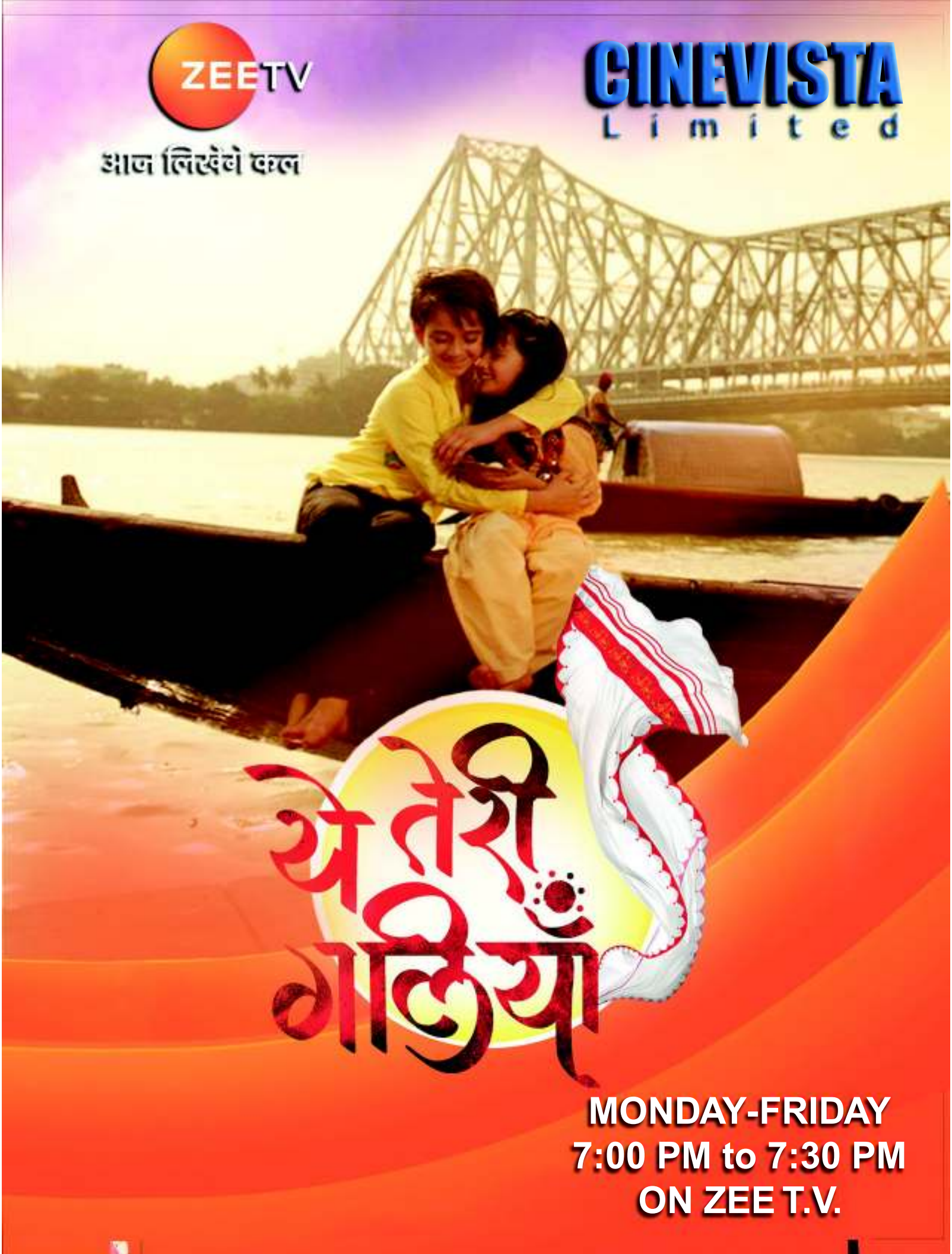
Signature of shareholder : …… Affix revenue stamp …… Signature of Proxy holder(s) : ……

Notes:
This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Please put a 'X' in the Box in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

ROUTE MAP TO THE VENUE OF THE AGM: SANTOKBA SANSKAR SADAN




ZEETV
आज लिखेंगे कल
CINEVISTA
Limited
ये तेरी गलियाँ
MONDAY-FRIDAY
7:00 PM to 7:30 PM
ON ZEE T.V.

ZEETV
आज लिखेंगे कल
CINEVISTA
Limited
ये तेरी गलियाँ
MONDAY-FRIDAY
7:00 PM to 7:30 PM
ON ZEE T.V.
Klassik 9821098380

CINEVISTA LIMITED

CIN: L92130MH1997PLC107871
Regd. Office: Plot No. 1, L.B.S. Marg, Gandhi Nagar, Kanjurmarg (W), Mumbai - 400078.
Tel: 91-22 25770446 / 26006066 Fax: 91-22 25770446 / 26006018
Web: www.cinevistaas.com Email: helpdesk@cinevistaas.com

Serial No. :

1.Name and Registered Address of the sole/ first named Member :

2.Name(s) of the Joint Member(s), if any :

3.Registered Folio No./ DP ID No./Client ID No. :
4.Number of shares held :

Dear Member(s):

Sub.: Voting through electronic means

In compliance with the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration)Amendment Rules, 2015, Cinevista Limited ("the Company") is offering e-voting facility to its members in respect of the businesses to be transacted at the Twenty First Annual General Meeting scheduled to be held on Monday, 24th September, 2018 at 11:00 a.m. at SantokbaSanskarSadan, Next to Shri. Bhaidas Maganlal Sabhagriha, Bhaktivedant Swami Marg, Shri Vile Parle Kelavani Mandal, Vile Parle (W), Mumbai - 400 056

The Company has engaged the services of Karvy Computershare Private Limited ("Karvy") as the Authorised Agency to provide e-voting facilities. The e-voting particulars are set out below:

EVSN (e-voting sequence number)	USER ID	PASSWORD/PIN

The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
From 9.00 a.m. (IST) on 20th September, 2018	Up to 05.00 p.m. (IST) on 23rd September, 2018

The cut-off date for the purpose of e-voting is 17th September, 2018.

Please read the instructions printed overleaf before exercising the vote. This Communication forms an integral part of the Notice dated 13th August, 2018 for the Twenty First Annual General Meeting scheduled to be held on 24th September, 2018, which along with the full Annual Report for the financial year 2017-18 of the Company is enclosed herewith. Attention is invited to the statement on the accompanyingNotice that the business of the meeting may be transacted through e-Voting system and that the Company is providing facility for voting by electronic means.

Yours faithfully,
For **Cinevista Limited**

Mumbai
13th August, 2018

Kilpa Goradia
Company Secretary

INSTRUCTIONS FOR E-VOTING

Members are requested to follow the instructions below to cast their vote through e-voting:

a. Open your web browser during the voting period and navigate to https://evoting.karvy.com.

b. Enter the login credentials [i.e., user id and password mentioned overleaf]. Your Folio No. / DP ID Client ID will be your user ID. However, if you are already registered with Karvy for e-voting, you can use your existing user id and password for casting your vote.

c. After entering the details appropriately, click on LOGIN.

d. You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (e-z), one numeric value (0-9) and one special character. The system will prompt you to change your password and update any contact details like mobile, email etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

e. You need to login again with the new credentials.

f. On successful login, the system will prompt you to select the EVENT i.e., Cinevista Limited.

g. On the voting page, enter the number of shares as on the cut off date under FOR / AGAINST or alternately you may enter partially any number in FOR and partially in AGAINST but the total number in FOR / AGAINST taken together should not exceed the total shareholding. You may also choose the option ABSTAIN and the shares held will not be counted under either head.

h. Voting has to be done for each item of the Notice seperately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

i. Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the resolution.

Other Instructions:

j. Members holding multiple folios / demat account shall choose the voting process separately for each folio / demat account.

k. The voting rights of the members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date i.e. 17th September, 2018.

l. The facility for voting, through polling paper shall also be available at the meeting and members attending the meeting who have not already cast their vote by Remote E-voting shall be able to exercise their right at the meeting.

m. Please note that the members who have exercised their right to vote by electronic means shall not be eligible to vote by way of poll at the meeting. The poll process shall be conducted and report thereon will be prepared in accordance with Section 109 of the Companies Act, 2013 read with the relevant rules. In such an event, votes cast under Poll taken together with the votes cast through E-voting shall be counted for the purpose of passing of resolution(s).

n. The members who have cast their vote by Remote E-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

o. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and e-voting User Manual for members available at the download section of http://evoting.karvy.com or contact Karvy at Tel. No. 1800 345 4001 (toll free).

p. Mr.Yogesh D Dabholkar, Practicing Company Secretary [Membership No. FCS:6336] has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

q. The Results shall be declared on the date of the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.cinevistaas.com and on the website of Karvy within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited and National Stock Exchange of India Limited.

r. The resolutions shall be deemed to be passed on the date of the general meeting, subject to receipt of sufficient votes.

s. Corporate / InstitutionalMembers (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer through e-mail on evoting@karvy.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO."