

NOTICE TO THE MEMBERS

Notice is hereby given that the Fourteenth Annual General Meeting of the Members of M/s. Cinevistaas Limited will be held on Monday, 26th day of September, 2011, at 11.00 a.m. at Shri Bhaidas Maganlal Sabhagriha, 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, 2011 and Profit and Loss Account 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 consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT M/s. Sarath & Associates, Chartered Accountants, retiring auditors of the Company, be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company on remuneration to be decided by the Board of Directors."

SPECIAL BUSINESS

- 4) To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 310, Schedule XIII of the Companies Act, 1956, and other applicable provisions of the Companies Act, 1956, or any other modification or re-enactment thereof and pursuant to the recommendation of the Remuneration Committee and Board of Directors and subject to such terms and conditions as may be imposed while granting such approval, if any, the consent of the company be and is hereby accorded for reappointment of Shri Sunil Mehta, as 'Vice-Chairman and Managing Director' of the Company for a period of three years commencing from 1st April, 2011, on the following terms and conditions as contained in the agreement, a draft of which is placed before the meeting and initialed by the Chairman.

Remuneration:

- a) Basic remuneration: Rs. 2,10,000/- (Rupees Two Lakhs Ten Thousand Only) per month as basic salary.
- b) Motor car: Provision of Motor Car and its maintenance.
- c) Entertainment Expenses: Reimbursement of actual and properly incurred Entertainment expenses by the Managing Director for legitimate business of the company.

Any other perquisites, benefits, facilities allowances and expenses as may be decided by the Board from time to time as per the Rules/ Schemes of the company as applicable to the Board Members.

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

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

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

- 5) To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 310, Schedule XIII of the Companies Act, 1956, and other applicable provisions of the Companies Act, 1956, or any other modification or re-enactment thereof and pursuant to the recommendation of the Remuneration Committee and Board of Directors and subject to such terms and conditions as may be imposed while granting such approval, if any, the consent of the company be and is hereby accorded for reappointment of Shri Prem Krishen Malhotra as 'Chairman and Whole-time Director' of the Company for a period of three years commencing from 1st April, 2011, on the following terms and conditions as contained in the agreement, a draft of which is placed before the meeting and initialed by the Chairman.

Remuneration:

- a) Basic remuneration: Rs. 2,10,000/- (Rupees Two Lakhs Ten Thousand Only) per month as basic salary.
- b) Motor car: Provision of Motor Car and its maintenance.
- c) Entertainment Expenses: Reimbursement of actual and properly incurred Entertainment expenses by the Whole Time Director for legitimate business of the company.

Any other perquisites, benefits, facilities allowances and expenses as may be decided by the Board from time to time as per the Rules/ Schemes of the company as applicable to the Board Members.

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

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

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

- 6) To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of section 314 read with Director's Relative (Office or Place of Profit) Rules, 2011 as amended and other applicable provisions, if any, of the Companies Act, 1956 (including any amendments thereto or re-enactment thereof for the time being in force) as well as the approval by the Company's Selection Committee and Board of Directors ("Board"), the consent of

the Company be and is hereby accorded to Smt. Pamma Mehta, a relative of Shri Sunil Mehta, Managing Director of the Company, to hold an office or place of profits as 'Administrative, Creative & Public Relations Officer' of the Company, for a period of five years with effect from 1st October, 2011, on the following terms and conditions as contained in an agreement between the Company as one part and Smt. Pamma Mehta on the other part, a copy whereof initialed by the Chairman is placed before this meeting:

Remuneration:

- a) Salary: Rs. 1,65,000/- (Rupees One Lakh Sixty Five Thousand Only) per month
- b) Perquisites: She will not be entitled to any perquisites.

RESOLVED FURTHER THAT the Board be and is hereby further authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be and in the manner required and to delegate all or any of its powers herein conferred to any Committee of Directors or to any Director or to any Officer to give effect to the resolution hereof."

- 7) To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of section 314 read with Director's Relative (Office or Place of Profit) Rules, 2011 as amended and other applicable provisions, if any, of the Companies Act, 1956 (including any amendments thereto or re-enactment thereof for the time being in force) as well as the approval by the Company's Selection Committee and Board of Directors ("Board"), the consent of the Company be and is hereby accorded to Smt. Sunita Malhotra, a relative of Shri Prem Krishen Malhotra, Chairman and Shri Sunil Mehta, Managing Director of the Company, to hold an office or place of profit as 'Costume Designer and Stylist' of the Company, for a period of five years with effect from 1st October, 2011, on the following terms and conditions as contained in an agreement between the Company as one part and Smt. Sunita Malhotra on the other part, a copy whereof initialed by the Chairman is placed before this meeting:

Remuneration:

- a) Salary: Rs. 1,65,000/- (Rupees One Lakh Sixty Five Thousand Only) per month
- b) Perquisites: She will not be entitled to any perquisites.

RESOLVED FURTHER THAT the Board be and is hereby further authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be and in the manner required and to delegate all or any of its powers herein conferred to any Committee of Directors or to any Director or to any Officer to give effect to the resolution hereof."

Registered Office:

Plot No. 1, L.B.S. Marg
Gandhi Nagar
Kanjurmarg (W)
Mumbai - 400 078.
Place: Mumbai.
Date : 12th August 2011

By order of the Board
For Cinevistaas Limited

Kilpa Shah
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. The Register of Members and Share Transfer Books of the Company will remain closed from 20th day of September 2011 to 26th day of September 2011 (both days inclusive).
4. As per clause 49(IV)(G)(i) of the Listing Agreement entered into with the Stock Exchanges, the brief profiles of the directors appointed and re-appointed, subsequent to retiring by rotation or otherwise, are disclosed in the 'Corporate Governance Report' attached to and forming part of the Directors' Report.
5. 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 demat facility.
6. 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.
7. 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., Plot No.17-24, Vittalrao Nagar, Madhapur, Hyderabad - 500 081.
8. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of the special business at Item Nos. 4 to 7 of the notice, is annexed hereto.
9. Members are requested to bring their copy of the Annual Report for the meeting.
10. Members, who hold shares in electronic form, are requested to bring their Client Id & DP Id for easy identification.
11. **Green Initiative in the Corporate Governance - Registration of email address**

The members are requested to register email address with the Depository Participant / the Registrar and Share Transfer Agent of the Company, i.e. Karvy Computershare Private Limited, as the case may be, for service of documents, as mentioned on Pages 28 and 65 of this report.

12. Details of directors seeking re-appointment at the forthcoming Annual General Meeting to be held on 26th September, 2011 (in pursuance of Clause 49 of the Listing Agreement):

Name of the Director	Shri. Talat Aziz	Shri. Sunil Mehta	Shri. Prem Krishen Malhotra
Date of Birth	11/11/1956	06/11/1954	05/07/1953
Date of appointment on Board	28/06/2001	07/05/1997	07/05/1997
Qualification	B.A.	B. Com	S.S.C.
List of Directorships held in other companies	Heritage Productions Pvt. Ltd.	Cinevista Eagle Plus Media Pvt. Ltd. Cinevista Studios Pvt. Ltd. Heritage Productions Pvt. Ltd. Sankhini Parks & Infrastructure Pvt. Ltd.	Cinevista Eagle Plus Media Pvt. Ltd. Cinevista Studios Pvt. Ltd. Heritage Productions Pvt. Ltd. Sankhini Parks & Infrastructure Pvt. Ltd.
Shareholding in the Company (as on 31st March, 2011)	NIL	9009315 Equity shares	9316355 Equity shares
Relationship with existing Directors of the Company	Not related	Related to Shri. Prem Krishen Malhotra, Whole-time Director (Brother-in-law)	Related to Shri. Sunil Mehta, Managing Director (Brother-in-Law)

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

ITEM No.: 4

Shri. Sunil Mehta was re-appointed as Vice-Chairman & Managing Director of the Company on 1st April, 2006, for a period of five years. The Board of Directors has re-appointed Shri. Sunil Mehta as the Vice-Chairman and Managing Director of the Company for a period of three years with effect from 1st April, 2011, subject to approval of the shareholders in the general meeting. Considering his contribution made to the company over the last several years, it is in the interest of the Company to re-appoint him as Vice-Chairman & Managing Director for a further period of three years.

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

The consent of the shareholders are required to re-appoint Shri. Sunil Mehta as Vice-Chairman & Managing Director for a further period of three years with effect from 1st April, 2011 on the terms & conditions as set out in the resolution. Due to inadequacy or absence of profits in previous financial year 2010-11, the term of re-appointment is revised to three years and special resolution requires to be passed. Since the appointment is made in consonance with Section 269 read with Schedule XIII to the Companies Act, 1956, approval of the Central Government is not required for the re-appointment of Shri Sunil Mehta as the Vice Chairman & Managing Director.

The Board of Directors commends the Special Resolution for your approval.

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

The details as required under Clause B of Part II of Schedule XIII to the Act are given here-in-below:

I. GENERAL INFORMATION:

- 1) Nature of Industry: Media Software
- 2) Date of Commencement: 07/05/1997
- 3) Financial Performance during the year ended 31st March 2011: As per financial statement
- 4) Export Performance & Net Foreign Exchange collaboration: Rs. 69.31 Lacs
- 5) Foreign Investment or collaboration, if any: NIL

II. INFORMATION ABOUT THE APOINTEE:

- 1) Background details: Shri. Sunil Mehta is the founding member of Cinevistaas Ltd along with Shri. Prem Krishen Malhotra. He started his career in the film distribution sector and was involved in the distribution of films before turning to scripting commercials and thereafter, television programming. He heads the overall operations of the company as well as oversees the day-to-day affairs of the company as Managing Director. He is actively involved in all aspects of the company and also takes keen interest in the area of creative development, scripting and story development. Shri Sunil Mehta spearheads the think tank team that is the core area of knowledge management and strategy of the company. As producers, Shri Sunil Mehta and Shri Prem Krishen Malhotra have been involved with producing over 6000 hours of television programme.
- 2) Past remuneration: 1,50,000/- per month in the scale of Rs. 1,50,000/- -- Rs. 20,000/- -- Rs. 2,30,000/- (for 5 years). However, the Board has only made upto the scale of Rs.2,10,000/- (Rupees Two Lakh Ten Thousand Only) per month
- 3) Job Profile: Shri. Sunil Mehta is the Vice-Chairman & Managing Director of the Company. The Company is managed by him subject to the supervision & control of the Board of Directors. He is responsible for the day to day management and affairs of the Company. Taking into consideration his expertise & vast experience, he is best suited for the responsibilities currently assigned to him.
- 4) Remuneration Proposed: Rs. 2,10,000/- (Rupees Two Lakh Ten Thousand Only) per month (for 3 years)
- 5) Comparative Remuneration with respect to Industry: The remuneration payable to Shri. Sunil Mehta is actually far below with respect to the industry standard.
- 6) Pecuniary Relationship: Shri. Sunil Mehta has no pecuniary relationship with the Company, directly or indirectly, or with managerial personnel, except that he is one of the Promoters & relative of Whole-time Director of the Company. He is also among the major shareholders of the Company.

III. OTHER INFORMATION

- 1) Reason for loss or inadequate profits: Insufficient revenues on account of closures of various serials.
- 2) Steps taken or proposed to be taken for Improvement: The management has taken concrete steps to improve the overall business volume and profitability. With its rich experience in the arena, the management is confident of overcoming its losses and tough times and earning profits in the long run
- 3) Expected increase in productivity and profit in measurable terms: Not Quantifiable

IV. DISCLOSURES

- 1) Remuneration Package : Necessary information given in explanatory statement
- 2) Disclosure in Corporate Governance, if any: Necessary Information given

ITEM NO.: 5

Shri. Prem Krishen Malhotra was re-appointed as the Chairman & Whole-time Director of the Company on 1st April, 2006, for a period of five years. The Board of Directors has re-appointed Shri. Prem Krishen Malhotra as the Chairman and Whole-time Director of the Company for a period of three years with effect from 1st April, 2011, subject to approval of the shareholders in the general meeting. Considering his contribution made to the company over the last several years, it is in the interest of the Company to re-appoint him as Chairman & Whole-time Director for a further period of three years.

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

The consent of the shareholders are required to re-appoint Shri. Prem Krishen Malhotra as Chairman and Whole-time Director for a further period of three years with effect from 1st April, 2011 on the terms & conditions as set out in the resolution. Due to inadequacy or absence of profits in previous financial year 2010-11, the term of re-appointment is revised to three years and special resolution requires to be passed. Since the appointment is made in consonance with Section 269 read with Schedule XIII to the Companies Act, 1956, approval of the Central Government is not required for the re-appointment of Shri Prem Krishen Malhotra as the Chairman and Whole-time Director.

The Board of Directors commends the Special Resolution for your approval.

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

The details as required under Clause B of Part II of Schedule XIII to the Act are given here-in-below:

I. GENERAL INFORMATION:

- 1) Nature of Industry: Media Software
- 2) Date of Commencement: 07/05/1997
- 3) Financial Performance during the year ended 31st March 2011: As per financial statement
- 4) Export Performance & Net Foreign Exchange collaboration: Rs. 69.31 Lacs
- 5) Foreign Investment or collaboration, if any: NIL

II. INFORMATION ABOUT THE APPOINTEE:

- 1) Background details: Mr. Prem Krishen Malhotra is a founder member of Cinevistaas Ltd. He has over 31 years of enriched experience with the media and entertainment industry. Mr. Malhotra started his career as an 'Assistant Director' with the legend of the Indian film industry Late Raj Kapoor. He also spent valuable learning the craft of direction and film making from Late Vijay Anand. Post his hands on approach to film making he started his acting career in films and has acted in over 40 films including "Jaan Haazir Hai", "Dulhan Wohi Jo Piya Man Bhaye", "Jai Vijay", "Hamare Tumhare", that have been huge box office success in the past. Apart from focusing his activities in the creative development of the company, Mr. Malhotra uses his strong association within the film and TV industry in the area of building the Cinevistaas brand besides developing key talent artiste relationships.

- 2) Past remuneration: 1,50,000/- per month in the scale of Rs. 1,50,000/- --Rs. 20,000/- --Rs. 2,30,000/- (for 5 years). However, the Board has only made payment upto scale of Rs. 2,10,000/- (Rupees Two Lakh Ten Thousand Only) per month.
- 3) Job Profile: Shri. Prem Krishen Malhotra is the Chairman and Whole-time Director of the Company. The Company is managed by him subject to the supervision & control of the Board of Directors. He is responsible for the day to day management and affairs of the Company. Taking into consideration his expertise & vast experience, he is best suited for the responsibilities currently assigned to him.
- 4) Remuneration Proposed: Rs. 2,10,000/- (Rupees Two Lakh Ten Thousand Only) per month (for 3 years)
- 5) Comparative Remuneration with respect to the Industry: The remuneration payable to Shri. Prem Krishen Malhotra is actually far below with respect to the industry standard.
- 6) Pecuniary Relationship: Shri. Prem Krishen Malhotra has no pecuniary relationship with the Company, directly or indirectly, or with managerial personnel, except that he is one of the Promoters & relative of Managing Director of the Company. He is also among the major shareholders of the Company.

III. OTHER INFORMATION

- 1) Reason for loss or inadequate profits: Insufficient revenues on account of closures of various serials.
- 2) Steps taken or proposed to be taken for Improvement: The management has taken concrete steps to improve the overall business volume and profitability. With its rich experience in the arena, the management is confident of overcoming its losses and tough times and earning profits in the long run
- 3) Expected increase in productivity and profit in measurable terms: Not Quantifiable

IV. DISCLOSURES

- 1) Remuneration Package : Necessary information given in explanatory statement.
- 2) Disclosure in Corporate Governance, if any: Necessary Information given.

ITEM No.: 6

Pursuant to the provisions of Section 314 of the Companies Act, 1956, Smt. Pamma Mehta was appointed as 'Head - Creative Section' of the Company on 1st October, 2006, for a period of five years. Mrs. Pamma Mehta, over the years has involved herself in several activities, both related to admin and selection of personnel employed in the company. She is a great critic, who keeps a close eye on all fiction produced by the competition and gives valuable creative suggestions in the soaps, produced by your company. Dedicated and spirited, she is a great asset to the company. Her P.R. is excellent. Therefore, considering her contribution, it is proposed to re-appoint Smt. Pamma Mehta, a relative of Shri. Sunil Mehta, Managing Director of the Company, as 'Administrative, Creative & Public Relations Officer' for a further period of five years.

The Board of Directors has re-appointed Smt. Pamma Mehta as 'Administrative, Creative & Public Relations Officer' of the Company for the period of five years with effect from 1st October, 2011. Further, the Selection Committee formed in accordance with Director's Relatives (Office or Place of

Profit) Amendment Rules, 2011 at its meeting has also recommended for her reappointment and the payment of remuneration as prescribed. Since the re- appointment is made in consonance with Section 314 of the Companies Act, 1956 read with Director's Relatives (Office or Place of Profit) Amendment Rules, 2011, approval of the Central Government is not required as the remuneration is well below the prescribed limits.

The Board of the Directors recommends the Special Resolution for your approval.

None of the Directors except Shri Sunil Mehta is interested in the Resolution

ITEM No.: 7

Pursuant to the provisions of Section 314 of the Companies Act, 1956, Smt. Sunita Malhotra was appointed as 'Head - Costume, Designer and Development' of the Company on 1st October, 2006, for a period of five years. Mrs. Sunita Malhotra, over the years, has graduated to having become a full fledged stylist, who fashions the look and persona of almost all the artists, connected / participating in the soaps produced by your company. Besides designing their costumes, she contributes, in many ways to the success of a series, with her charming ways. Therefore, considering her contribution, it is proposed to re-appoint Smt. Sunita Malhotra, a relative of Shri Prem Krishen Malhotra, Chairman and Shri Sunil Mehta, Managing Director of the Company, as 'Costume Designer and Stylist' for a further period of five years.

The Board of Directors has re-appointed Smt. Sunita Malhotra as 'Costume Designer and Stylist' of the Company for the period of five years with effect from 1st October, 2011. Further, the Selection Committee formed in accordance with Director's Relatives (Office or Place of Profit) Amendment Rules, 2011 at its meeting has also recommended for her reappointment and the payment of remuneration as prescribed. Since the re- appointment is made in consonance with Section 314 of the Companies Act, 1956 read with Director's Relatives (Office or Place of Profit) Amendment Rules, 2011, approval of the Central Government is not required as the remuneration is well below the prescribed limits.

The Board of the Directors recommends the Special Resolution for your approval.

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

Registered Office:

Plot No. 1, L.B.S. Marg
Gandhi Nagar
Kanjurmarg (W)
Mumbai - 400 078.
Place: Mumbai
Date : 12th August 2011

By order of the Board
For Cinevistaas Limited

Kilpa Shah
Company Secretary

DIRECTORS' REPORT TO THE MEMBERS

Your Directors have pleasure in submitting the Fourteenth Annual Report of your Company together with the Audited Accounts for the year ended 31st March, 2011.

1. Financial Results

	March 31, 2011	(Rs. in lacs) March 31, 2010
Realisation from serials	3494.29	4737.22
Other income	81.41	57.35
Total income	3575.70	4794.57
Total expenditure	3388.68	4272.48
Gross profit before interest, depreciation and taxation	187.02	522.09
Interest	239.74	257.8
Profit before depreciation and taxation	(52.72)	264.20
Depreciation	173.94	166.92
Provision for Taxation -		
Current tax	-	(14.80)
Income Tax Earlier Years	(73.51)	-
Prior Period Exps	(0.37)	
Deferred Tax Liability	0.90	22.20
Deferred Tax Asset	-	(68.45)
Wealth Tax	(0.86)	(1.49)
Wealth Tax Written off	0.28	-
Fringe Benefit Tax	-	(1.23)
Net Profit/(Loss)	(300.22)	33.51

Financial and Operational Review:

The Company has earned a gross income of Rs. 3575.70 lacs for the financial year 2010-11, as compared to Rs. 4794.57lacs in the previous year, recording a decrease of Rs. 1218.87 lacs.

The Company has incurred a net loss of Rs. 300.22 lacs for the year as compared to net profit of Rs.33.51 lacs in the previous year.

Interest expenditure for the year under review has marginally decreased by Rs. 18.15 lacs as compared to the previous year. Depreciation during the year has recorded a marginal increase by Rs. 7.02 lacs as compared to marginal decrease of Rs. 0.75 lacs in the previous year.

Earnings per share have been NIL on account of losses incurred as compared to Rs.0.06 in the previous year.

Resources & Liquidity:

The Company's paid up capital is Rs.11,48,72,950 with accumulated Reserves & Surplus of Rs. 15,219.19 lacs