



Date: 22nd November, 2019

National Stock Exchange of India Limited

Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
BandraKurla Complex,
Bandra (East), Mumbai - 400 051
Fax: 022-26598237/38

BSE Limited

Corporate Relationship Department
1st Floor, New Trading Ring,
PJ Towers, Dalal Street,
Fort, Mumbai - 400 001
Fax: 022-22722061/41/39/37

Company Code: CINELINE (NSE) / 532807(BSE)

Sub:Postal Ballot Notice – Disclosure under Regulation 30 of the SEBI (LODR) Regulations, 2015

Dear Sir,

Further to the outcome of the board of directors of the Company dated 14th November, 2019, we hereby enclose a copy of the Postal Ballot Notice, Explanatory Statement along with Postal Ballot Form.

The postal Ballot Notice, Explanatory Statement along with Postal Ballot Form are being sent to all the shareholders whose name appears on the Register of Members /List of Beneficial Owners received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on Friday, 08th November, 2019, seeking their approval as set out in the Postal Ballot Notice.

The Company has engaged the services of CDSL for purpose of providing e-voting facility to all its member. The voting through postal ballot and through e-voting will commence from 23rd November, 2019 at 9.00 a.m. and ends on 22nd December, 2019 at 5.00 p.m. The results of the postal ballot will be announced on 24th December, 2019.

This is for your information and record.

Yours truly,

For Cinline India Limited

Jatin Shah
Company Secretary

Encl: As above

CINELINE

CINELINE INDIA LIMITED

Corporate Identity Number (CIN): L92142MH2002PLC135964

REGISTERED OFFICE: 215 Atrium, 10th Floor, Opp. Divine School, J.B. Nagar, Andheri Kurla Road,
Andheri- East, Mumbai: 400 093. Tel: 91-22-6726 6666 Fax: 91-22-6693 7777
Email Id: investor@cineline.co.in Website: www.cineline.co.in

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

Dear Shareholders,

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, (hereinafter referred to as '**the Act**'), if any, read together with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereto for the time being in force) (hereinafter referred to as '**the Rules**') and Clause 23 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations, that the resolution appended below are proposed to be passed by way of Postal Ballot / e-voting. The Explanatory Statements pertaining to the said Resolutions setting out the material facts concerning each item and the reasons thereof are annexed hereto alongwith a Postal Ballot Form (hereinafter referred to as '**the Form**') for your consideration.

The Board of Directors of the Company has appointed Mr. Dharmesh M. Zaveri, of D. M. Zaveri & Co., Company Secretaries, Mumbai as a Scrutinizer for conducting the Postal Ballot (physical and e-voting) process in accordance with law in a fair and transparent manner.

The business of the postal ballot shall, in addition to physical voting, also be transacted through electronic voting system. Accordingly, the Company in compliance with Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of Section 108 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, is pleased to provide to the Members (whether holding shares in physical or in dematerialized form) the facility to exercise their right to vote on the matters included in the notice of the postal ballot by electronic means i.e. through e-voting services provided by Central Depository Services (India) Limited ("CDSL"). The e-voting period commences on 23rd November, 2019 at 9.00 a.m. and ends on 22nd December, 2019 at 5.00 p.m. Please read carefully and follow the instructions as printed in this Notice for e-voting.

Those Members, who do not have access to e-voting facility can send their assent or dissent in writing on the Postal Ballot Form attached herewith. Members are requested to carefully read the instructions printed on the form, record your assent (for) or dissent (against) therein by filling necessary details and affixing your signature at the designated place in the form and return the same in original duly completed in the enclosed self-addressed, postage pre-paid envelope so as to reach the scrutinizer not later than the close of working hours i.e. at 5.00 p.m. on 22nd December, 2019. Any assent or dissent received after the said date will be treated as if the reply from the concerned member is not received. Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the notice and instructions overleaf the Form. The Scrutinizer will submit his report to the Chairman or in his absence, any director or Company Secretary of the Company authorized by the Board after completion of the scrutiny of the postal ballot. The result of the voting by Postal Ballot will be announced by the Chairman or in his absence, any person authorized by him before the close of working hours i.e. at 5.00 p.m. on 24th December, 2019, at the Registered Office of the Company situated at 215 Atrium, 10th Floor, Opp. Divine School, J.B. Nagar, Andheri Kurla Road, Andheri (East), Mumbai-400093 and will be displayed on the Notice Board at the registered office of the Company. The aforesaid result along with the Scrutinizer's Report will also be posted on the Company's website www.cineline.co.in and on the agency's website i.e. Central Depository Services (India) Limited viz. www.cdslindia.com besides communicated to the stock exchanges where the Company's shares are listed. The result of the Postal Ballot will also be informed in the ensuing Corporate Governance Report of the Company. The results of the postal ballot shall also be announced through newspaper advertisement. The resolutions, if approved, will be taken as passed effectively on 22nd December, 2019.

PROPOSED RESOLUTIONS:

Item No. 1: To approve the loan to related party under Section 185 of Companies Act, 2013.

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

“RESOLVED THAT in continuation of the resolution passed by the shareholders of the Company in the Seventeenth Annual General Meeting of the Company on September 26, 2019 and pursuant to the provisions of Sections 185 of the Companies Act, 2013 (“Act”) read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) and other applicable provisions of the Act and the rules and regulations made thereunder and the enabling provisions of the Memorandum and Articles of Association of the Company, consent of the members be and is hereby accorded to grant an additional loan (“Proposed Loan”) up to Rs. 50 crores (Rupees Fifty Crores only) to Kanakia Spaces Realty Private Limited (“KSRPL”) (CIN: U45201MH2004PTC146948), in one or more tranches, for the principal business activities of KSRPL, on such terms and conditions as may be mutually agreed between the Company and KSRPL.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, Board of Directors of the Company and/or any person authorized by the Board from time to time be and is hereby empowered and authorised to do all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party, finalise the terms and conditions and execute such agreements, documents and writings and to make such filings as may be necessary, expedient and desirable”, in order to give effect to this Resolution in the best interest of the Company.”

Item No. 2: To approve material related party transaction.

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

“RESOLVED THAT in continuation of the resolution passed by the shareholders of the Company in the Seventeenth Annual General Meeting of the Company on September 26, 2019 and pursuant to the provisions of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) (as amended from time to time) and applicable provisions of the Companies Act, 2013 (“the Act”) and Rules made thereunder, and the enabling provisions of the Memorandum and Articles of Association of the Company, consent of the members be and is hereby accorded to the material related party transaction for grant of an additional loan (“Proposed Loan”) up to Rs. 50 crores (Rupees Fifty Crores only) to Kanakia Spaces Realty Private Limited (“KSRPL”) (CIN: U45201MH2004PTC146948), a ‘Related Party’ of the Company as per the provisions of Regulation 2(1)(zb) of SEBI LODR, in one or more tranches, for the principal business activities of KSRPL on such terms and conditions as may be mutually agreed between the Company and KSRPL .

RESOLVED FURTHER THAT for the purpose of giving effect to the above, Board of Directors of the Company and/or any person authorized by the Board from time to time be and is hereby empowered and authorised to do all such acts, deeds and things , settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party, finalise the terms and conditions and execute such agreements, documents and writings and to make such filings as may be necessary, expedient and desirable, in order to give effect to this Resolution in the best interest of the Company.”

Registered Office:

Cineline India Limited
215 Atrium, 10th Floor,
Opp. Divine School,
J.B. Nagar, Andheri Kurla Road,
Andheri (East), Mumbai-400093

By Order of the Board
For **Cineline India Limited**

Sd/-
Rasesh Kanakia
Chairman

Date: 14.11.2019

NOTES

1. An Explanatory Statement for the proposed Resolutions mentioned above pursuant to Section 102 of the Companies Act, 2013 read with relevant Rules setting out material facts is annexed hereto.
2. The Notice is being sent to all the shareholders by speed post/registered post/courier service (and also electronically by email to those shareholders who have registered their email-id with the Company/ Depositories), whose names appear in the Register of Members/Record of Depositories as on Friday, 8th November, 2019.
3. Shareholders, whose names appear in the Register of Members/Record of Depositories as on Friday, 8th November, 2019 will be eligible for voting.
4. Resolutions passed by the shareholders through Postal Ballot are deemed to have been passed as if the same has been passed in the General Meeting of the shareholders.
5. The Board of Directors has appointed Mr. Dharmesh Zaveri, Practicing Company Secretaries as the Scrutinizer to conduct the Postal Ballot process in a fair and transparent manner. The Postal Ballot Form and the Self-addressed postage prepaid envelope are enclosed for use by the shareholders.
6. Shareholders have option either to vote through e-voting process or through the Postal Ballot Form. Shareholders who have received the Postal Ballot Notice by email but wish to vote through Postal Ballot Form can download Postal Ballot Notice and Postal Ballot Form from the Company's website www.cineline.co.in or seek duplicate Postal Ballot Notice and Postal Ballot Form from Linkintime India Private Ltd, C-101, 247 Park, L.B.S.Marg, Vikhroli (W) ,Mumbai- 400083, fill the requisite details and send the same to the scrutinizer at, Mr. Dharmesh Zaveri (Scrutinizer), Cineline India Limited, 215 Atrium, 10th Floor, Opp. Divine School, J.B. Nagar, Andheri Kurla Road, Andheri (East), Mumbai-400093.
7. Shareholders are requested to carefully read the instructions printed in the Postal Ballot Form duly completed with the Assent (For) and/or Dissent (Against) in the attached postage prepaid envelope so as to reach the Scrutinizer on or before 5.00 P.M. of 22nd December, 2019, being the last date for receipt of Postal Ballot Form by the Scrutinizer, providing sufficient time for postal transit.
8. The result of the Postal Ballot will be announced on 24th December, 2019 and will also be informed to the National Stock exchange of India Limited (NSE) and Bombay Stock Exchange Limited (BSE) and will be posted on the Company's website www.cineline.co.in. The date of declaration of results of the Postal Ballot will be taken as the date of passing of all the resolutions.
9. Shareholders who are holding shares in electronic form are requested to notify any correction / change in their name/ address including Pin Code immediately to the Depository Participant. In the event of non- availability of Shareholders' latest address either in Company's record or in Depository Participant's records, shareholders are likely to miss notices and other valuable correspondences sent by the Company.
10. Shareholders who hold shares in physical form are requested to notify any change in their particulars like change in address, bank particulars etc., to the Company's Registrars viz., Linkintime India Private Ltd situated at C-101, 247 Park, L.B.S.Marg, Vikhroli (W) ,Mumbai- 400083.
11. Shareholders are requested to kindly mention their Folio Number/ Client ID Number (in case of Demat shares) in all their correspondence with the Company's Registrar in order to obtain reply to their queries promptly.
12. Shareholders can choose to exercise their votes only by a single mode i.e. either physically or electronically.

INSTRUCTIONS FOR VOTING

Voting in Physical form:

- a) Member desiring to exercise vote by Postal Ballot may complete the Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer in the attached self-addressed envelope. The self-addressed envelope bears the address of the Scrutinizer. Postage will be borne and paid by the Company. However, the envelope containing the Postal Ballot Form, if sent by courier at the expense of the member, will also be accepted.

- b) Duly completed Postal Ballot Form should reach not later than 5.00 P.M. on 22nd December, 2019. All Postal Ballot Forms received thereafter will be strictly treated as if the reply from the member has not been received.
- c) Assent and/or dissent to the proposed resolutions may be recorded by placing a tick mark (✓) in the appropriate column or by writing number of Shares accorded for in the appropriate column(s).
- d) This form is to be completed and signed by the member (as per signature registered with the Company). In case of joint holding, this form should be completed and signed by the first-named member and in his/her absence, by the next named member. There will be only one postal ballot form for every folio irrespective of the number of joint- holder(s).
- e) In case the form is signed by the Power of Attorney holder for and on behalf of the member, it must be accompanied by a certified copy of the power of attorney. If such power of attorney is already registered with the Company, the Power of Attorney holder should quote the registration number beneath his/her signature. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/ Authority.
- f) Unsigned and/or incomplete Postal Ballot Forms in any manner shall be rejected.
- g) Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed envelope since all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
- h) The attached self-addressed envelope is only for the limited purpose of this postal ballot process and the same should not be used by the shareholders for sending any other correspondence to the Company.

Voting in Electronic Form (E-voting):

In compliance with provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company proposes to offer e-voting facility for the shareholders to enable them to cast their votes electronically. Shareholders have option to vote either through E-voting or through the postal Ballot. If a member has opted for E-voting, then he/she should not vote by Postal Ballot also and vice-versa. For the purpose of E-voting, the Company has engaged with the Central Depository Services Limited (“CDSL”) for facilitating E-voting. Shareholders are requested to follow the instructions below to cast their vote through e-voting. The instructions are as under:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on “Shareholders” tab
- (iii) Now Enter your User ID
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Members holding shares in physical form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

| For Members holding shares in Demat Form and Physical Form | |
|---|---|
| PAN* | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field. |
| DOB# | Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format. |
| Dividend Bank Details# | Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter Member ID/folio number in the Dividend Bank details field mentioned in instruction (iii). |

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice
- (x) Click on the EVSN for the relevant <CINELINE INDIA LIMITED> on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Note for Non-Individual Shareholders and Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and custodians are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.

- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

General Instructions:

- a) Voting by Postal Ballot, both in physical form and e-voting can be exercised only by the member or his/her duly constituted attorney or, in case of bodies corporate, the duly authorised person. It cannot be exercised by a proxy. Voting rights shall be reckoned on the paid up value of shares registered in the name of the member on the cut-off date i.e. Friday, 8th November, 2019.
- b) Voting period commences on and from 9.00 A.M on 23rd November, 2019 and ends on 22nd December, 2019 at 5.00 P.M.
- c) The last date of voting i.e. 22nd December, 2019 shall be the date on which the resolution would be deemed to have been passed, if approved by requisite majority.

Registered Office:

Cineline India Limited
215 Atrium, 10th Floor,
Opp. Divine School,
J.B. Nagar, Andheri Kurla Road,
Andheri (East), Mumbai-400093

By Order of the Board
For **Cineline India Limited**

Sd/-
Rasesh Kanakia
Chairman

Date: 14.11.2019

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013 ANNEXED TO AND FORMING PART OF POSTAL BALLOT NOTICE

Item No. 1 & 2

Members of the Company by means of special resolution passed at Seventeenth Annual General Meeting held on 26th September, 2019 had authorized the Board of Directors to grant financial assistance up to Rs. 150 crores (Rupees One Hundred and Fifty Crores Only) to Kanakia Spaces Realty Private Limited (“KSRPL”) for its principal business activities in one or more tranches over a period of time on the terms and conditions as set out in the Notice of the Seventeenth Annual General Meeting thereof.

The Company has now received a further request from KSRPL to grant additional financial assistance (“Proposed Loan”) up to Rs. 50 crores (Rupees Fifty Crores Only) for the principal business activities of KSRPL in one or more tranches over a period of time. KSRPL is a ‘Related Party’ of your Company in terms of Section 2(76) of the Companies Act, 2013 (“Act”) and Regulation 2(1)(zb) of the SEBI LODR . Further, the Proposed Loan qualifies as a ‘Material Related Party Transaction’ as per Regulation 23(1) of SEBI LODR. In terms of Section 185 of the Act (as amended by Companies (Amendment) Act, 2017 and notified by Ministry of Corporate Affairs vide notification dated May 7, 2018), the Proposed Loan requires the approval of the members of the Company by way of a Special Resolution, since the Company and KSRPL have common directors i.e. Mr. Rasesh Kanakia and Mr. Himanshu Kanakia.

In terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 all material related party transactions requires approval of the Members of the Company. A transaction with a related party shall be considered material if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent (10%) of the annual consolidated turnover of the company as per the last audited financial statements of the company.

In terms of Sub Clause (4) of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the contracts/arrangements/transactions are material in nature as these transactions are likely to exceed 10% of the annual consolidated turnover of the Company as per the audited financial statements of the Company as on March 31, 2019 and shall require approval of the shareholders through resolution. Accordingly, as per Regulation 23 of SEBI LODR, approval of the shareholders is sought to enable the Company to enter into related party transaction to grant financial assistance (“Proposed Loan”) for the principal business activities of KSRPL in one or more tranches over a period of time.

The Audit Committee of the Company, at its meeting held on 14th November, 2019, was pleased to approve the Proposed Loan, subject to approval of the Board of Directors and fulfilment of other requirements, if any. Further, the Board of Directors of the Company, at its meeting held on 14th November, 2019, was pleased to unanimously approve the Proposed Loan, subject to the approval of the members of the Company and other requisite approvals and requirements, if any. The particulars of the Related Party Transactions, which are required to be stated in the Explanatory Statement, as per Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 are as follows

| Particulars | Information |
|---|---|
| Name of the Related Party | Kanakia Spaces Realty Private Limited (KSRPL) |
| Name of Director(s) or Key Managerial Person who is related | Mr. Rasesh Kanakia, Chairman, Mr. Himanshu Kanakia, Managing Director and Mrs. Hiral Kanakia, Whole Time Director, of the Company. |
| Nature of relationship | Related Party under Section 2(76) of the Companies Act, 2013 |
| Purpose | Financial assistance related to expansion of principal business activities of Kanakia Spaces Realty Private Limited. |
| Material terms of the transaction: | |
| Total limit | Additional loan up to Rs. 50 crores (Rupees Fifty Crores Only) to be given through one or more tranches over a period of time. |
| Nature of loan | Short Term Loan |
| Tenure | Repayable on demand made by the Company as and when required or within three (3) years, whichever is earlier (or such extended period as may be mutually agreed between Company and KSRPL subject to requisite approvals) |
| Interest | <ul style="list-style-type: none"> • Interest at the rate of 14.00% p.a. • Payment of interest to be made on quarterly basis. |

As per Regulation 23(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all entities falling within the definition of related parties shall abstain from voting on these resolutions and accordingly, the promoters and the promoter group entities shall not vote on these resolutions.

All the Directors except for the Independent Directors are concerned or interested in the aforesaid resolution, financially or otherwise.

The Board of Directors of your Company recommends the Resolution as set out in Item No. 1 & 2 of the accompanying notice for the approval of members of the Company.

Registered Office:

Cineline India Limited
215 Atrium, 10th Floor, Opp. Divine School,
J.B. Nagar, Andheri Kurla Road,
Andheri (East), Mumbai-400093

By Order of the Board
For **Cineline India Limited**

Sd/-
Rasesh Kanakia
Chairman

Date: 14th November, 2019

Encl:

1. Postal Ballot Form; and
2. Postage pre-paid self-addressed Envelope

CINELINE

CINELINE INDIA LIMITED

Corporate Identity Number (CIN): L92142MH2002PLC135964

REGISTERED OFFICE: 215 Atrium, 10th Floor, Opp. Divine School, J.B. Nagar, Andheri Kurla Road,
Andheri- East, Mumbai: 400 093. Tel: 91-22-6726 6666 Fax: 91-22-6693 7777

Email Id: investor@cineline.co.in Website: www.cineline.co.in

POSTAL BALLOT FORM

(To be returned to the Scrutinizer appointed by the Company)

Sr. No.:

| | | | |
|---|---|---|--|
| 1 | Name and Registered address of the sole/ first named member (IN BLOCK LETTERS) | : | |
| 2 | Name(s) of the Joint member (s) If any (IN BLOCK LETTERS) | : | |
| 3 | Registered Folio No. / DP ID No.* / Client ID No.* (*Applicable to Investors holding Shares in Demat form) | : | |
| 4 | Number of Shares held | : | |
| 5 | I/We hereby exercise my/our vote in respect of following Resolutions to be passed through Postal Ballot for the business stated in the Notice dated 14th November, 2019, by conveying my/our assent and/or dissent to the said Resolutions by placing the tick (√) mark in the appropriate box below: | | |

| Item No. | Brief particulars of the resolution | No. of Equity Shares for which votes cast | (For) | (Against) |
|----------|--|---|-------------------------------|-------------------------------|
| | | | I/We assent to the resolution | I/We assent to the resolution |
| 1 | To approve loan to related party under Section 185 of the Companies Act, 2013. | | | |
| 2 | To approve material related party transaction. | | | |

Date:

Place:

Signature of Member/Power of Attorney Holder/
Authorised Representative

Notes:

1. Please read the instructions printed overleaf carefully before exercising your vote
2. Last Date for Receipt of Postal Ballot Form by the Scrutinizer: 22nd December, 2019.

INSTRUCTIONS

1. A Shareholder desiring to exercise vote by Postal Ballot, may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, envelope containing Postal Ballot if sent by Courier or Registered Post at the expense of the Registered Shareholder will also be accepted.
2. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company.
3. The Postal Ballot Form should be completed and signed by the Shareholder. In case of joint holding, this Form should be completed and signed (as per the specimen signature registered with the Company) by the first named Shareholder and in his/her absence, by the next named Shareholder.
4. Unsigned Postal Ballot Forms will be rejected.
5. A Shareholder may request for a duplicate Postal Ballot Form, if so required. The Postal Ballot Form can also be downloaded from the Company's website viz. www.cineline.co.in
6. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the closure of working hours i.e. at 5.00 p.m. on 22nd December, 2019. All Postal Ballot Forms received after this date, will be strictly treated as if reply from such Shareholder has not been received.
7. In case of shares held by Companies, Trust, Societies etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/POA preferably with attested specimen signature(s) of the duly authorized person(s) giving requisite authority to the person voting on the Postal Ballot Form.
8. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Shareholders on the cut off date i.e. Friday, 8th November, 2019.
9. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage prepaid envelope as any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
10. The Postal Ballot shall not be exercised by a Proxy.
11. Shareholders can opt for only one mode of voting, i.e. either by postal ballot or e-voting. In case Shareholders cast their votes through both the modes, voting by e-voting mode shall prevail and votes cast through postal ballot form will be treated as invalid.
12. The result on postal ballot shall be announced on 24th December, 2019.