

Date: - 12th August, 2021

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra Kurla 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: Notice of Nineteenth Annual General Meeting

Dear Sir,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith Notice of the 19th Annual General Meeting (AGM) of the Company which is scheduled to be held on Friday, 03rd September, 2021 at 11:00 A.M. (IST) through Video-Conferencing/Other Audio-Visual Means.

The Notice of the AGM is being dispatched to the Members of the Company only through electronic mode in accordance with the relevant circulars of the Ministry of Corporate Affairs and SEBI. The detailed instructions related to remote e-voting, participation in the e-AGM and voting thereat are specified in the Notes annexed to the Notice of the AGM.

The Notice of the AGM shall also be made available on the Company's website www.cineline.co.in

Kindly take the above on record.

Thanking You,
Yours faithfully,
For Cinline India Limited

Mr. Rasesh Kanakia
Executive Director & Chairperson of the Company
(DIN: 00015857)

Encl: As above

CINELINE INDIA LIMITED

CINELINE

CINELINE INDIA LIMITED

Corporate Identity Number: L92142MH2002PLC135964

Registered Office Address: Kanakia Future City, Residential Building No.2, CTS No.101,
Village Tirandaz, Powai. Mumbai City, Maharashtra – 400 076, India

Contact Number: 91-22-35023666 / 35023777

E-mail ID: investor@cineline.co.in | Website: www.cineline.co.in

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 19TH (NINETEENTH) ANNUAL GENERAL MEETING (“AGM”) OF THE MEMBERS OF THE CINELINE INDIA LIMITED (“COMPANY”) WILL BE HELD ON FRIDAY, SEPTEMBER 3, 2021 AT 11 A.M. (IST) THROUGH VIDEO CONFERENCING (“VC”) OR OTHER AUDIO-VISUAL MEANS (“OAVM”), FOR WHICH PURPOSE THE REGISTERED OFFICE OF THE COMPANY SITUATED AT KANAKIA FUTURE CITY, RESIDENTIAL BUILDING NO. 2, CTS NO.101, VILLAGE TIRANDAZ, POWAI. MUMBAI CITY, MAHARASHTRA – 400 076, INDIA SHALL BE DEEMED AS THE VENUE FOR THE AGM AND THE PROCEEDINGS OF THE AGM SHALL BE DEEMED TO BE MADE THEREAT, TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

Item No. 1: Adoption of financial statements.

To receive, consider and adopt the Standalone and Consolidated Annual Audited Financial Statements of the Company for the financial year ended March 31, 2021 along with the notes forming part thereof and the Report of the Directors and the Auditors thereon.

Item No. 2: Appointment of Director.

To appoint a Director in place of Mr. Himanshu Kanakia (DIN:00015908) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESSES

Item No. 3: Issue of upto 14,68,532 (Fourteen Lakhs Sixty-Eight Thousand Five Hundred Thirty-Two) warrants each convertible into, or exchangeable for, one equity shares of the Company within the period of 18 (eighteen months) in accordance with the applicable law to the members of the promoter group of the Company on preferential basis.

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

“**RESOLVED THAT** pursuant to the provisions of Section 42, Section 62(1)(c) of the Companies Act, 2013 as amended including rules notified thereunder (“**Act**”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended (“**Rules**”) and other applicable provisions, if any (including any statutory modifications(s) or re-enactment thereof, for the time being in force), Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (“**SEBI Listing Regulations**”), enabling provisions of the Memorandum and Articles of Association of the Company, applicable rules, notifications and circulars issued by the Reserve Bank of India and such other acts / rules / regulations as maybe applicable and subject to necessary approvals / consents, if any, from the competent statutory and / or regulatory authorities, as maybe applicable or necessary including the Securities and Exchange Board of India (“**SEBI**”), National Stock Exchange of India Limited (“**NSE**”), BSE Limited (“**BSE**”), Reserve Bank of India (“**RBI**”) and subject to such terms and condition(s), alteration(s), correction(s), change(s) and/or modification(s) as may be prescribed by any of the competent statutory and / or regulatory authorities while granting consent(s), permission(s) or approval(s), and which may be agreed to by the board of directors of the Company (hereinafter referred to as the “**Board**” which terms shall be deemed to include

any committee(s) which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this resolution) and subject to any other alteration(s), modification(s), condition(s), correction(s), change(s) and variation(s) that may be decided by the Board in its absolute discretion, the consent of the members of the Company be and is hereby accorded to offer, issue and allot, from time to time in one or more tranches, upto 14,68,532 (Fourteen Lakhs Sixty Eight Thousand Five Hundred Thirty Two) warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company having face value of ₹5/- (Indian Rupees Five Only) (**“Equity Share”**) each (**“Warrants”**) at a price (including the warrant subscription price and the warrant exercise price) of ₹71.50/- (Indian Rupees Seventy One and Fifty Paise Only) each payable in cash (**“Warrant Issue Price”**), aggregating upto ₹10,50,00,038/- (Indian Rupees Ten Crores Fifty Lakhs Thirty Eight Only) (**“Total Warrant Issue Size”**) on a preferential basis to certain members of the promoter group of the Company listed below (**“Warrant Holder(s)”** / **“Proposed Warrant Allottee(s)”**) subject to the maximum entitlement of each Warrant Holder as specified below and upon receipt of ₹17.88/- (Indian Rupees Seventeen and Eighty Eight Paise Only) for each Warrants, which is equivalent to 25% (twenty five per cent) of the Warrant Issue Price as upfront payment (**“Warrant Subscription Price”**) entitling the Warrant Holder(s) to apply for and get allotted one Equity Share against every Warrant held, in one or more tranches within a maximum period of 18 (eighteen) months from the date of allotment of Warrants, on payment of ₹53.62/- (Indian Rupees Fifty Three and Sixty Two Paise Only) which is equivalent to 75% (Seventy five per cent) of the Warrant Issue Price, for each Warrant proposed to be converted (**“Warrant Issue”**), in such manner and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the terms of this issue, provisions of SEBI ICDR Regulations, or other applicable laws in this respect.

Sr. No.	Name of the Proposed Warrant Allottees	Maximum Number of Warrants to be allotted
1.	Ashish Rasesh Kanakia	3,67,133
2.	Niyati Rasesh Kanakia	3,67,133
3.	Vrutant Himanshu Kanakia	3,67,133
4.	Vrusti Benefit Trust	3,67,133
	Total	14,68,532

“RESOLVED FURTHER THAT the Company hereby notes and takes on record that in accordance with the provisions of Regulation 161(a) of the SEBI ICDR Regulations, the **“Relevant Date”** for the purpose of calculating the floor price for the Warrants Issue including Equity Shares to be allotted pursuant to the exercise of conversion of the Warrants is determined to be Wednesday, August 4, 2021 being the date thirty days prior to the date on which the AGM will be held to consider and if deem fit to approve the Warrants Issue and the floor price for the preferential issue on the aforesaid Relevant Date pursuant to Regulation 164(1) of the SEBI ICDR Regulations is ₹71.50/- (Indian Rupees Seventy One and Fifty Paise Only).”

“RESOLVED FURTHER THAT without prejudice to the generality of the above, the Warrants Issue shall be subject to the following terms and conditions:

1. In accordance with the provisions of Chapter V of SEBI ICDR Regulations, 25% (Twenty-Five Per Cent) of the Warrant Issue Price, shall be paid by the Warrant Holders to the Company on or before allotment of the Warrants and the balance consideration i.e. 75% (Seventy-Five Per Cent) of the Warrant Issue Price shall be paid at the time of exercise of option to apply for Equity shares of the Company, against each such Warrants held by the Warrant Holder.
2. The Warrant Holders shall be entitled to exercise his option to convert any or all of the warrants into Equity Shares of the Company in one or more tranches after giving a written notice to the Company, specifying the number of warrants proposed to be exercised along with the aggregate Warrant Exercise Price payable thereon, without any further approval from the shareholders of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of equity shares of the Company to the Warrant Holders.
3. The respective Warrant Holders shall make payment of Warrant Subscription Price and Warrant Exercise Price from their own bank account into the designated bank account of the Company.
4. In terms of Regulation 166 of the SEBI ICDR Regulations, the price of Warrants determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments, if applicable. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the Warrants shall continue to be locked- in till the time such amount is paid by the Warrant Holder.

5. Upon exercise of the option by Warrant Holder(s), the Company shall issue and allot appropriate number of Equity Shares and perform all such actions as are required including to credit the same to the designated securities demat account of the Warrant Holder.
6. The tenure of Warrants shall not exceed 18 (eighteen) months from the date of allotment. If the entitlement against the Warrants to apply for the Equity Shares of the Company is not exercised by the Warrant Holders within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant Holders to apply for Equity Shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant Holders on such Warrants shall stand forfeited.
7. The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu with the then existing Equity Shares of the Company, including entitlement to voting powers and dividend.
8. The Warrants by itself, until exercised and converted into Equity Shares, shall not give to the Warrant Holders thereof any rights with respect to that of an equity shareholder of the Company.
9. The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under Regulation 167(1) of SEBI ICDR Regulations read with proviso thereto.
10. The entire pre-preferential allotment shareholding, if any, of the Warrant Holders in the Company shall also be subject to lock-in as per the provisions of Regulation 167(6) of the SEBI ICDR Regulations.
11. The monies received by the Company from the Warrant Holder(s) for application of the Warrants pursuant to this preferential issue shall be kept by the Company in a separate bank account.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to, do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation to issue and allot Warrants and Equity Shares upon exercise/conversion of the Warrants, to issue certificates/clarifications on the issue and allotment of Warrants and thereafter allotment of Equity Shares further to exercise of the Warrants, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the Warrants including deciding the size and timing of any tranche of the Warrants), entering into contracts, arrangements, agreements, memorandum, documents to give effect to the aforesaid resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of Warrants and listing and trading of Equity Shares issued on exercise of Warrants), including making applications to NSE and BSE for obtaining of in-principle approval and final listing approval, filing of requisite documents with the Registrar of Companies, Mumbai (**“ROC”**), National Securities Depository Limited (**“NSDL”**), Central Depository Services (India) Limited (**“CDSL”**), RBI and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise / conversion of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Equity Shares to the respective dematerialized securities account of the Warrant Holders, and to delegate all or any of the powers conferred on it by this resolution to any director(s) and officer(s) including Key Managerial Personnel of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, without limitation in connection with the issue and utilization of proceeds thereof, and take all steps and decisions in this regard, without being required to seek any further consent or approval of the members of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

Item No. 4: Issue of upto 20,97,902 (Twenty Lakhs Ninety-Seven Thousand Nine Hundred Two) Equity Shares of the Company to an entity on preferential basis.

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

“RESOLVED THAT pursuant to the provisions of Section 42, Section 62(1)(c) of the Companies Act, 2013 as amended including rules notified thereunder (**“Act”**) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended (**“Rules”**) and other applicable provisions, if any (including any statutory modifications(s) or re-enactment thereof, for the time being in force), Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations,

2018, as amended (“**SEBI ICDR Regulations**”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (“**SEBI Listing Regulations**”), enabling provisions of the Memorandum and Articles of Association of the Company, applicable rules, notifications and circulars issued by the Reserve Bank of India and such other acts / rules / regulations as maybe applicable and subject to necessary approvals / consents, if any, from the competent statutory and / or regulatory authorities, as maybe applicable or necessary including the Securities and Exchange Board of India (“**SEBI**”), National Stock Exchange of India Limited (“**NSE**”), BSE Limited (“**BSE**”), Reserve Bank of India (“**RBI**”) and subject to such terms and condition(s), alteration(s), correction(s), change(s) and/or modification(s) as may be prescribed by any of the competent statutory and / or regulatory authorities while granting consent(s), permission(s) or approval(s), and which may be agreed to by the board of directors of the Company (hereinafter referred to as the “Board” which terms shall be deemed to include any committee(s) which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this resolution) and subject to any other alteration(s), modification(s), condition(s), correction(s), change(s) and variation(s) that may be decided by the Board in its absolute discretion, the consent of the members of the Company be and is hereby accorded to offer, issue and allot, from time to time in one or more tranches, upto 20,97,902 (Twenty Lakhs Ninety Seven Thousand Nine Hundred Two) Equity Share, at a price of ₹71.50/- (Indian Rupees Seventy One and Fifty Paise Only) (“**Equity Share Issue Price**”) comprising of face value of ₹5/- (Indian Rupees Five Only) each per Equity Share and at a premium of ₹66.50/- (Indian Rupees Sixty Six and Fifty Paise Only) per Equity Share, aggregating up to ₹15,00,00,000/- (Indian Rupees Fifteen Crores Only) (“**Total Equity Issue Size**”) on a preferential basis to an entity listed below (“**Proposed Equity Share Allottee**”) subject to the maximum entitlement as specified below and upon receipt of ₹71.50/- (Indian Rupees Seventy One and Fifty Paise Only) (“**Equity Issue**”), in such manner and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the terms of this issue, provisions of SEBI ICDR Regulations, or other applicable laws in this respect.”

Sr. No.	Name of the Proposed Equity Share Allottee	Maximum Number of Equity Shares to be allotted
1.	One Up Financial Consultants Private Limited	20,97,902
	Total	20,97,902

“**RESOLVED FURTHER THAT** the Company hereby notes and takes on record that in accordance with the provisions of Regulation 161(b) read with Regulation 161(a) of the SEBI ICDR Regulations, the “**Relevant Date**” for the purpose of calculating the floor price for the issue of Equity Shares proposed to be allotted is determined to be Wednesday, August 4, 2021 being the date thirty days prior to the date on which the AGM will be held to consider the proposed Equity Issue and the floor price for the preferential issue on the aforesaid Relevant Date pursuant to Regulation 164(1) of the SEBI ICDR Regulations is ₹71.50/- (Indian Rupees Seventy One and Fifty Paise Only).”

“**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the issue and allotment of Equity Shares shall be subject to the following terms and conditions:

1. In accordance with the provisions of Regulation 160(a) of Chapter V of SEBI ICDR Regulations the Equity Shares proposed to be allotted be made fully paid-up at the time of the allotment.
2. The Proposed Equity Share Allottee shall make payment of Equity Share Issue Price from its own bank account into the designated bank account of the Company.
3. In terms of Regulation 166 of the SEBI ICDR Regulations, the price of Equity Shares determined above to be allotted shall be subject to appropriate adjustments, if applicable. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations.
4. The Company shall issue and allot appropriate number of Equity Shares and perform all such actions as are required including to credit the same to the designated securities demat account of the Proposed Equity Share Allottee.
5. The Equity Shares proposed to be allotted shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu with the then existing Equity Shares of the Company, including entitlement to voting powers and dividend.

6. The Equity Shares issued shall be locked-in as prescribed under Regulation 167(2) of SEBI ICDR Regulations read with proviso thereto.
7. The entire pre-preferential allotment shareholding, if any, of the Proposed Equity Share Allottee in the Company shall also be subject to lock-in as per the provisions of Regulation 167(6) of the SEBI ICDR Regulations.
8. The monies received by the Company from the Proposed Equity Share Allottee for allotment of the Equity Shares pursuant to this preferential issue shall be kept by the Company in a separate bank account.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to, do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation to issue and allot Equity Shares, to issue certificates/clarifications on the issue and allotment of Equity Shares, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the issue of Equity Shares including deciding the size and timing of any tranche of the issue of Equity Shares), entering into contracts, arrangements, agreements, memorandum, documents to give effect to the aforesaid resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance and allotment of Equity Shares and listing and trading of Equity Shares), including making applications to NSE and BSE for obtaining of in-principle approval and final listing approval, filing of requisite documents with the Registrar of Companies, Mumbai (“**ROC**”), National Securities Depository Limited (“**NSDL**”), Central Depository Services (India) Limited (“**CDSL**”), RBI and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Equity Shares with the depositories, viz. NSDL and CDSL and for the credit of such Equity Shares to the respective dematerialized securities account of the Proposed Equity Share Allottee, and to delegate all or any of the powers conferred on it by this resolution to any director(s) and officer(s) including Key Managerial Personnel of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, without limitation in connection with the issue and utilization of proceeds thereof, and take all steps and decisions in this regard, without being required to seek any further consent or approval of the members of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

By Order of the Board of Directors
For **CINELINE INDIA LIMITED**

Rasesh Kanakia
Executive Director & Chairperson of the Company
DIN:00015857

Place : Mumbai
Date : August 5, 2021

CINELINE INDIA LIMITED
Corporate Identity Number: L92142MH2002PLC135964

Registered Office Address:
Kanakia Future City,
Residential Building No.2,
CTS No.101, Village Tirandaz, Powai.
Mumbai City, Maharashtra – 400 076, India.

E-mail ID: investor@cineline.co.in
Website: www.cineline.co.in

Notes:

- 1. Annual General Meeting through Video Conferencing facility or Other Audio-Visual Means:** In view of the Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has, vide its General Circular dated 13th January, 2021 allowed the holding of Annual General Meeting in accordance with relevant provisions of circular dated 5th May, 2020 read with General Circular No. 14/2020 dated 8th April, 2020 and General Circular No. 17/2020 dated 13th April, 2020 and General Circular No. 02/2020 dated 13th January, 2021 (collectively referred to as MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide circular dated 15th January, 2021 and 12th May, 2020 ("SEBI Circular") permitted the holding of the Annual General Meeting ("the Meeting / AGM") through Video Conferencing facility or Other Audio-Visual Means ("VC / OAVM"), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), MCA Circulars and SEBI Circular, the Meeting of the Company is being convened and conducted through VC / OAVM. Members participating through the VC/OAVM shall be reckoned for the purpose of quorum under Section 103 of the Companies Act, 2013 ("Act").

The deemed venue for the AGM will be place from where the Chairman of the Board conducts the meeting. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.

- 2. Proxies, Attendance Slip & route map of the AGM venue:** Pursuant to MCA Circulars and SEBI Circular, since the AGM will be held through VC/ OAVM, the physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Meeting and hence the Proxy Form, Attendance Slip and route map of the AGM venue are not annexed to this Notice.
- 3. Authorised Representative:** Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting.

The said Resolution/Authorization shall be sent to investor@cineline.co.in not less than 48 (forty eight) hours before the commencement of the AGM i.e. by 11 A.M. on September 1, 2021.

- 4. Explanatory Statement:** The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning each item of special business to be transacted at the Meeting forms part of the Notice.
- 5.** Brief resume of the Directors including those proposed to be appointed / re-appointed, their functional expertise and qualification, names of the Companies in which they hold directorships etc. as stipulated under Companies Act, 2013, Secretarial Standard on General Meetings (SS-2) and Regulation 36(3) of SEBI (LODR) Regulations, 2015, are provided below as Annexure to notice and forming part of the Notice.
- 6.** The Board of Directors have considered and decided to include the resolution nos. 3 & 4 given above as Special Business in the forthcoming AGM, as they are unavoidable in nature.
- 7. Cut-off Date for Dispatch:** Members of the Company, holding shares either in dematerialised form or physical form, as on Friday, August 06, 2021 (cut-off date for receiving Notice and Annual Report), shall be entitled for receiving of the Annual Report for the period 2020-21, through their registered mail id. Any person, who acquires shares of the Company and become Member of the Company after sending of the Notice and holding shares as on cut-off date i.e. Friday, August 06, 2021, may obtain login ID and password by writing to Registrar & Share Transfer Agent of the Company, Link Intime India Private Limited at e-mail rnt.helpdesk@linkintime.co.in.
- 8. Communication:** Notice of the AGM and the Annual Report for the Financial Year 2020-21 are being sent electronically to the Members whose E-mail IDs are registered with the Depository Participant(s) and / or Company's Registrar and Share Transfer Agents. Any member, who has not registered his Email id, may register his / her Email ID with Registrar and Share Transfer Agents and may also request for a copy of Annual Report electronically. Annual Report for 2020-21 along with Notice of the AGM is available at the website of the Company at www.cineline.co.in and website of the Stock Exchanges i.e. National Stock Exchange Limited of India at www.nseindia.com and BSE Limited at www.bseindia.com.

9. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
10. Link Intime India Private Limited is our Registrar and Transfer Agent of the Company. All the investor related communication and grievances may be addressed to them at their following address:

Link Intime India Private Limited (Cineline Division)
C-101, 247 Park, L.B.S. Marg,
Vikhroli (W), Mumbai – 400083.
Website: www.linkintime.co.in
Email: rnt.helpdesk@linkintime.co.in
Tel No: 022-2596 0320 / Fax No: 022-2596 0329

11. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Link Intime India Private Limited (LIPL) to provide efficient and better services.
12. Members holding shares in physical form are requested to intimate such changes to LIPL. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or LIPL for assistance in this regard.
13. SEBI vide its notification dated 8th June, 2018 has amended Regulation 40 of the Listing Regulations, 2015 and it has been stated that (except in case of transmission or transposition of securities), the transfer of securities shall be processed only in dematerialized form with effect from 1st April, 2019. In compliance with the aforesaid notifications, the members are advised to dematerialize their shares immediately.
14. Non-Resident Indian Members are requested to inform the R&TA immediately about the change in residential status on their return to India, if any.
15. **Nomination Facility:** Members holding shares in the physical form and desirous of making / changing Nomination in respect of their shareholdings in the Company, as permitted under Section 72 of the Companies Act, 2013 and Rules made thereunder, are requested to submit the prescribed Form No. SH-13, as applicable for this purpose to the Company's Registrar and Share Transfer Agents (RTA), Link Intime India Private Limited, who will provide the form on request. In respect of shares held in electronic / demat form, the Members may please contact their respective depository participant.
16. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, August 27, 2021.
17. Any person who is not a Member as on the cut-off date i.e. Friday, August 27, 2021 should treat this Notice for information purposes only.
18. Members seeking any information with regard to the Accounts, operations, etc are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.
19. **Go Green Initiative:** Members holding Shares in physical form are requested to register their email IDs with the Company's RTA i.e. Link Intime India Private Limited and Members holding Shares in electronic / demat mode are requested to register their email IDs with their respective Depository Participants (DPs). Members whose email IDs have undergone any change or whose IDs require any correction, may kindly update the same with the RTA or the DPs, as stated above.
20. **Mandatory PAN Submission:** 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 details 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's RTA, Link Intime India Private Limited.

- 21. Unclaimed Dividend:** Members are requested to note that as per Section 124(5) of the Companies Act, 2013, dividends not encashed/ claimed within seven years from the date of declaration will be transferred to the Investor Education and Protection Fund (IEPF). After transfer of the said amount to IEPF, no claims in this respect shall lie against the Company. Members are requested to contact M/s. Link Intime India Private Limited / Secretarial Department of the Company for encashing the unclaimed dividends standing to the credit of their account.
- 22.** All the relevant documents referred to in this AGM Notice and Explanatory Statement etc., Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 and Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 and other documents shall be available electronically for inspection by the members at the AGM. Members seeking to inspect such documents or have any other queries, may write to us at investor@cineline.co.in or + 91-22-35023666.
- 23.** If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may write an email to instameet@linkintime.co.in or call on +91 (022) 4918 6175.
- 24.** All grievances connected with the facility for voting by electronic means may be addressed to instameet@linkintime.co.in or call on +91 (022) 4918 6175.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND CHAPTER V OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018

Item No. 3 & Item No. 4: Issue of upto 14,68,532 (Fourteen Lakhs Sixty-Eight Thousand Five Hundred Thirty-Two) warrants each convertible into, or exchangeable for, one equity shares of the Company within the period of 18 (eighteen months) in accordance with the applicable law to the Members of the Promoter Group of the Company on preferential basis.

It is proposed to issue and allot (a) upto 14,68,532 (Fourteen Lakhs Sixty Eight Thousand Five Hundred Thirty Two) warrants each convertible into, or exchangeable for, one equity share within the period of 18 (eighteen months) in accordance with the applicable law at a price of ₹71.50/- (Indian Rupees Seventy One and Fifty Paise Only) each (including the warrant subscription price and the warrant exercise price) aggregating upto ₹10,50,00,038/- (Indian Rupees Ten Crores Fifty Lakhs Thirty Eight Only) to certain Members of the Promoter Group and (b) 20,97,902 (Twenty Lakhs Ninety Seven Thousand Nine Hundred Two) Equity Shares at a price of ₹71.50/- per Equity Share comprising of face value of ₹5/- (Indian Rupees Five Only) each per Equity Share and at a premium of ₹66.50/- (Indian Rupees Sixty Six and Fifty Paise Only) per Equity Share, aggregating up to ₹15,00,00,000/- (Indian Rupees Fifteen Crores Only) to an entity on a preferential basis since raising funds through preferential issue is considered to be most cost & time effective way for raising additional capital.

The issue and allotment of (a) Warrants Issue including resultant equity shares arising out of exercise of option attached to Warrants to the Proposed Warrants Allottees and (b) Equity Issue to the Proposed Equity Share Allottee has been approved by the Board of the Company in its meeting held on Thursday, August 5, 2021, subject to the approval of members of the Company and other necessary approval(s).

The following disclosures for the Warrants Issue and Equity Issue on preferential basis are made in accordance with the Act and the SEBI ICDR Regulations:

1. Objects of the preferential issue:

The proceeds of the preferential issues shall be utilized to meet the funding requirements for the growth in the business of the Company, general corporate purposes and the working capital requirements.

2. Maximum number of specified securities to be issued:

- 2.1. Issuance of up to 14,68,532 (Fourteen Lakhs Sixty Eight Thousand Five Hundred Thirty Two) Warrants at a price of ₹71.50/- (Indian Rupees Seventy One and Fifty Paise Only) each (including the warrant subscription price and the warrant exercise price) aggregating upto ₹10,50,00,038/- (Indian Rupees Ten Crores Fifty Lakhs Thirty Eight Only); and

2.2. Issuance of up to 20,97,902 (Twenty Lakhs Ninety Seven Thousand Nine Hundred Two) Equity Shares at a price of ₹71.50/- (Indian Rupees Seventy One and Fifty Paise Only) (“**Equity Share Issue Price**”) comprising of face value of ₹5/- (Indian Rupees Five Only) each per Equity Share and at a premium of ₹66.50/- (Indian Rupees Sixty Six and Fifty Paise Only) per Equity Share, aggregating up to ₹15,00,00,000/- (Indian Rupees Fifteen Crores Only).

3. Intent of the Promoters, Director(s) or Key Managerial Personnel of the Company to participate in the proposed Warrant Issue and / or Equity Issue:

3.1. Certain members of the promoter group of the Company intent to participate in the Warrants Issue, the details of which are disclosed in below table:

Sr. No.	Name of the Proposed Warrant Allottees	Maximum Number of Warrants to be allotted
1.	Ashish Rasesh Kanakia	3,67,133
2.	Niyati Rasesh Kanakia	3,67,133
3.	Vrutant Himanshu Kanakia	3,67,133
4.	Vrusti Benefit Trust	3,67,133
	Total	14,68,532

3.2. None of the Promoters, Director(s) or Key Managerial Personnel of the Company intent to participate in the Equity Issue.

4. Shareholding pattern of the issuer before and after the preferential issue:

Category of Shareholders		Pre-issue		Post-issue #	
		No. of Equity Shares	%	No. of Equity Shares	%
A.	Promoter & Promoter Group				
1.	Indian	1,96,80,916	70.29%	2,11,49,448	67%
a.	Individuals / HUF	1,96,80,636	70.29%	2,07,82,035	65.83%
b.	Central / State Government	0	0	0	0
c.	Financial Institutions / Banks	0	0	0	0
d.	Bodies Corporate	280	0	280	0
e.	Promoters Trusts	0	0	3,67,133	1.16%
f.	Person Acting in Concert	0	0	0	0
2.	Foreign	0	0	0	0
	Total Promoter & Promoter Group (A)	1,96,80,916	70.29%	2,11,49,448	67%
B.	Public Shareholders	83,19,084	29.71%	1,04,16,986	33%
1.	Institutions	0	0	0	0
2.	Central / State Government	0	0	0	0
3.	Non-Institutions	83,19,084	29.71%	1,04,16,986	33%
	Total Public Shareholding (B)	83,19,084	29.71%	1,04,16,986	33%
	Total (A+B)	2,80,00,000	100%	3,15,66,434	100%

Assuming all the Warrants is converted into Equity Shares of the Company.

5. Time frame within which the preferential issue shall be completed:

Pursuant to Regulation 170 of SEBI ICDR Regulations, preferential allotment of the Warrants Issue and Equity Issue is required to be completed within a period of 15 (fifteen) days from the date of passing of the special resolution of the members of the Company or within the statutory time limits prescribed by the regulatory authorities subject to all the necessary approvals being in place. If any approval or permissions by any regulatory or statutory authority(ies) for allotment is pending, the period of 15 (fifteen) days shall commence from the date of such approval or permission being obtained.

6. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:

Sr. No.	Name of the proposed allottee	Name of Ultimate Beneficial Owner	Pre-issue equity share holding		Number of Warrants/ Equity Shares proposed to be issued	Post-issue equity holding (After allotment of Equity Shares & exercise / conversion of Warrants) @	
			Number of equity shares	%		Number of equity shares	%
A. \$							
1.	Ashish Rasesh Kanakia	Not Applicable	Nil	0%	3,67,133	3,67,133	1.16%
2.	Niyati Rasesh Kanakia	Not Applicable	Nil	0%	3,67,133	3,67,133	1.16%
3.	Vrutant Himanshu Kanakia	Not Applicable	Nil	0%	3,67,133	3,67,133	1.16%
4.	Vrusti Benefit Trust	Name of present trustees: i. Himanshu Babubhai Kanakia ii. Hiral Himanshu Kanakia iii. Vrusti Himanshu Kanakia Name of present beneficiary: i. Hiral Himanshu Kanakia ii. Vrusti Himanshu Kanakia	Nil	0%	3,67,133	3,67,133	1.16%
Total (A)			Nil	0%	14,68,532	14,68,532	4.65%
B. #							
1.	One Up Financial Consultants Private Limited	i. Jagdish Naresh Master ii. Urjita Jagdish Master	Nil	0%	20,97,902	20,97,902	6.65%
Total (B)			Nil	0%	20,97,902	20,97,902	6.65%
Total (A+B)			Nil	0%	35,66,434	35,66,434	11.30%

@ Assuming all the Warrants are converted into Equity Shares of the Company.

\$ Warrants are proposed to be issued.

Equity Shares are proposed to be issued.

7. Relevant Date, Warrant Issue Price and Equity Share Issue Price:

In terms of Regulation 161 of the SEBI ICDR Regulations, the "Relevant Date" for the purpose of calculating the floor price for the Warrants Issue including Equity Shares to be allotted pursuant to the exercise of conversion of the Warrants and Equity Issue is determined to be Wednesday, August 4, 2021 being the date thirty days prior to the date on which the AGM will be held to consider and if deem fit to approve the Warrants Issue and Equity Issue and the floor price for the preferential issue on the aforesaid Relevant Date pursuant to Regulation 164 of the SEBI ICDR Regulations is ₹56.17/- (Indian Rupees Fifty Six and Seventeen Paise Only).

8. Basis or Justification of Warrant issue and Equity Issue price:

- 8.1. While the Equity Shares of the Company are listed on NSE as well as on BSE, however, the Equity Shares were frequently traded on and the trading volume of Equity Shares of the Company was higher on NSE during the preceding 26 weeks prior to the Relevant Date for computation of issue price. Therefore trading volume of the Equity Shares on the NSE has been considered to determine the issue price of Warrant issue and Equity Issue.
- 8.2. In terms of the provisions Regulation 164 of SEBI ICDR Regulations the price at which Warrants and Equity Shares shall be allotted shall not be less than higher of the following:
 - 8.2.1.the average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognised stock exchange during the twenty six weeks preceding the relevant date; or
 - 8.2.2.the average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on a recognised stock exchange during the two weeks preceding the relevant date.
- 8.3. Pursuant to above, the minimum issue price determined in accordance with Regulations 164 read with Regulation 161 of Chapter V of the SEBI ICDR Regulations is ₹56.17/- (Indian Rupees Fifty Six and Seventeen Paise Only). In view of the above, the Board of the Company has fixed the Warrant Issue (i.e. the price including the Warrant Subscription Price and the Warrant Exercise Price) and Equity Issue price of ₹71.50/- (Indian Rupees Seventy One and Fifty Paise Only) which is above the minimum price as determined in compliance with the requirements of the SEBI ICDR Regulations.

9. Undertaking as to re-computation of price and lock-in of specified securities:

If applicable, the Company shall re-compute the price of the Warrants and/or the number of Equity Shares to be allotted on exercise of the Warrants and Equity Shares to be issued under Equity Issue, in terms of the provision of Regulation 166 of the SEBI ICDR Regulations or any other applicable laws, where it is required to do so. The Company further undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the Warrants / Equity Shares shall continue to be locked- in till the time such amount is paid by the proposed allottee(s).

10. Change in control, if any in the Company that would occur consequent to the preferential offer:

There shall be no change in the management or control of the Company pursuant to the proposed issue and allotment of Warrants including their conversion thereof into Equity Shares and Equity Issue.

11. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

None.

12. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not applicable.

13. Lock-in period:

- 13.1.The Warrants, Equity Shares issued pursuant to the exercise of the Warrants and Equity Shares proposed to be issued under Equity Issue shall be locked-in as prescribed under the SEBI ICDR Regulations from time to time.
- 13.2.The pre-preferential allotment shareholding of the Proposed Warrant Allottees and Proposed Equity Share Allottee, if any, in the Company shall also be subject to lock-in as per the provisions of the SEBI ICDR Regulations.

14. Listing:

The Company will make an application to NSE and BSE at which the existing Equity Shares are presently listed, for listing of the Equity Shares allotted pursuant to the Equity Issue and Equity Shares that will be issued on conversion of Warrants. Such Equity Shares, once allotted, shall rank pari passu with the then existing Equity Shares of the Company, including voting rights and dividend.

15. Auditor's Certificate:

A copy of the certificate issued by Khimji Kunverji & Co. LLP, Chartered Accountants, the Statutory Auditors of the Company, certifying that the proposed preferential issue of Warrants and Equity Shares are being made in accordance with the requirements contained in Chapter V of the SEBI ICDR Regulations, will be available electronically for inspection by the members during the meeting to be held on Friday, September 3, 2021. Relevant documents referred to in the accompanying notice and the explanatory statement will also be available for electronic inspection without any fee by the members from the date of circulation of this notice up to the date of meeting. Members seeking to inspect such documents can send an email to investor@cineline.co.in.

16. Other Disclosures/Undertaking:

16.1. The proposed allottees of the Warrants and Equity Shares has not sold any Equity Shares during the six months preceding the Relevant Date.

16.2. It is hereby confirmed that neither the Company nor its Directors and to the Company's Knowledge any of its Promoters is a wilful defaulter.

Mr. Rasesh Kanakia, Chairman, Mr. Himanshu Kanakia, Managing Director and Mrs. Hiral Kanakia, Whole Time Director are deemed to be interested in the resolution to the extent of proposed allotment of Warrants to certain members of the promoter group of the company.

Except above mentioned persons and their relatives including Mrs. Rupal Rasesh Kanakia, none of the other Directors or Key Managerial Personnel of the Company including their relatives are in anyway, concerned or interested in the resolution.

In terms of the provisions of Section 42, Section 62(1)(c) of the Act read with Rules and other applicable provisions, if any, Regulation 160 and any other applicable regulations of the SEBI ICDR Regulations the Warrant Issue and Equity Issue requires prior approval of the members / shareholders of the Company by way of a special resolution.

The Board believes that the proposed Warrant issue and Equity Issue are in the best interest of the Company and its members/shareholders and therefore recommends the special resolution as set out herein in the accompanying notice for your approval.

Pursuant to Regulation 23(4) of the SEBI Listing Regulations all related parties shall not vote on all resolutions for approval of material related party transactions, irrespective of the fact whether the entity is a related party to a particular transaction or not. However, section 188 of the Companies Act, 2013 read with relevant rules and other applicable provisions does not list down the proposed preferential issue as a related party transaction and thereby permits the related party to vote on the

transaction which are not covered under section 188(1) of the Companies Act, 2013. This notice is given accordingly in terms of the said Listing Regulations and the said provisions of the Companies Act, 2013 for consideration of the resolution and the related parties votes shall be ignored for compliance with Regulation 23(4) of the SEBI Listing Regulations but shall be taken into consideration for compliance with the provisions of the Companies Act, 2013.

By Order of the Board of Directors
For **CINELINE INDIA LIMITED**

Rasesh Kanakia
Executive Director & Chairperson of the Company
DIN:00015857

Place : Mumbai

Date : August 5, 2021

CINELINE INDIA LIMITED

Corporate Identity Number: L92142MH2002PLC135964

Registered Office Address:

Kanakia Future City,
Residential Building No.2,
CTS No.101, Village Tirandaz, Powai.
Mumbai City, Maharashtra – 400 076, India.

E-mail ID: investor@cineline.co.in

Website: www.cineline.co.in

Annexure

Details of Directors seeking appointment/re-appointment at the Annual General Meeting, Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015):

Particulars	Mr. Himanshu Kanakia
Date of Birth	01/01/1964
Date of Appointment	22/05/2002
Qualification	Engineer
Experience in Functional Area	Mr. Himanshu B. Kanakia, Managing Director is the member of the Board since incorporation and has as career spanning of around 33 years. He forms an integral part of the Company and is the energy behind the day to day management. He has contributed largely to the success of the Company with his keen focus on the management, operations and the administration of the Company. In his guidance the Kanakia Group has developed and successfully delivered more than 14 million sq. ft. of the commercial, residential, entertainment, education and industrial spaces.
Directorship in other Companies (Public Limited Companies)	NIL
Membership/ Chairmanship of Board Committees of other Companies (Includes only Audit Committee and Stakeholders Relationship Committee)	Member of Stakeholders Relationship Committee.
No. of shares held in the Company	95,11,424
Terms & Conditions of Appointment/ Re-appointment	Appointed as a Director liable to retire by rotation
Relationship with other Directors/ Manager/KMP	Brother of Mr. Rasesh Kanakia, Chairman of the Company
Remuneration	The remuneration details are given in the Corporate Governance Section of the Annual Report.

INFORMATION AND OTHER INSTRUCTIONS RELATING TO E-VOTING ARE AS UNDER:

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only post 9th June, 2021.

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode/ physical mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ul style="list-style-type: none"> If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password.
	<ul style="list-style-type: none"> After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<ul style="list-style-type: none"> Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINKINTIME, CDSL. Click on e-Voting service provider name to cast your vote.

Type of shareholders	Login Method
	<ul style="list-style-type: none"> If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.
Individual Shareholders (holding securities in demat mode) & login through their depository participants	<ul style="list-style-type: none"> You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME.	<ol style="list-style-type: none"> Open the internet browser and launch the URL: https://instavote.linkintime.co.in <ul style="list-style-type: none"> Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: - <ol style="list-style-type: none"> User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format) Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company. Shareholders/ members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter). Click “confirm” (Your password is now generated). Click on ‘Login’ under ‘SHARE HOLDER’ tab. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.

Type of shareholders	Login Method
	<p>3. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.</p> <p>4. E-voting page will appear.</p> <p>5. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).</p> <p>6. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.</p>

Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME, have forgotten the password:

- o Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- o Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on '**Submit**'.
- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:

- Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.
 - It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
 - During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22-23058542-43.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & evoting service Provider is LINKINTIME.

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs') and InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 –4918 6000.

GENERAL INSTRUCTIONS

1. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of Friday, August 27, 2021.
2. The e-voting period commences on Tuesday, August 31, 2021 (9.00 a.m. IST) and ends on Thursday, September 02, 2021 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, August 27, 2021 i.e. cut-off date, may cast their vote electronically.
3. The facility for e-voting shall also be available at the AGM. Members who have already cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote at the AGM. Only those Members who attend the AGM and have not cast their votes through remote e-voting and are otherwise not barred from doing so will be allowed to vote through the e-voting facility available at the AGM.
4. Any person, who acquires shares of the Company and becomes its Member after the sending of Notice of the AGM and holds shares as on the cutoff date for voting i.e. Friday, August 27, 2021, may obtain the login ID and password by sending a request to enotices@linkintime.co.in. However, if he/she is already registered with LIPL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
5. Mr. Dharmesh Zaveri, proprietor of M/s. D. M. Zaveri & Co., Company Secretaries (FCS No. 5418 CP. No. 4363) has been appointed as the Scrutinizer to scrutinize the remote e-voting and ensure that the voting process at the AGM is conducted in a fair and transparent manner.
6. The Scrutinizer shall after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than forty eight hours of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour/against, if any, to the Chairperson or a person authorized in writing, who shall countersign the same and declare the result of the voting forthwith.
7. The Results declared along with the Report of the Scrutinizer shall be placed on the website of the Company www.cineline.co.in and on the LIPL website <https://instavote.linkintime.co.in> and shall also be forwarded to BSE Limited (BSE) and National Stock Exchange of India Ltd (NSE).

PROCESS AND MANNER FOR ATTENDING THE NINETEENTH AGM THROUGH INSTAMEET

For a smooth experience of AGM proceedings, shareholders who are registered for the event are requested to download and install the Webex application in advance on the device that you would be using to attend the meeting by clicking on the link <https://www.webex.com/downloads.html/>. Shareholders also have an option to click on the URL provided to attend the meeting. Please read the instructions carefully and participate in the meeting. For any support, shareholders may also call the RTA on the dedicated number provided in the instructions.

Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

Select the “**Company**” and ‘**Event Date**’ and register with your following details: -

A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide Folio Number** registered with the Company.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/Company.

Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Members can login and join 1 hour prior to the schedule time of the AGM and window for joining the meeting shall be kept open till the expiry of 15 mins after the scheduled time. The Company shall provide VC/OAVM facility to Members to attend the AGM.

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

Instructions for Shareholders/Members to Speak during the AGM through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on the agm2021speakers@cineline.co.in created for the general meeting.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the Company. The Company reserves the right to restrict the number of speakers depending upon the availability of time for the AGM.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”.
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on ‘Submit’.

3. After successful login, you will see “Resolution Description” and against the same the option “**Favour/ Against**” for voting.
4. Cast your vote by selecting appropriate option i.e. “**Favour/Against**” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘**Favour/Against**’.
5. After selecting the appropriate option i.e. **Favour/Against** as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

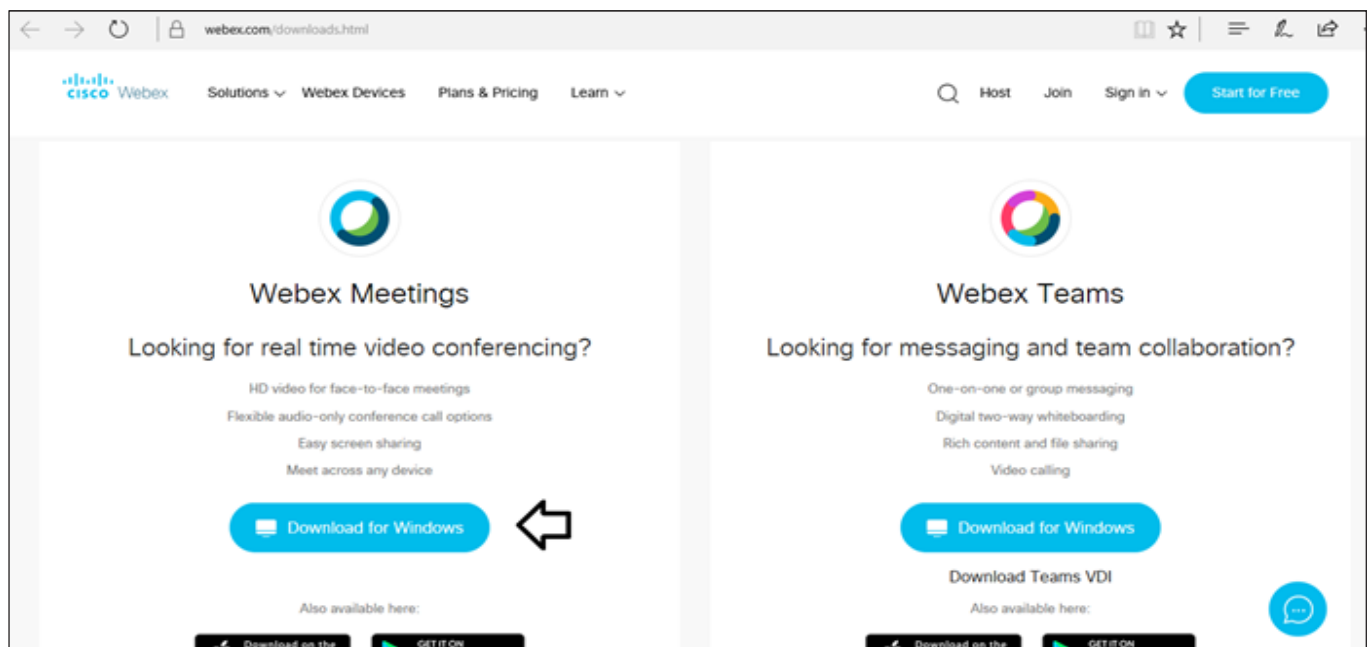
Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET

For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

- a) Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>



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Step 1
 Double-click the webexapp.msi file you downloaded

Step 2
 The Webex Meetings setup wizard will launch. Follow the instructions to set up.

Step 3
 Once installed the app will launch automatically.

To open the app double-click the Webex Meetings icon on your desktop.

What do you want to do with webexapp.msi (88.1 MB)?
 From: akamaicdn.webex.com

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Step 1
 Double-click the webexapp.msi file downloaded

Step 3
 Once installed the app will launch automatically.

To open the app double-click the Webex Meetings icon on your

Cisco Webex Meetings - InstallShield Wizard

Welcome to the InstallShield Wizard for Cisco Webex Meetings

The InstallShield(R) Wizard will install Cisco Webex Meetings on your computer. To continue, click Next.

WARNING: This program is protected by copyright law and international treaties.

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Step 1
 Double-click the webexapp.msi file downloaded

Step 3
 Once installed the app will launch automatically.

Cisco Webex Meetings - InstallShield Wizard

License Agreement

Please read the following license agreement carefully.

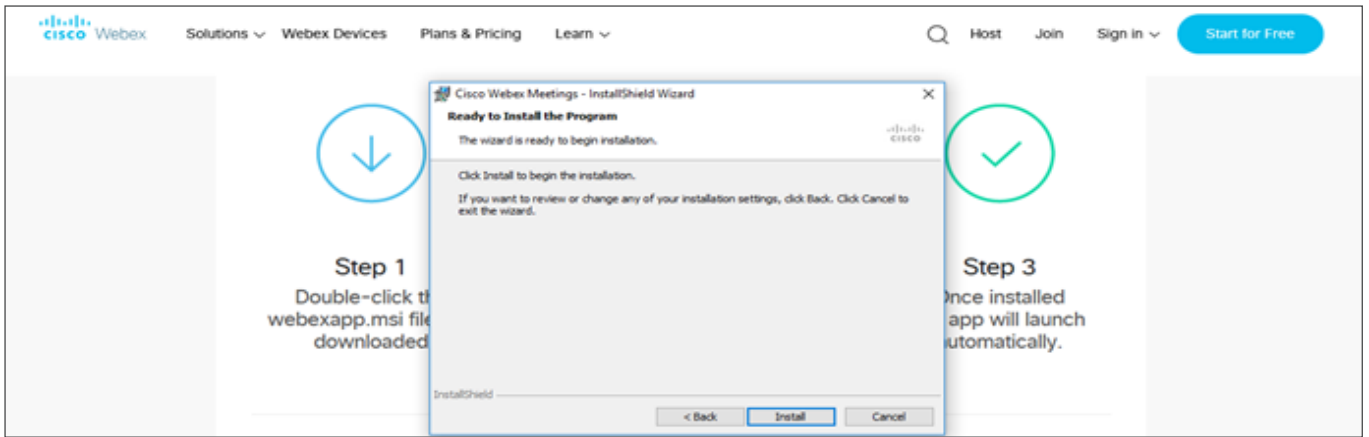
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IMPORTANT NOTICE—PLEASE READ PRIOR TO USING THIS SOFTWARE: This license agreement ("License Agreement") is a legal agreement between you (either an individual or an entity) and Cisco Webex LLC ("Webex") for the use of Webex software you may be required to download and install to use certain Webex services (such software, together with the underlying documentation if made available to you, the "Software"). By clicking on the button containing the "I accept" language, by installing the Software or by otherwise using the Software, you agree to be bound by the terms of this License Agreement. IF YOU DO NOT AGREE TO THE TERMS OF THIS LICENSE AGREEMENT, CLICK ON THE BUTTON

I accept the terms in the license agreement
 I do not accept the terms in the license agreement

InstallShield

< Back Next > Cancel



Or

b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:

Step 1	Enter your First Name, Last Name and Email ID and click on Join Now.
1 (A)	If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
1 (B)	If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or <u>Run a temporary application</u> .
	Click on <u>Run a temporary application</u> , an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now

