



**Date: - 30<sup>th</sup> November, 2020**

**National Stock Exchange of India Limited**  
Exchange Plaza, 5<sup>th</sup> Floor,

Plot No. C/1, G Block,  
Bandra Kurla Complex,  
Bandra (East), Mumbai - 400 051  
Fax: 022-26598237/38

**BSE Limited**

Corporate Relationship  
Department  
1<sup>st</sup> 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 Eighteenth 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 18<sup>th</sup> Annual General Meeting (AGM) of the Company which is scheduled to be held on Tuesday, 22<sup>nd</sup> December, 2020 at 11:45 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](http://www.cineline.co.in).

Kindly take the above on record.

Thanking You,  
Yours faithfully,  
**For Cineline India Limited**

**Rashmi 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: 400 059. Tel: 91-22-6726 6666 Fax: 91-22-6693 7777  
Email Id: [investor@cineline.co.in](mailto:investor@cineline.co.in) Website: [www.cineline.co.in](http://www.cineline.co.in)

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### NOTICE

Notice is hereby given that the Eighteenth Annual General Meeting of the members of the Company will be held on Tuesday, 22nd December, 2020, at 11:45 A.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), 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, 2020 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 Mrs. Hiral Kanakia (DIN: 00015924) who retires by rotation and being eligible, offers herself for re-appointment.

#### SPECIAL BUSINESS

##### Item No. 3: Re-appointment of Mr. Rasesh Kanakia (DIN: 00015857) as Executive Chairman of the Company.

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 Sections 196, 197, and 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and Rules made thereunder including the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, Articles of Association of the Company, (including any statutory modifications or re-enactment thereof for the time being in force), subject to necessary approvals, if any, the consent of Members of the Company be and is hereby accorded for the re-appointment of Mr. Rasesh Kanakia (DIN: 00015857) as Executive, Chairman of the Company for a period of 5 (five) years effective from expiry of his present term ending on April 30, 2021 such that his new term shall commence from May 1, 2021 and end on April 30, 2026, on the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting (including the remuneration to be paid in the event of loss or inadequacy of Profits in any financial year during the tenure of his appointment), with the liberty and powers to the Board of Directors to increase, alter and vary the salary, commission and perquisites and other terms in such manner as the Board in its absolute discretion deems fit and is acceptable to Mr. Rasesh Kanakia within the limits specified in Section 197 and Schedule V to the Companies Act, 2013 or any amendments, modifications, re-enactments thereof in force from time to time in this behalf.

**RESOLVED FURTHER THAT** the Board of the Company, be and is hereby authorized to do all such acts, deeds and action as it may, in its absolute discretion, consider necessary, expedient, usual, proper or incidental for giving effect to this Resolution, enter into agreement or issue letter if necessary, and to settle questions, remove any difficulty or doubt that may arise from time to time and to take such action or give such directions as may be necessary or desirable and to obtain any approvals, permissions or sanctions which may be necessary or desirable, as it may think fit."

##### Item No. 4: Re-appointment of Mr. Himanshu Kanakia (DIN: 00015908) as Executive Managing Director of the Company.

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 Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and Rules made thereunder including the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, Articles of Association of the Company, (including any statutory modifications or re-enactment thereof for the

time being in force), subject to necessary approvals, if any, the consent of Members of the Company be and is hereby accorded for the re-appointment of Mr. Himanshu Kanakia (DIN: 00015908) as Executive, Managing Director of the Company for a period of 5 (five) years effective from expiry of his present term ending on April 30, 2021 such that his new term shall commence from May 1, 2021 and end on April 30, 2026, on the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting (including the remuneration to be paid in the event of loss or inadequacy of Profits in any financial year during the tenure of his appointment), with the liberty and powers to the Board of Directors to increase, alter and vary the salary, commission and perquisites and other terms in such manner as the Board in its absolute discretion deems fit and is acceptable to Mr. Himanshu Kanakia within the limits specified in Section 197 and Schedule V to the Companies Act, 2013 or any amendments, modifications, re-enactments thereof in force from time to time in this behalf.

**RESOLVED FURTHER THAT** the Board of the Company, be and is hereby authorized to do all such acts, deeds and action as it may, in its absolute discretion, consider necessary, expedient, usual, proper or incidental for giving effect to this Resolution, enter into agreement or issue letter if necessary, and to settle questions, remove any difficulty or doubt that may arise from time to time and to take such action or give such directions as may be necessary or desirable and to obtain any approvals, permissions or sanctions which may be necessary or desirable, as it may think fit.”

**Item No. 5: To approve acquisition by Company’s Wholly Owned Subsidiary i.e. “Transquare Realty Private Limited”.**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 188(1) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 {including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force} and the provisions of the Memorandum and Articles of Association of the Company and subject to the approvals, consents and permissions as may be necessary from the concerned statutory authorities and subject to such terms and conditions as may be imposed by them, and which may be agreed to by the Board of Directors of the Company [the “Board”, which expression shall also include its Authorised Representative(s)], the consent of the Members of the Company be and is hereby accorded for acquisition of 100% equity shares of R&H Spaces Private Limited by Company’s Wholly Owned Subsidiary “Transquare Realty Private Limited” from Kanakia Hotels and Resorts Private Limited, for a consideration of an amount not exceeding Rs. 94 crores (Rupees Ninety Four Crores Only), including adjustments, if any, on such terms and conditions, as may be mutually agreed in the Share Purchase Agreement to be executed between Transquare Realty Private Limited, Kanakia Hotels and Resorts Private Limited and R&H Spaces Private Limited;

**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.”

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Director or Authorised Representative(s) of the Company in order to give effect to this resolution;

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolution be and are hereby approved and confirmed.”

**Item No. 6: To approve material related party transaction undertaken by Wholly Owned Subsidiary Company.**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** 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 of the Company be and is hereby accorded to the material related party transaction for acquisition of 100% equity shares of R&H Spaces Private Limited by Company’s Wholly Owned Subsidiary “Transquare Realty Private Limited” (“Proposed Acquisition”) from Kanakia Hotels & Resorts Private Limited (CIN No. U55206MH2007PTC168670), a ‘Related Party’ of the Company as per the provisions of Regulation 2(1)(zb) of SEBI LODR, for a consideration of an amount not exceeding Rs. 94 crores (Rupees Ninety Four Crores Only), including adjustments, if any, on such terms and conditions, as may be mutually agreed in the Share Purchase Agreement to be executed between Transquare Realty Private Limited, Kanakia Hotels and Resorts Private Limited and R&H Spaces Private Limited;

**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.”

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Director or Authorised Representative(s) of the Company in order to give effect to this resolution;

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolution be and are hereby approved and confirmed.”

**Item No. 7: To give loan, guarantees, provide securities and make investments in Wholly Owned Subsidiary.**

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

**“RESOLVED THAT** pursuant to Section 186 of the Companies Act, 2013 (hereinafter referred to as “the Act”), if and to the extent applicable, and other applicable provisions of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in continuation of approval given by the members of the Company in their 17th Annual General Meeting held on 26th September 2019, consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board” which term shall include any Committee thereof) to enter into any and all transactions/contracts/arrangements with Transquare Realty Private Limited, a subsidiary of the Company and a ‘related party’ as defined in Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, relating to making of loan(s) to, and/or giving of guarantee(s) or providing security(ies) on behalf of Transquare Realty Private Limited and/or making of investments in the securities of Transquare Realty Private Limited and the purchase from and/or sale to it of any securities and/ or providing/availing of services by the Company, on such terms and conditions as the Board in its absolute discretion may deem fit, subject to the amount/value of all such transactions/contracts/ arrangements that may be entered into by the Company with Transquare Realty Private Limited and remaining outstanding at any point of time shall not exceed Rs. 100 Crores (Rupees Hundred Crores Only).”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give full effect to the above resolution and matters connected therewith or incidental thereto.”

**Item No. 8: To give loan, guarantees, provide securities and make investments in related party.**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “the Listing Regulations”), as amended, and Section 186 and 188 of the Companies Act, 2013 (hereinafter referred to as “the Act”), if and to the extent applicable, and other applicable provisions of the Act read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board” which term shall include any Committee thereof) to enter into any and all transactions/contracts/arrangements with R&H Spaces Private Limited, a ‘related party’ as defined in Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, relating to making of loan(s) to, and/or giving of guarantee(s) or providing security(ies) on behalf of R&H Spaces Private Limited and/or making of investments in the securities of R&H Spaces Private Limited and the purchase from and/or sale to it of any securities and/or providing/availing of services by the Company, on such terms and conditions as the Board in its absolute discretion may deem fit, subject to the amount/value of all such transactions/contracts/ arrangements that may be entered into by the Company with R&H Spaces Private Limited and remaining outstanding at any point of time shall not exceed Rs. 140 Crores (Rupees One Hundred Forty Crores Only).”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give full effect to the above resolution and matters connected therewith or incidental thereto.”

**Item No. 9: Approval of loans, guarantee or security under section 185 of Companies act, 2013**

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

**“RESOLVED THAT** pursuant to the provisions of Section 185 and all other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Amendment) Act, 2017 and Rules made thereunder, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and subject to such other consents, permissions, approvals, as may be required in that behalf, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity which is a subsidiary or associate or joint venture of the Company or any other person in whom any of the Directors of the Company is interested/deemed to be interested, up to 250 crores (Rupees Two Hundred and Fifty Crores only), subject to the limits approved by the shareholders of the Company u/s 186 of the Companies Act, 2013, from time to time, in their absolute discretion as may be deemed beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution the Board of Directors of the Company be and is hereby authorized, to approve, decide, vary or modify the terms and conditions applicable for the aforesaid loan, Investment , Corporate Guarantee and to do all such acts, deeds, matters and things as they may, in their absolute discretion deem necessary, desirable or expedient and things in connection therewith and incidental thereto as the Board in its absolute discretion deem fit without being required to seek any further consent or approval of the members 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 and further authorized to file necessary returns/ forms with the Registrar of Companies and to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this Resolution.”

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

**Rasesh Kanakia**  
Chairman  
DIN:00015857

**Place : Mumbai**  
**Date : 27th, November, 2020**

**Registered Office**  
215 Atrium, 10th Floor, Opp. Divine School,  
J.B. Nagar, Andheri Kurla Road, Andheri- East, Mumbai- 400059  
Website: [www.cineline.co.in](http://www.cineline.co.in)  
CIN No: L92142MH2002PLC135964  
Email: [investor@cineline.co.in](mailto:investor@cineline.co.in)  
Tel No: 022-6726 6666  
Fax No: 022-6693 7777

**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”) vide its General Circular No. 20/2020 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 (collectively referred to as MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide circular dated 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](mailto:investor@cineline.co.in) not less than 48 (forty eight) hours before the commencement of the AGM i.e. by 11:45 A.M. on 20th December 2020.

- 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 to 9 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, 20th November, 2020 (cut-off date for receiving Notice and Annual Report), shall be entitled for receiving of the Annual Report for the period 2019-20, 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, 20th November, 2020, 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](mailto:rnt.helpdesk@linkintime.co.in).
8. **Communication:** Notice of the AGM and the Annual Report for the Financial Year 2019-20 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 2019-20 along with Notice of the AGM is available at the website of the Company at [www.cineline.co.in](http://www.cineline.co.in) and website of the Stock Exchanges i.e. National Stock Exchange Limited of India at [www.nseindia.com](http://www.nseindia.com) and BSE Limited at [www.bseindia.com](http://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](http://www.linkintime.co.in)  
Email: [rnt.helpdesk@linkintime.co.in](mailto: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. Tuesday, 15th December, 2020.
17. Any person who is not a Member as on the cut-off date i.e. 15th December, 2020 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](mailto:investor@cineline.co.in) or +91-22-6726 7777.
- 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](mailto: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](mailto:instameet@linkintime.co.in) or call on +91 (022) 4918 6175.

## EXPLANATORY STATEMENT

(Pursuant to section 102 of the Companies Act, 2013)

As required by section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the business mentioned under Item No. 3 to 10 of the accompanying Notice:

### Item No. 3: Re-appointment of Mr. Rasesh Kanakia (DIN: 00015857) as Executive Chairman of the Company.

Mr. Rasesh Kanakia, Executive Chairman of the Company will complete his present term on April 30, 2021. The Board of Directors in the meeting held on November 11, 2020, on the recommendation of the Nomination and Remuneration Committee, recommended for the approval of the Members, the re-appointment of Mr. Rasesh Kanakia as Executive Chairman of the Company, as set out in the Resolution relating to his re-appointment. The principal terms and conditions of appointment of Mr. Rasesh Kanakia (herein after referred to as an "Executive Chairman") are as follows:

#### A. TENURE OF APPOINTMENT:

The appointment of the Executive Chairman is for a period of five years with effect from May 1, 2021.

#### B. NATURE OF DUTIES:

The Executive Chairman shall devote his whole time and attention to the business of the Company and shall perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of one or more of its associated companies and / or subsidiaries, including performing duties as assigned to the Executive Chairman from time to time by serving on the Boards of such associated companies and / or subsidiaries or any other executive body or any committee of such a company.

#### C. REMUNERATION:

##### I. Basic Salary:

Current Basic Salary of up to Rs. 2,00,000/- (Rupees Two Lakh Only) per month in the range of Rs. 1,25,000/- to Rs. 2,00,000/-. The annual increments which will be effective from 1st April each year, will be decided by the Board based on the recommendations of the Nomination and Remuneration Committee ("NRC") or by the NRC on authority of the Board and will be performance-based and take into account the Company's performance as well, provided that the total remuneration shall not exceed the limits specified under the Companies Act, 2013.

##### II. Benefits, Perquisites & Allowances:

- a. Housing Allowances: As per the rules of the Company.
- b. Medical Reimbursement incurred for himself and his family: As per the rules of the Company.
- c. Personal accident / Medical Insurance: As may be decided by the Board/Nomination and Remuneration Committee.
- d. Leave Travel Assistance: As per the rules of the Company.
- e. Provident Fund, Gratuity: Company's contribution to the Provident Fund and payment of gratuity shall be as per the rules of the Company.
- f. Club Memberships: Subscription or reimbursement of membership fees (including admission and life membership) for two clubs in India and/or abroad.
- g. Leave/Leave Encashment: As per the rules of the Company.
- h. Personal Accident Insurance: As may be decided by the Board/Nomination and Remuneration Committee.
- i. Benefits, if any, assigned under Keyman Insurance Policy.
- j. Other Allowances: As may be decided by the Board/ Nomination and Remuneration Committee from time to time, subject to the provisions of the Companies Act, 2013 and Schedule V thereto.

##### Explanation:

Perquisites shall be evaluated as per Income-tax Rules, wherever applicable and in the absence of any such rule, perquisites shall be evaluated at actual cost.

##### III. Commission/Performance Bonus:

An amount as may be decided by the Board of Directors, on the recommendations of the Nomination and Remuneration Committee, from year to year.



#### **IV. Amenities:**

- a. Conveyance Facilities: The Company shall provide car with chauffeur.
- b. Communication facilities: The Company shall provide telephone, cellular phone, telefax, internet and other communication facilities at the Director's residence.
- c. Mr. Rasesh Kanakia shall be entitled to the expenses actually incurred on traveling and board and lodging for self and also for spouse and attendant, if required, accompanying him during domestic and overseas business trips.

#### **Explanation:**

The amenities shall not be included for the purposes of computation of the Chairman's remuneration as aforesaid.

#### **D. MINIMUM REMUNERATION:**

Notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of the Executive Chairman, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Salary, Benefits, Perquisites, Allowances and Commission subject to further approvals as required under Schedule V of the Companies Act, 2013, or any modification(s) thereto.

#### **E. OTHER TERMS OF APPOINTMENT:**

- a. The Executive Chairman shall not become interested or otherwise concerned, directly or through his spouse and / or children, in any selling agency of the Company.
- b. The terms and conditions of the appointment of the Executive Chairman may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the Executive Chairman, subject to such approvals as may be required.
- c. The Agreement may be terminated by either party by giving to the other party six months' notice of such termination or the Company paying six months' remuneration in lieu thereof.
- d. The employment of the Executive Chairman may be terminated by the Company without notice or payment in lieu of notice:
  - if the Executive Chairman is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company to which he is required to render services; or
  - in the event of any serious repeated or continuing breach (after prior warning) or non-observance by the Executive Chairman of any of the stipulations contained in the Agreement;
- e. Upon the termination by whatever means of the Executive Chairman's employment:
  - the Executive Chairman shall immediately cease to hold offices held by him in any holding company, subsidiaries or associated companies without claim for compensation for loss of office by virtue of Section 167(1)(h) of the Act and shall resign as trustee of any trusts connected with the Company;
  - the Executive Chairman shall not without the consent of the Company, at any time thereafter represent himself as connected with the Company or any of the subsidiaries or associated companies.
- f. All Personnel Policies of the Company and the related Rules which are applicable to other employees of the Company shall also be applicable to the Executive Chairman, unless specifically provided otherwise.
- g. The terms and conditions of appointment of the Executive Chairman also include clauses pertaining to adherence with the Company's Code of Conduct, non-solicitation and maintenance of confidentiality.
- h. If and when the Agreement expires or is terminated for any reason whatsoever, the Executive Chairman will cease to be the Executive Chairman, and also cease to be a Director. If at any time, the Executive Chairman ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the Executive Chairman, and the Agreement shall forthwith terminate. If at any time, the Executive Chairman ceases to be in the employment of the Company for any reason whatsoever, he shall cease to be a Director and Executive Chairman of the Company.

Requisite Notice under Section 160 of the Act proposing the re-appointment of Mr. Rasesh Kanakia has been received by the Company, and consent has been filed by Mr. Rasesh Kanakia pursuant to Section 152 of the Act. Also Mr. Rasesh Kanakia is not disqualified from being appointed as Director in terms of applicable provision of section 164 of the Act.

The Directors are of the view that the appointment of Mr. Rasesh Kanakia as Executive Chairman will be beneficial to the operations of the Company and the remuneration payable to him is commensurate with his abilities and experience and accordingly commend the Resolutions at Item Nos. 3 of the accompanying Notice for approval by the Members of the Company by way of Special Resolution.

In compliance with the provisions of Sections 196, 197 and other applicable provisions of the Act, read with Schedule V to the Act, the terms of remuneration specified above are now being placed before the Members for their approval. The brief profile of Mr. Rasesh Kanakia is given in the annexure and forms part of this Notice.

The Resolution and Explanatory Statement should be considered as disclosure and information under applicable statutory provisions including that of the written memorandum pursuant to section 190 of the Act.

Mr. Rasesh Kanakia, Mr. Himanshu Kanakia and Mrs. Hiral Kanakia, who are related to each other, are deemed interested in the said resolution No. 3.

None of the other Directors or Key Managerial Persons and their relatives, are deemed to be interested in the said resolution No. 3.

**Item No. 4: Re-appointment of Mr. Himanshu Kanakia (DIN: 00015908) as Executive Managing Director of the Company.**

Mr. Himanshu Kanakia, Executive Managing Director of the Company will complete his present term on April 30, 2021. The Board of Directors in the meeting held on November 11, 2020, on the recommendation of the Nomination and Remuneration Committee, recommended for the approval of the Members, the re-appointment of Mr. Himanshu Kanakia as Executive Managing Director of the Company, as set out in the Resolution relating to his re-appointment. The principal terms and conditions of appointment of Mr. Himanshu Kanakia (herein after referred to as an "Executive Managing Director") are as follows:

**A. TENURE OF APPOINTMENT:**

The appointment of the Executive Managing Director is for a period of five years with effect from May 1, 2021.

**B. NATURE OF DUTIES:**

The Executive Managing Director shall devote his whole time and attention to the business of the Company and shall perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of one or more of its associated companies and / or subsidiaries, including performing duties as assigned to the Executive Managing Director from time to time by serving on the Boards of such associated companies and / or subsidiaries or any other executive body or any committee of such a company.

**C. REMUNERATION:**

**I. Basic Salary:**

Current Basic Salary of up to Rs. 2,00,000/- (Rupees Two Lakh Only) per month in the range of Rs. 1,25,000/- to Rs. 2,00,000/-. The annual increments which will be effective from 1st April each year, will be decided by the Board based on the recommendations of the Nomination and Remuneration Committee ("NRC") or by the NRC on authority of the Board and will be performance-based and take into account the Company's performance as well, provided that the total remuneration shall not exceed the limits specified under the Companies Act, 2013.

**II. Benefits, Perquisites & Allowances:**

- a. Housing Allowances: As per the rules of the Company.
- b. Medical Reimbursement incurred for himself and his family: As per the rules of the Company.
- c. Personal accident / Medical Insurance: As may be decided by the Board/Nomination and Remuneration Committee.
- d. Leave Travel Assistance: As per the rules of the Company.
- e. Provident Fund, Gratuity: Company's contribution to the Provident Fund and payment of gratuity shall be as per the rules of the Company.
- f. Club Memberships: Subscription or reimbursement of membership fees (including admission and life membership) for two clubs in India and/or abroad.
- g. Leave/Leave Encashment: As per the rules of the Company.
- h. Personal Accident Insurance: As may be decided by the Board/Nomination and Remuneration Committee.
- i. Benefits, if any, assigned under Keyman Insurance Policy.
- j. Other Allowances: As may be decided by the Board/ Nomination and Remuneration Committee from time to time, subject to the provisions of the Companies Act, 2013 and Schedule V thereto.

**Explanation:**

Perquisites shall be evaluated as per Income-tax Rules, wherever applicable and in the absence of any such rule, perquisites shall be evaluated at actual cost.

**V. Commission/Performance Bonus:**

An amount as may be decided by the Board of Directors, on the recommendations of the Nomination and Remuneration Committee, from year to year.

**VI. Amenities:**

- a. Conveyance Facilities: The Company shall provide car with chauffeur.
- b. Communication facilities: The Company shall provide telephone, cellular phone, telefax, internet and other communication facilities at the Director's residence.
- c. Mr. Himanshu Kanakia shall be entitled to the expenses actually incurred on traveling and board and lodging for self and also for spouse and attendant, if required, accompanying him during domestic and overseas business trips.

**Explanation:**

The amenities shall not be included for the purposes of computation of the Managing Director's remuneration as aforesaid.

**D. MINIMUM REMUNERATION:**

Notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of the Executive Managing Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Salary, Benefits, Perquisites, Allowances and Commission subject to further approvals as required under Schedule V of the Companies Act, 2013, or any modification(s) thereto.

**E. OTHER TERMS OF APPOINTMENT:**

- a. The Executive Managing Director shall not become interested or otherwise concerned, directly or through his spouse and / or children, in any selling agency of the Company.
- b. The terms and conditions of the appointment of the Executive Managing Director may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the Executive Managing Director, subject to such approvals as may be required.
- c. The Agreement may be terminated by either party by giving to the other party six months' notice of such termination or the Company paying six months' remuneration in lieu thereof.
- d. The employment of the Executive Managing Director may be terminated by the Company without notice or payment in lieu of notice:
  - if the Executive Managing Director is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company to which he is required to render services; or
  - in the event of any serious repeated or continuing breach (after prior warning) or non-observance by the Executive Managing Director of any of the stipulations contained in the Agreement;
- e. Upon the termination by whatever means of the Executive Managing Director's employment:
  - the Executive Managing Director shall immediately cease to hold offices held by him in any holding company, subsidiaries or associated companies without claim for compensation for loss of office by virtue of Section 167(1) (h) of the Act and shall resign as trustee of any trusts connected with the Company;
  - the Executive Managing Director shall not without the consent of the Company, at any time thereafter represent himself as connected with the Company or any of the subsidiaries or associated companies.
- f. All Personnel Policies of the Company and the related Rules which are applicable to other employees of the Company shall also be applicable to the Executive Managing Director, unless specifically provided otherwise.

- g. The terms and conditions of appointment of the Executive Managing Director also include clauses pertaining to adherence with the Company's Code of Conduct, non-solicitation and maintenance of confidentiality.
- h. If and when the Agreement expires or is terminated for any reason whatsoever, the Executive Managing Director will cease to be the Executive Managing Director, and also cease to be a Director. If at any time, the Executive Managing Director ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the Executive Managing Director, and the Agreement shall forthwith terminate. If at any time, the Executive Managing Director ceases to be in the employment of the Company for any reason whatsoever, he shall cease to be a Director and Executive Managing Director of the Company.

Requisite Notice under Section 160 of the Act proposing the re-appointment of Mr. Himanshu Kanakia has been received by the Company, and consent has been filed by Mr. Himanshu Kanakia pursuant to Section 152 of the Act. Also Mr. Himanshu Kanakia is not disqualified from being appointed as Director in terms of applicable provision of section 164 of the Act.

The Directors are of the view that the appointment of Mr. Himanshu Kanakia as Executive Managing Director will be beneficial to the operations of the Company and the remuneration payable to him is commensurate with his abilities and experience and accordingly commend the Resolutions at Item Nos. 4 of the accompanying Notice for approval by the Members of the Company by way of Special Resolution.

In compliance with the provisions of Sections 196, 197 and other applicable provisions of the Act, read with Schedule V to the Act, the terms of remuneration specified above are now being placed before the Members for their approval. The brief profile of Mr. Himanshu Kanakia is given in the annexure and forms part of this Notice.

The Resolution and Explanatory Statement should be considered as disclosure and information under applicable statutory provisions including that of the written memorandum pursuant to section 190 of the Act.

Mr. Rasesh Kanakia, Mr. Himanshu Kanakia and Mrs. Hiral Kanakia, who are related to each other, are deemed interested in the said resolution No. 4.

None of the other Directors or Key Managerial Persons and their relatives, are deemed to be interested in the said resolution No. 4.

#### **Item No. 5 & 6: To approve material related party transaction.**

R&H Spaces Private Limited ("RHSPL") is engaged in the business of owning and operating a hotel and owns one hotel property operated under the brand name Hyatt Centric at Candolim, Goa. The Board of Directors of the wholly-owned subsidiary, i.e. Transquare Realty Private Limited at their meeting held on 27th November, 2020 had evaluated the proposal to acquire 100% equity shares of RHSPL by its Wholly Owned Subsidiary "Transquare Realty Private Limited" from Kanakia Hotels & Resorts Private Limited ("KHRPL") and had appointed (i) HVS ANAROCK Hotel Advisory Services Pvt Ltd, a valuation firm specializing in valuation of hotels and (ii) R V Shah & Associates, Chartered Accountants for providing their opinion on valuation of the hotel property and RHSPL. Further, the Company at its meeting held on 27th November, 2020 also took note of the same of the proposed acquisition transaction. KHRPL 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, hence despite the transaction not being executed by the Company (but by the wholly-owned subsidiary of the Company), it was proposed to obtain all approvals as required as material related party transaction as per Regulation 23(1) of SEBI LODR.

Accordingly, subject to the approval of the Members of the Company, the Board of Directors of the Company has on 27th November, 2020 approved the acquisition of 100% equity shares of RHSPL by Company's Wholly Owned Subsidiary "Transquare Realty Private Limited" ("Proposed Transaction") from KHRPL, a 'Related Party' of the Company as per the provisions of Regulation 2(1)(zb) of SEBI LODR, for a equity value consideration of an amount not exceeding Rs. 96 crores (Rupees Ninety Six Crores Only), including adjustments, if any, on such terms and conditions, as may be mutually agreed in the Share Purchase Agreement to be executed between Transquare Realty Private Limited, KSRPL and RHSPL. The Proposed Acquisition of 100% equity shares of RHSPL would be funded by the Company by deploying its internal resources and shall not require any outside financial support/debt for completing this acquisition.. The Company has, inter alia, obtained and relied upon the valuation report of HVS ANAROCK Hotel Advisory Services Pvt. Ltd. alongwith R V Shah & Associates, Chartered Accountants.

Further, in accordance with the provisions of Section 188(1)(b) of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Second Amendment Rules, 2019, prior approval of the Members by way of an Ordinary Resolution is sought to be obtained for entering into any transaction between the wholly-owned subsidiary and related parties for 'selling or otherwise disposing of, or buying, property of any kind' where the amount involved exceeds 10 percent or more of the net worth of the Company.

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 exceed ten percent (10%) of the annual consolidated turnover of the company as per the last audited financial statements of the company.

As the aggregate value of the consideration to be paid by the wholly Owned Subsidiary of the Company for acquisition of 100% equity shares of RHSPL exceeds 10% of the net worth of the Company, prior approval of the Members of the Company is being sought for the same by way of an Ordinary Resolution. The Members of the Company are requested to take note that the Proposed Acquisition of 100% equity shares of RHSPL is well within the limits specified under Section 186 of the Companies Act, 2013.

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 Hotel & Resorts Private Limited (KHRPL)
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	The acquisition of 100% equity shares of RHSPL by Company's Wholly Owned Subsidiary "Transquare Realty Private Limited" on arm's length basis.
Material terms of the transaction:	<p>The acquisition of 100% equity shares of RHSPL by Company's Wholly Owned Subsidiary "Transquare Realty Private Limited" from KHRPL, for a consideration of an amount not exceeding Rs. 94 crores (Rupees Ninety Four Crores Only), including adjustments, if any, on such terms and conditions as may be specified in the draft Share Purchase Agreement to be executed between Transquare Realty Private Limited, KHRPL and RHSPL.</p> <p>Subject to the approval of shareholders of the Company, the enterprise value of RHSPL as agreed between the wholly-owned subsidiary of the Company and the existing shareholders of RHSPL is Rs. 334 Crores (Rupees Three Hundred and Thirty Four Crores Only).</p> <p>The final equity value of shares to be acquired shall be based on the acquisition date net debt position. It is currently estimated that the equity value of 100% of RHSPL shall be Rs. 94 crores (Rupees Ninety Four Crores Only).</p> <p>Over and above the equity value being paid to the selling shareholders of RHSPL, post acquisition of RHSPL the Company plans to infuse a further sum of upto INR 140 crores (Rupees One Hundred and Forty Crores Only) into RHSPL towards repayment of certain secured and unsecured debt, as well as for working capital as and when required. The existing shareholders/beneficiaries of RHSPL (also being promoters and promoter group of the Company) have infused unsecured loan into RHSPL which is proposed to be repaid by the said infusion from the Company.</p>

A copy of the draft Share Purchase Agreement will be available for inspection by the members, free of cost, at the Registered Office of the Company during business hours on all working days during business hours up to the date of 18th AGM of the Company.

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. 5 & 6 of the accompanying notice for the approval of members of the Company.

**Item No. 7: To give loan, guarantees, provide securities and make investments in Wholly Owned Subsidiary.**

The Company has been making investments in, giving loans and guarantees to and providing securities in connection with loans to various persons and bodies corporate (including its subsidiary) from time to time, in compliance with the applicable provisions of the Act. The Company has already obtained approval from shareholders in their 17th AGM held on 26th September 2019 by way of special resolution for an amount not exceeding Rs. 500 Crores (Rupees Five Hundred Crores only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

Pursuant to the provisions of section 186(3) of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of shareholders / members by way of special resolution passed at the General Meeting in case the amount of investment, loan, guarantee or security proposed to be made is more than the higher of sixty percent of the paid up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account, In view of proposed transactions to be entered into with its wholly owned subsidiary Company and in line with the approval of the shareholders accorded under section 186 of the Act & as an abundant caution, the Board at its meeting held on 27th November, 2020 decided to seek approval of the shareholders pursuant to the provisions of Section 186 of the Act to advance any loan including any loan or give guarantee or provide any security in connection with any loans / debentures / bonds etc. raised by its wholly owned subsidiary Company up to an aggregate amount not exceeding Rs. 100 crores (Rupees Hundred Crores Only). This will also enable the Company to provide the requisite corporate guarantee or security in relation to raising of loans / debentures / bonds etc. by the said wholly owned subsidiary Company, as and when it is raised.

The Directors recommend the Item No. 7 of the Notice for consent and approval by the shareholders by way of a special resolution.

Directors, Key Managerial Personnel and their relatives who are members of the Company, may be deemed to be concerned or interested in the Item No. 7 of the accompanying notice to the extent of their respective shareholding in the Company to the same extent as that of every other member of the Company.

**Item No. 8: To give loan, guarantees, provide securities and make investments in related party.**

Pursuant to the Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "the Listing Regulations"), all related party transactions shall require prior approval of the Audit Committee and all material transactions with related parties shall also require approval of the members of a public listed company through a resolution and the concerned related parties shall abstain from voting on such resolution. Additionally, as per the provisions of Section 188 of the Companies Act, 2013 (hereinafter referred to as "the Act") read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), all related party transactions beyond the thresholds mentioned in sub-rule (3)(a) of the said Rule 15, shall require prior approval of the members at a general meeting.

"Material Related Party Transaction" under the Listing Regulations means any transaction(s) entered into individually or taken together with previous transactions during a financial year exceeding 10% of the annual consolidated turnover of a listed company as per its last audited financial statements. Accordingly, any transaction(s) by the Company with its related party exceeding 10% of the Company's annual consolidated turnover shall be considered as material transaction and hence, prior approval of the Members will be required for the same.

The Company propose to make investments and/or lends funds in/to R&H Spaces Private Limited up to an aggregate amount not exceeding Rs. 140 crores (Rupees One Hundred and Forty Crores Only) as and when they require funds for their business activities/working capital needs and in view of the same, it is proposed to obtain Members' approval. This infusion of funds shall occur post acquisition of 100% equity shares of RHSP by Transquare Realty Private Limited.

R&H Spaces Private Limited is Company registered under the applicable laws of India and is engaged in the business of owning and running hotels. R&H Spaces Private Limited owns a hotel property operated under the brand name Hyatt Centric at Candolim, Goa.

The above transactions, which are enabling in nature, have been approved by the Audit Committee of the Board of the Company at their meeting held on 27th November, 2020, in terms of the requirements of Regulation 23(3) of the Listing Regulations.

The Board recommends passing of the Ordinary Resolutions set out at item nos. 8 of the Notice.

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

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.

**Item No. 9: Approval of loans, investments, guarantee or security under section 185 of Companies act, 2013**

Pursuant to the provisions of Section 186 of the Companies Act, 2013 ('Act'), the shareholders of the Company on 26th September, 2019, at 17th Annual General Meeting, accorded approval to give loans or to give guarantee(ies) or to provide security(ies) or to make investment(s) upto an aggregate amount not exceeding Rs. 500 crore (Rupees Five Hundred Crore Only).

As per the provisions of Section 185 of the Companies Act, 2013, no company shall, directly or indirectly, advance any loan including any loan represented by a book debt, to any of its Directors or to any other person in whom the Director is interested or give any guarantee or provide any security in connection with any loan taken by him or such other person. However, in order to promote ease of doing business, the provision of Section 185 of the Companies Act, 2013 has been substituted vide Companies (Amendment) Act, 2017 and the same was notified by the Ministry of Corporate Affairs on 7th May, 2018. In terms of the amended Section 185 of the Act, a company may advance any loan, including any loan represented by a book debt, to any person in whom any of the Directors of the Company is interested or give any guarantee or provide any security in connection with any loan taken by any such person, subject to the condition that approval of the shareholders of the Company is obtained by way of passing a Special Resolution and requisite disclosures are made in the Explanatory Statement.

The Company's subsidiary(ies) / associates / JV Companies explore various options to raise funds through loan / issuance of debentures / bonds etc. which may be backed by corporate guarantee of the Company. The proceeds raised by the subsidiary(ies) / associates / JV Companies of the Company would be utilized for their principal business activities. Further, the management is of the view that the Company may be required to invest surplus funds, if available in its wholly owned subsidiary Companies or to any other body corporate(s) in which the Directors of the Company are interested, as and when required. Hence, as an abundant caution, the Board decided to seek approval of the shareholders pursuant to the amended provisions of Section 185 of the Act to advance any loan, including any loan represented by book debt, to its subsidiary company(ies) (Indian or overseas) or other body corporate(s) in whom any of the Directors of the Company is interested or to give guarantee or provide any security in connection with any loans/ debentures / bonds etc. raised by its subsidiary company(ies) or other body corporate(s) in whom any of the Directors of the Company is interested up to an aggregate amount not exceeding Rs. 250 crores. (Rupees Two Hundred and Fifty Crores) subject to the limits as approved by the shareholder of the Company under Section 186 of the Company Act, 2013.

The members may note that board of directors would carefully evaluate proposals and provide such loan, guarantee or security proposals through deployment of funds out of internal resources / accruals and / or any other appropriate sources, from time to time, only for principal business activities its subsidiary company(ies) or other body corporate(s) in whom any of the Directors of the Company is interested.

Hence, in order to enable the company to advance loan to Subsidiaries/ Joint Ventures /associates/ other Companies/ Firms in which Directors are interested directly or indirectly under section 185 of the Companies Act, 2013 requires approval of members by a Special Resolution.

The Board of Directors Recommend the Special Resolution set out at item no. 9 of the Notice for approval by the members.

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

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

**Rasesh Kanakia**  
Chairman  
DIN:00015857

Place : Mumbai  
Date : 27th, November, 2020

**Registered Office**  
215 Atrium, 10th Floor, Opp. Divine School,  
J.B. Nagar, Andheri Kurla Road, Andheri- East, Mumbai- 400059  
Website: [www.cineline.co.in](http://www.cineline.co.in)  
CIN No: L92142MH2002PLC135964  
Email: [investor@cineline.co.in](mailto:investor@cineline.co.in)  
Tel No: 022-6726 6666  
Fax No: 022-6693 7777

**Annexure to Notice**

**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 of Directors	Mr. Rasesh Kanakia	Mr. Himanshu Kanakia	Mrs. Hiral Kanakia
<b>Director Identification No.</b>	00015857	00015908	00015924
<b>Date of Birth</b>	14.09.1961	01/01/1964	29/08/1970
<b>Age</b>	59	56	50
<b>Date of First Appointment</b>	22.05.2002	22/05/2002	05/02/2015
<b>Qualification</b>	Owner President Management Programme from Harvard University	Engineer	Bachelor in Arts
<b>Experience in Functional Area</b>	Mr. Rasesh Kanakia is the Chairman since incorporation and has as career spanning of around 36 years. He began his career as a real estate consultant in the year 1984 and subsequently ventured into real estate development in the year 1986. He has been pioneer in getting the Company into exhibition business. As the Chairman of our Company, he looks after critical functions of the management viz., Finance, Strategic management and Public Relations.	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.	Mrs. Hiral Kanakia has a career spanning of around 25 years. She has been associated with the Company since 1998 and is closely involved in the operation and administration of the Company. She is head of "Employee Relations & Improvement Management" in Kanakia Group of Companies.
<b>Directorship in other Companies (Public Limited Companies)</b>	NIL	NIL	NIL
<b>Membership/ Chairmanship of Board Committees of other Companies (Includes only Audit Committee and Stakeholders Relationship Committee)</b>	Member of Audit Committee and Stakeholders Relationship Committee.	Member of Stakeholders Relationship Committee.	NIL
<b>No. of shares held in the Company</b>	9511524	9511424	328844
<b>Terms &amp; Conditions of Appointment/ Re-appointment</b>	Re-appointed as Executive Chairman of the Company for a period of 5 (five) years i.e. 1st May, 2021 to 30th April, 2026 effective from expiry of his present term ending on 30th April, 2021, and liable to retire by rotation.	Re-appointed as Executive Managing Director of the Company for a period of 5 (five) years i.e. 1st May, 2021 to 30th April, 2026 effective from expiry of his present term ending on 30th April, 2021, and liable to retire by rotation.	Appointed as a Director liable to retire by rotation
<b>Relationship with other Directors/ Manager/KMP</b>	Brother of Mr. Himanshu Kanakia and brother in-law of Mrs. Hiral Kanakia	Brother of Mr. Rasesh Kanakia and Husband of Mrs. Hiral Kanakia.	Wife of Mr. Himanshu Kanakia and sister-in-law of Mr. Rasesh Kanakia
<b>Remuneration</b>	The remuneration details are given in the Corporate Governance Section of the Annual Report.	The remuneration details are given in the Corporate Governance Section of the Annual Report.	The remuneration details are given in the Corporate Governance Section of the Annual Report.
<b>No. of Board Meetings attended during the F.Y. 2019-20</b>	5 out of 5	4 out of 5	4 out of 5



## INSTRUCTIONS FOR REMOTE E-VOTING

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>. **Those who are first time users of LIPL e-voting platform or holding shares in physical mode have to mandatorily generate their own Password, as under: -**
  - Click on **'Sign Up'** under **'SHARE HOLDER'** tab and register with your following details: -
    - A. User ID:** Enter your User ID
      - Members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID.**
      - Members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID.**
      - Members holding shares in **physical form shall provide** Event No + 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. DOB/DOI:** Enter the Date of Birth (DOB)/Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format).
    - D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
      - Members holding shares in **CDSL demat account shall provide either 'C' or 'D', above.**
      - Members holding shares in **NSDL demat account shall provide 'D', above.**
      - 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).
2. Click on 'Login' under **'SHARE HOLDER'** tab.
3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on **'Submit'**.
4. After successful login, you will be able to see the notification for e-voting. Select **'View'** icon for **'Cineline India Limited/ Event number 200395'**.
5. E-voting page will appear.
6. 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).
7. 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.
8. 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.

### If you have forgotten the password:

- Click on **'Login'** under **'SHARE HOLDER'** tab and further Click **'forgot password?'**
- Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on **'Submit'**.
- In case member is having valid email address, Password will be sent to his/her registered e-mail address.
- Member 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. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. In case Members 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](mailto:enotices@linkintime.co.in) or call on +91 (022) 4918 2505/4918 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 Tuesday, 15th December, 2020.
2. The e-voting period commences on Saturday, 19th December, 2020 (9.00 a.m. IST) and ends on Monday, 21st December, 2020 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Tuesday, 15th December, 2020 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. Tuesday, 15th December, 2020, may obtain the login ID and password by sending a request to [enotices@linkintime.co.in](mailto: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](http://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 EIGHTEENTH 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.

1. Open the internet browser and launch the URL for InstaMeet <<<https://instameet.linkintime.co.in>>> and register with your following details: -
  - A. **Demat Account No. or Folio No.:** Enter your 16-digit Demat Account No. or Folio Number registered with the Company.
  - B. **PAN:** Enter your 10-digit Permanent Account Number.
  - C. **Mobile No.:**
  - D. **Email ID:**
2. Click "Go to Meeting"
3. Members can log in and join 30 minutes prior to the schedule time of the AGM and window for joining the meeting shall be kept open till the expiry of 15 minutes after the scheduled time. The Company shall provide VC/OAVM facility to Members to attend the AGM. The said facility will be available for 1000 Members on first come first served basis. This will not include large Members (i.e. Members with 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, chairpersons of the audit committee, nomination & remuneration committee and stakeholders' relationship committee, auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

### 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 mentioning their name, demat account number/folio number, email id, mobile number at [agm2020speakers@cineline.co.in](mailto:agm2020speakers@cineline.co.in), atleast 48 hours prior to the date of AGM i.e. on or before 11:45 a.m. (IST) on 20th December, 2020.
2. Speakers will only be allowed to express their views/ask questions on first come first served basis during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

3. Shareholders who would like to ask questions, may send the same in advance mentioning their name, demat account number/folio number, email id, mobile number at [agm2020speakers@cineline.co.in](mailto:agm2020speakers@cineline.co.in), atleast 48 hours prior to the date of AGM i.e. on or before 11:45 a.m. (IST) on 20th December, 2020. The same will be replied by the Company suitably.
4. Shareholders will get confirmation on first come first served basis depending upon the provision made by the Company.
5. Shareholders will receive 'speaking serial number' once they mark attendance for the meeting. Shareholders are requested to speak only when Moderator of the meeting will announce the name and serial number for speaking.
6. Please remember 'speaking serial number' and start your conversation with panelist by switching on audio of your device.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

**Instructions for Shareholders to Vote during the AGM through InstaMeet:** Once the electronic voting is activated by the Scrutinizer/Moderator during the meeting, shareholders 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 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 present at the AGM through InstaMeet facility and who 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 from 4.00 p.m. (IST) till the expiry of 15 minutes after the AGM is over. Shareholders who have voted through remote e-voting prior to the AGM will be eligible to attend/participate in the AGM through InstaMeet. However, they will not be eligible to vote again during the meeting.

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

Shareholders are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the currency of the AGM.

Please note that shareholders 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 such kind of glitches.

In case shareholders have any queries regarding e-voting, they can address them to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or call on +91 (022) 4918 6175.