



CITY PULSE
MULTIPLEX LIMITED



To,

Date: 08th March, 2024

The Manager, BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai, Maharashtra 400001	Symbol: CPML Scrip Code: 542727
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Subject: Notice of the 1st Extra Ordinary General Meeting ('EGM') Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

Dear Sir/ Madam,

Further to the outcome of meeting of the Board of directors of the Company dated 29th February, 2024 we hereby enclose a copy of the Extra Ordinary General Meeting notice dated 29th February, 2024 dispatched to Members of the Company on 08th March 2024. EGM notice sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Friday, 01st March, 2024 ("Cut-off date").

The Company has engaged the services of National Securities Depositories Limited ("NSDL") to provide remote e-voting facility to its Members. The remote e-voting period commences from 9.00 A.M. (IST) on Wednesday, 27th March, 2024 and ends at 5.00 P.M. (IST) on Friday, 29th March, 2024. The e-voting module shall be disabled by NSDL thereafter. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Cut-off date. Communication of assent or dissent of the Members would only take place through the remote e-voting system.

This EGM Notice will also be available on the Company's website www.Wowplex.live and on the website of NSDL www.evoting.nsdlindia.com.

You are requested to kindly take the above information on record.

**Thanking you,
Yours faithfully,**

**For and on behalf of
City Pulse Multiplex Limited**

ARPIT RAJNIKANT MEHTA
MEHTA
Digitally signed by ARPIT RAJNIKANT MEHTA
Date: 2024.03.08 16:47:40 +05'30'

**Arpitkumar Rajnikant Mehta
Managing Director
DIN: 00213945**

**CITY PULSE MULTIPLEX LIMITED
CIN: L92199GJ2000PLC037606**

Reg. Office: 401, 4th Floor, Sachet 1, Swastik Cross Road, Navrangpura, Ahmedabad, Gujarat -380009
Tel: 079-40070706/708, E-Mail: info@wowplex.live Website: www.WoWplex.live



NOTICE

EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that the Extraordinary General Meeting of the Members of City Pulse Multiplex Limited will be held on Saturday, the 30th day of March, 2024 at 1:00 P.M., at 401, 4th Floor, Sachet 1, Swastik Cross Road, Navrangpura, Ahmedabad - 380009 through Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM') facility to transact the following business:

Special Business

- PREFERENTIAL ISSUE UPTO 73,50,000 EQUITY SHARES ON PREFERENTIAL BASIS THROUGH SWAP OF SHARES FOR ACQUISITION OF EQUITY SHARES IN M/S AILENSOUL TECHNOLOGIES PRIVATE LIMITED:**

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

"RESOLVED THAT in terms of Sections 42 and 62 (1)(c) of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder, (including any statutory modification(s) or reenactment thereof, for the time being in force), subject to Memorandum of Association and clause "Power to issue shares on preferential basis" clause of Articles of Association of the Company, SEBI (LODR) Regulations, 2015, SEBI (SAST) Regulations, 2011 and in accordance with the provisions of the SEBI (ICDR) Regulations, 2018 as amended from time to time; as may be applicable to the Preferential Issue of Equity Shares and other applicable regulations of SEBI read with regulation 163 and 166A of SEBI (ICDR) Regulations 2018, if any; and subject to such conditions and modifications as may be considered appropriate by the Board of Directors of the Company (hereinafter referred to as the Board which term shall include any committee thereof for the time being to which all or any of the powers hereby conferred on the Board by this resolution, have been delegated) and subject to such consents and approvals of BSE Limited on SME Platform or such other bodies or authorities as may be required by law and as may be necessary and subject to such conditions and modifications as may be imposed upon and accepted by the Board while granting such consents and approvals, and which may be agreed to by or any other authority as may be necessary for that purpose, the Consent of the Members of the Company be and is hereby accorded to the Board to Offer, Issue and Allot up to 73,50,000 (seventy three lakhs fifty thousand) Equity Shares of Rs. 10/- each at an issue price of Rs. 116/- per equity share (i.e. at premium of Rs. 106/- per share) for consideration other than cash equivalent up to 3675 Lot of 2000 Equity shares each, subject to cash payment for fractional allotment, to the shareholders of M/s Aileensoul Technologies Private Limited on swap basis in the ratio of 1:735, i.e. 735 (seven hundred thirty five) equity shares of Rs. 10/- each fully paid up of M/s City Pulse Multiplex Limited for every 1 (one) equity share of Re.10/- each fully paid up held in M/s Aileensoul Technologies Private Limited for acquisition of 10,000 (ten thousand) Equity Shares of Rs.10/- each constituting 100% stake in M/s Aileensoul Technologies Private Limited to the list of allottees as mentioned hereinbelow based on the Valuation Report for both the companies obtained from the Independent Registered Valuers and on such other terms and conditions as may be determined by the Board."

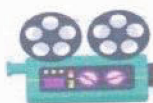
"RESOLVED FURTHER THAT in case of fractional allotment of shares arising out of the issue and allotment of the Shares on preferential basis through swap of shares, the Company shall round off the odd number lots to be issued on the lower side and shall make the payment for the fractional allotment of shares at the issue price of the shares i. e. Rs. 116/- per equity share of City Pulse Multiplex Limited to the shareholders of ATPL".



Sr. No	Name of the Allottee / Name of shareholder of ATPL	PAN	Existing holding in ATPL	Number of Equity Shares of CPML* to be issued to the shareholders of ATPL** (note 1)	Fractional allotment of shares to determine one lot of Equity Shares. (note 2)	Number of Equity Shares to be issued and allotted	Equivalent number of Equity lots to be issued and allotted (one lot of 2000 Equity shares)	Amount to be paid against fractional allotment of shares (Note 3)
	(1)	(2)	(3)	(4) =	(5)	(6) = (5)-(4)	(7) = (6) / 2000	(8) = (5) * Rs. 116
1	Hansaben KirtiBhai Thakkar	ABPPT5545F	479	352065	65	352000	176	7540
2	Nisha Shah	BBOPT9441A	479	352065	65	352000	176	7540
3	Kishorbhai Sushilchandra Desai	AFFPD9804D	479	352065	65	352000	176	7540
4	Vikramkumar Ramabhai Dodiya HUF Karta: Vikramkumar Ramabhai Dodiya	AANHV4393P AMIPD9538Q	264	194040	40	194000	97	4640
5	Arjun Shukdevbhai Dodiya	GBNPD4958L	479	352065	65	352000	176	7540
6	Radhika Vinay Bhosekar	AACPT2623G	147	108045	45	108000	54	5220
7	Utkarsh Vinay Bhosekar	ERTPB6124A	196	144060	60	144000	72	6960
8	Urja Vinay Bhosekar	COEPB9179M	196	144060	60	144000	72	6960
9	Patel Trushnaben V	AWQPP8450K	479	352065	65	352000	176	7540
10	Dhawal Patel HUF Karta: Patel Dhaval Natvarlal	AAIHD7337R BXOPP0292D	479	352065	65	352000	176	7540
11	Mahendra Baldevbhai Raval	ADMPY5176G	147	108045	45	108000	54	5220



12	Kinjal Mahendrabhai Raval	CAJPR7210N	196	144060	60	144000	72	6960
13	Ghanshyam Baldevbhai Raval	BXZPR5318H	196	144060	60	144000	72	6960
14	Desai Rupal Amit	AHGPK9864P	264	194040	40	194000	97	4640
15	Honey Pramodbhai Desai	AKZPD4095K	264	194040	40	194000	97	4640
16	Neeta Nathu Shinde	BRBPS1484H	79	58065	65	58000	29	7540
17	Merja Umang Rajendrabhai	BXUPM3170M	79	58065	65	58000	29	7540
18	Harshaben Vikramkumar Dodiya	CLOPD1283R	264	194040	40	194000	97	4640
19	Bhumita Misal Patel	ECDPP8249F	196	144060	60	144000	72	6960
20	Geeta Vinayak Date	AEEPD4247E	196	144060	60	144000	72	6960
21	Desai Vismay Jagdishbhai	BLWPD8039G	30	22050	50	22000	11	5800
22	Desai Devansh Jagdishbhai	AXQPD1409D	30	22050	50	22000	11	5800
23	Manish Navinchandra Soni	AMWPS2901E	147	108045	45	108000	54	5220
24	Samuben Jayarambhai Patel	CXZPP2382Q	30	22050	50	22000	11	5800
25	Raja Hariprasad Vyas	AAUPV7861L	264	194040	40	194000	97	4640
26	Simaben Rajabhai Vyas	AKQPV3878F	264	194040	40	194000	97	4640
27	Parag Shantilal Thakkar	ABCPT0475D	79	58065	65	58000	29	7540
28	Varshil Manishkumar Modi	DBNPM8778J	79	58065	65	58000	29	7540
29	Vikram Vedmani Mishra	AHVPM6485D	22	16170	170	16000	8	19720
30	Niraj V Mishra	BYSPM0382C	22	16170	170	16000	8	19720
31	Gunvantsinh Sisodiya	DJEPS6176R	264	194040	40	194000	97	4640
32	Kamini Chetankumar Parmar	GIVPP2938F	79	58065	65	58000	29	7540



33	Twinkle	AUOPT0720C	79	58065	65	58000	29	7540
34	Mamta Devi	HPXPD6545E	79	58065	65	58000	29	7540
35	Rajesh Navinchandra Shah	APAPS1859L	264	194040	40	194000	97	4640
36	Dipaliben Shah	BYUPS7939H	264	194040	40	194000	97	4640
37	Patel Dharmendrabhai Manharbhai	AKEPP4174A	11	8085	85	8000	4	9860
38	Nishant Kumar	BMXPK1245B	11	8085	85	8000	4	9860
39	Hemali Bhavin Vyas	AGNPV3962B	147	108045	45	108000	54	5220
40	Ajaykumar Ashokbhai Vasu	ADFPV8161R	264	194040	40	194000	97	4640
41	Munish J Patel	DJKPP4555H	264	194040	40	194000	97	4640
42	Smit Deepak Mehta	EVPPM7033F	30	22050	50	22000	11	5800
43	Nimesh Yoddha	AAUPY9821F	147	108045	45	108000	54	5220
44	Surbhi Ritesh Yoddha	ATPPY5426Q	147	108045	45	108000	54	5220
45	Vibhuti Rajiv Yoddha	ABYPY2913R	147	108045	45	108000	54	5220
46	Dhruvil Doshi	FINPD3004D	147	108045	45	108000	54	5220
47	Jayendrabhai Patel	AGRPP8012E	264	194040	40	194000	97	4640
48	Vishnubhai Desai	ALVPD7699E	411	302085	85	302000	151	9860
49	Panth Gautam Shah	EGNPS1513K	79	58065	65	58000	29	7540
50	Alkaben Manojkumar Pandya	AIHPP7314C	11	8085	85	8000	4	9860
51	Jeeteshbhai Kathiriya	AVPPK6611D	147	108045	45	108000	54	5220
52	Naliniben D Brahmhatt	APEPB9482N	61	44835	835	44000	22	96860
53	Krutin Bharatbhai Yodh	ABTPY1795L	109	80115	115	80000	40	13340
54	Jinkal Jigar Tanna	CMLPT9955J	49	36015	15	36000	18	1740
	Total		10,000	73,50,000	4000	73,46,000	3673	464,000

* CPML = City Puls Multiplex Limited

** ATPL = Aileensoul Technologies Private Limited

Note 1: Number of Equity Shares of CPML to be issued to the shareholders of ATPL:

(Number of equity shares held by the shareholders of ATPL * Exchange ratio of 735 Shares.

Note 2: Fractional allotment of shares to determine one lot of Equity Shares: To calculate one full lot of equity shares of the Company, fractional shares have been calculated, for which CPML shall pay consideration to the shareholders at the value of Rs. 116/- per share.



Note 3: Amount to be paid against fractional allotment of shares:

Fractional allotment of shares * Rs. 116 Issue prize of CPML Shares

"RESOLVED FURTHER THAT the pricing of the equity shares to be allotted has been derived in accordance with the Regulation 164(1) of SEBI (ICDR) Regulations, 2018 with reference to the 'Relevant Date 29.02.2024 determined pursuant to regulation 161 of the SEBI (ICDR) Regulations, 2018 i.e., thirty days prior to the date on which this Extra Ordinary General meeting is held in terms of Section 42 and Section 62 (1)(c) of the Companies Act, 2013".

"RESOLVED FURTHER THAT the Equity Shares issued shall rank pari passu with the existing Equity Shares of the Company in all respects. The equity shares allotted during the financial year shall be entitled to the dividend, if any, declared including other corporate benefits, if any, for which the book closure or the Record Date falls subsequent to the allotment of Equity Shares."

"RESOLVED FURTHER THAT the aforesaid Equity Shares allotted in terms of this resolution shall be subject to Lock-In requirements as per the provisions of Chapter V of SEBI ICDR Regulations, 2018 and any amendment thereto from time to time."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to modify and decide the price, terms and conditions of the Issue of Equity Shares, ratio of swap of shares, if necessary, keeping in view the provisions of various Statutes and Guidelines in force from time to time."

"RESOLVED FURTHER THAT the Company shall apply for listing of the equity shares and make an application to the Depositories for admission of the said new equity shares."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors and Company Secretary & Compliance officer of the Company be and is hereby authorized to agree and accept all such condition(s), modification(s) and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to the issue as may be considered necessary, proper or expedient and give effect to such modification(s) and to resolve and settle all questions, difficulties or doubts that may arise in this regard to implementation of this Resolution, issue and allotment of equity shares and to do all acts, deeds and things in connection therewith and incidental thereto without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

For and on behalf of the Board of Directors

Sd/ 
Arpitkumar Mehta
Managing Director
DIN: 00213945

Date: 29.02.2024
Place: Ahmedabad



NOTES FOR MEMBERS

1. The Ministry of Corporate Affairs ("MCA") inter-alia vide its General Circular Nos. 14/ 2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022 and subsequent circulars issued in this regard, the latest being General Circular No. 9/2023 (collectively referred to as "MCA Circulars") has permitted the holding of the Extraordinary general meeting through Video Conferencing ("VC") or through other audio-visual means ("OAVM"), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars, the Extraordinary General Meeting ("Meeting" or "EGM") of the Company is being held through VC / OAVM on Saturday, March 30, 2024 at 1:00 P.M. (IST).

The proceedings of the EGM deemed to be conducted at 401, 4th Floor, Sachet 1, Swastik Cross Road, Navrangpura, Ahmedabad - 380009 India.

2. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS EGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC OR OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS EGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF EGM ARE NOT ANNEXED TO THIS NOTICE.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated December 28, 2022, May 05, 2022, December 14, 2021, January 13, 2021, April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by NSDL.
4. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. Pursuant to Regulation 44(6) of Listing Regulations, the Company is also providing a live webcast of the proceedings of the EGM. The Members will be able to view the proceedings on National Securities Depository Limited (NSDL) e-Voting website at <https://eservices.nsd.com>. The facility of participation at the EGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars. This will not include large Shareholders (Shareholders holding 2% or more shareholding).
5. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. The Explanatory Statement according to Section 102 of the Act setting out material facts concerning the business under Item No 1 of the Notice is annexed hereto.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.wowplex.live. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at



www.bseindia.com. The EGM Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. www.evotingindia.com.

8. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
9. 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 their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's RTA. You are also requested to update your Bank details by writing to the Company's RTA.
10. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018 requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 01, 2019 unless the securities are held in dematerialized form with the depositories. Therefore, shareholders are requested to take action to dematerialize the equity shares of the Company.
11. All documents referred to in the Notice will be available for electronic inspection by the Members from the date of circulation of this Notice up to the date of EGM. Members seeking to inspect such documents can send an email to info@wowplex.live.
12. The Board of Directors of the Company has appointed M/s Vikas Verma & Associates, New Delhi as Scrutinizer to scrutinize the e-voting during the AGM and remote e-voting process in a fair and transparent manner.
13. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first download the votes cast at the EGM and thereafter unblock the votes cast through remote e-voting and shall within 02 working days of conclusion of the EGM shall submit a consolidated Scrutinizer's report of the total votes cast in favor of or against, if any, to the Chairman or any other person authorized by the Chairman, who shall countersign the same and declare the result of the voting forthwith.
14. The results along with Scrutinizer's Report, shall be displayed at the Registered Office of the Company and placed on the Company's website at www.wowplex.live and the website of NSDL immediately after the result is declared. The results shall be simultaneously communicated to the Stock Exchange where the securities of the Company are listed. The resolutions will be deemed to be passed on the date of EGM subject to receipt of the requisite number of votes in favour of the resolutions.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on 27th March 2024 at 09:00 A.M. and ends on 29th March 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cutoff date) i.e. 22nd March 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 22nd March 2024.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:



Step 1: Access to NSDL e-Voting system

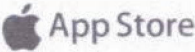
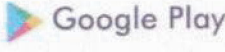


A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.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 sixteendigit 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience</p>



	<p>NSDL Mobile App is available on</p> <p> </p> <p> </p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p> <p>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL



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 022 - 4886 7000 and 022 - 2499 7000
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 toll free no. 1800 22 55 33

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.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, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 11456001***

Password details for shareholders other than Individual shareholders are given below:

If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.



How to retrieve your 'initial password'?

If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

Now, you will have to click on "Login" button.

After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.

Now you are ready for e-Voting as the Voting page opens.

Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

Upon confirmation, the message "Vote cast successfully" will be displayed.

You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

Once you confirm your vote on the resolution, you will not be allowed to modify your vote.



General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Company by e-mail to info@wowplex.live with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Abhishek Mishra at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to info@wowplex.live.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to info@wowplex.live If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Explanatory Statement

PREFERENTIAL ISSUE UPTO 73,50,000 EQUITY SHARES ON PREFERENTIAL BASIS THROUGH SWAP OF SHARES:

The special resolution as mentioned above proposes to authorize the Board of directors to issue and allot up to 73,50,000 equity shares of Rs. 10/- each at an issue price of Rs. 116/- each on preferential basis in such manner and on such terms of conditions as prescribed under SEBI (ICDR) Regulations and in compliance with Sections 42 and 62 and other applicable provisions of the Companies Act, 2013, the companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014.



A. Preferential allotment through swap of shares towards acquisition of 10,000 equity shares constituting 100% stake in m/s Aileensoul Technologies Private Limited (ATPL):

M/s City Pulse Multiplex Limited is engaged in the business of Cinema theatres. The Company has 7 big screen Wow cine pulse theatre in the state of Gujarat as on date. Considering the increased usage of OTT platforms by the people at large, the Company is looking to expand and extend the business line to develop, maintain and market the OTT Platforms through forward integration. M/s Aileensoul Technologies Private Limited has stepped in the business of developing and maintaining OTT Platforms for various Companies. The Company finds that ATPL has good projects on hand and has good prospectus in this line. Hence, the Board of Directors of the Company have proposed to acquire 100% stake in ATPL by entering in to Share Purchase Agreement with the shareholders of ATPL. Company has obtained valuation reports from Independent Registered Valuer. Relevant disclosures are given hereunder in this regard.

Pursuant to the valuation report of ATPL and Fair price of CPML, Independent Registered Valuer has recommended swap ratio for allotment of Equity Shares by the Company to the respective shareholders of the acquiree company. The details of the company including ratios etc. are given below:

Accordingly, it is proposed to issue and allot upto 73,50,000 equity shares of Rs. 10/- each of City Pulse Multiplex Limited as consideration to the shareholders of ATPL in the exchange of ratio of 1 : 735:

After the proposed allotment of equity shares, Aileensoul Technologies Private Limited shall become a wholly owned subsidiary company of City Pulse Multiplex Limited.

Brief Profile of Aileensoul Technologies Private Limited (ATPL):

ATPL is aggressively engaged in the business of development, maintenance and marketing of OTT Platforms. Artificial Intelligence. The Company has already obtained orders for development of OTT platform and Artificial Intelligence based Applications, Websites and other web platforms.

The Company was incorporated in the year 2017. The paid up share capital of the Company is Rs. 100,000/- divided in to 10,000 Equity Shares of Rs. 10/- each fully paid up. During the current financial year, the Company is to achieve turnover of Rs. 100,00,000/- which represents approximately 5% of the orders received by the Company under the guidance and mentorship of strong, aggressive management for OTT Contracts and Artificial Intelligence Applications.

Rational behind the acquisition of 100% Stake:

During the period of last three years, OTT platform industry has witnessed manifold growth in its users for various Audio, Video, Podcast, Movie content. Its highly possible that in the time to come, the Theatre Industry and OTT Platform industry operate at parallel levels.

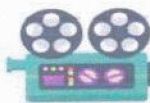
At present, City Pulse Multiplex Limited is having 7 big screen Wow cine pulse theatre in the state of Gujarat. And now the management of the Company wish to step in the OTT industry also to grab the Indian prospective market.

Since, ATPL is engaged in the developing OTT Platform, Artificial Intelligence based applications and other web platforms, the management of the Company foresee fruitful forward integration in the time to come.

The Company approached Mr. Jainam Pragneshbhai Shah, Independent Registered Valuer to determine the valuation of ATPL and also to determine the swap ratio for the proposed acquisition. The Company has obtained the valuation report in this regard. The relevant disclosures are given hereinbelow.

DISCLOSURES:

The relevant disclosures providing information pertaining to the proposed preferential allotment in terms of the Chapter V of SEBI (ICDR) Regulations, 2018 and subsequent amendments there to is as stated below. As per Section 42 and 62 and other applicable provisions if any of the Companies Act, 2013, the companies



(Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, consent of the shareholders is sought for issuing the equity shares as stated in the resolution on a preferential basis through swap of shares.

I. Objects of the preferential issue through swap of shares /particulars of the offer and details as required under Rule 14(a) and (b) of Companies (Prospectus and Allotment of securities) Rules, 2014:

The Company proposes to issue and allot up to 73,50,000 Equity shares of Rs. 10/- each fully paid up of M/s City Pulse Multiplex Limited (CPML) at the value of Rs. 116/- per share to the shareholders of M/s Aileensoul Technologies Private Limited (ATPL) for acquiring their 100% shares by entering in to the agreement with its shareholders. The swap ratio and valuation of ATPL has been derived based on the valuation report obtained by the Company from the independent registered valuer Mr. Jainam Pragneshbhai Shah.

The object of acquiring the Company ATPL is to expand and extend the main line of business of the Target Company CPML through forward integration and to step in the field of OTT platforms.

The Board of Directors of CPML have passed the resolution for issue of 73,50,000 equity shares of Rs. 10/- each to the shareholders of ATPL at the value of Rs. 116/- per share including premium of Rs. 106/- share in their board meeting held on 29.02.2024. It is subject to approval of the members to be obtained in the Extra ordinary general meeting to be held on 30.03.2024.

II. Maximum number of specified securities to be issued:

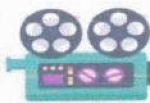
The Board of Directors have approved the resolution to issue and allot up to 73,50,000 Equity Shares of CPML by way of preferential issue through swap of shares in their Board Meeting held on 29.02.2024, subject to approval of the members in General Meeting and subject to cash payment to be made for fractional allotment of shares.

III. Intent of the promoters or their associates and relatives, directors or key managerial personnel of the issuer to subscribe to the offer:

None of the Promoters, Directors or Key Managerial Personnel of the Company hold any share in ATPL and hence no shares are proposed to be issued under the Preferential Allotment through swap of shares.

IV. Shareholding pattern of the issuer before and after the preferential issue would be as follows: (assuming all the existing and proposed equity shares, except fractional allotment)

Sr. No	Category	Pre-Issue holding			Post issue holding	
		No of shares	% of shares	Proposed issue of shares	No of shares	% of shares
A	Promoter shareholding					
1	Promoters	12,78,028	38.52	0	12,78,028	11.98
	Sub-total (A)	12,78,028	38.52	0	12,78,028	11.98
B	Public shareholding					
1	Institutions	0	0	0	0	0
2	Non- Institutions					
(i)	Bodies Corporate	555280	16.74	0	555280	5.21
(ii)	Individuals	1362350	41.06	6800000	8162350	76.54
(iii)	NRIs	0	0	0	0	0



(iv)	Clearing Members	0	0	0	0	0
(v)	Employees	0	0	0	0	0
(vi)	LLP	0	0	0	0	0
(vii)	HUF	122375	6.00	546000	668375	7.12
	Sub-total (B)	2040005	63.79	7346000	9386005	88.87
	Grand Total A+B	3318033	100.00	7346000	10664033	100.00

V. Time frame within which the preferential issue shall be completed and material terms:

The allotment of equity shares shall be completed, within a period of 15 days from the date of passing of the resolution by the shareholders provided, that where the allotment is pending on account of pendency of any approval from any regulatory authority including SEBI, the allotment shall be completed by the Company within a period of 15 days from the date of such approvals.

VI. 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 and the current and proposed status of the allottee (s) post the preferential issues namely, promoter or non-promoter:

List of proposed allottees: All the proposed allottees as furnished in the table are the ultimate beneficial owners of the shares along with their status as to promoter or non — promoter pre and post preferential issue. There will be no change in the status of the proposed allottees post the preferential issue:

List of Proposed allottees:

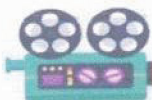
Sr. no	Identity of proposed preferential allottee	Pre issue holding	% of shares	Equity shares propose to be allotted	No. of shares after allotment	% of shares on allotment	Post issue status
A	Non-Promoter Category						
1	Hansaben KirtiBhai Thakkar	NIL	NIL	352000	352000	3.30	Non Promoter
2	Nisha Shah	NIL	NIL	352000	352000	3.30	Non Promoter
3	Kishorbhai Sushilchandra Desai	NIL	NIL	352000	352000	3.30	Non Promoter
4	Vikramkumar Ramabhai Dodiya HUF Karta: Vikramkumar Ramabhai Dodiya	NIL	NIL	194000	194000	1.82	Non Promoter
5	Arjun Shukdevbhai Dodiya	NIL	NIL	352000	352000	3.30	Non Promoter
6	Radhika Vinay Bhosekar	6000	0.18	108000	114000	1.19	Non Promoter
7	Utkarsh Vinay Bhosekar	2000	0.06	144000	146000	1.41	Non Promoter



8	Urja Vinay Bhosekar	NIL	NIL	144000	144000	1.35	Non Promoter
9	Patel Trushnaben V	4000	0.12	352000	356000	3.42	Non Promoter
10	Dhawal Patel HUF Karta: Patel Dhaval Natvarlal	NIL	NIL	352000	352000	3.30	Non Promoter
11	Mahendra Baldevbhai Raval	2000	0.06	108000	110000	1.07	Non Promoter
12	Kinjal Mahendrabhai Raval	4000	0.12	144000	148000	1.47	Non Promoter
13	Ghanshyam Baldevbhai Raval	NIL	NIL	144000	144000	1.35	Non Promoter
14	Desai Rupal Amit	4000	0.12	194000	198000	1.94	Non Promoter
15	Honey Pramodbhai Desai	24000	0.72	194000	218000	2.54	Non Promoter
16	Neeta Nathu Shinde	NIL	NIL	58000	58000	0.54	Non Promoter
17	Merja Umang Rajendrabhai	2000	0.06	58000	60000	0.60	Non Promoter
18	Harshaben Vikramkumar Dodiya	14000	0.42	194000	208000	2.24	Non Promoter
19	Bhumita Misal Patel	NIL	NIL	144000	144000	1.35	Non Promoter
20	Geeta Vinayak Date	NIL	NIL	144000	144000	1.35	Non Promoter
21	Desai Vismay Jagdishbhai	NIL	NIL	22000	22000	0.21	Non Promoter
22	Desai Devansh Jagdishbhai	NIL	NIL	22000	22000	0.21	Non Promoter
23	Manish Navinchandra Soni	NIL	NIL	108000	108000	1.01	Non Promoter
24	Samuben Jayarambhai Patel	4000	0.12	22000	26000	0.33	Non Promoter
25	Raja Hariprasad Vyas	NIL	NIL	194000	194000	1.82	Non Promoter
26	Simaben Rajabhai Vyas	NIL	NIL	194000	194000	1.82	Non Promoter
27	Parag Shantilal Thakkar	12000	0.36	58000	70000	0.91	Non Promoter
28	Varshil Manishkumar Modi	NIL	NIL	58000	58000	0.54	Non Promoter
29	Vikram Vedmani Mishra	NIL	NIL	16000	16000	0.15	Non Promoter
30	Niraj V Mishra	NIL	NIL	16000	16000	0.15	Non Promoter
31	Gunvantsinh Sisodiya	NIL	NIL	194000	194000	1.82	Non Promoter



32	Kamini Chetankumar Parmar	NIL	NIL	58000	58000	0.54	Non Promoter
33	Twinkle	NIL	NIL	58000	58000	0.54	Non Promoter
34	Mamta Devi	NIL	NIL	58000	58000	0.54	Non Promoter
35	Rajesh Navinchandra Shah	NIL	NIL	194000	194000	1.82	Non Promoter
36	Dipaliben Shah	NIL	NIL	194000	194000	1.82	Non Promoter
37	Patel Dharmendrabhai Manharbhai	NIL	NIL	8000	8000	0.08	Non Promoter
38	Nishant Kumar	NIL	NIL	8000	8000	0.08	Non Promoter
39	Hemali Bhavin Vyas	NIL	NIL	108000	108000	1.01	Non Promoter
40	Ajaykumar Ashokbhai Vasu	NIL	NIL	194000	194000	1.82	Non Promoter
41	Munish J Patel	NIL	NIL	194000	194000	1.82	Non Promoter
42	Smit Deepak Mehta	NIL	NIL	22000	22000	0.21	Non Promoter
43	Nimesh Yoddha	NIL	NIL	108000	108000	1.01	Non Promoter
44	Surbhi Ritesh Yoddha	NIL	NIL	108000	108000	1.01	Non Promoter
45	Vibhuti Rajiv Yoddha	NIL	NIL	108000	108000	1.01	Non Promoter
46	Dhruvil Doshi	NIL	NIL	108000	108000	1.01	Non Promoter
47	Jayendrabhai Patel	NIL	NIL	194000	194000	1.82	Non Promoter
48	Vishnubhai Desai	NIL	NIL	302000	302000	2.83	Non Promoter
49	Panth Gautam Shah	NIL	NIL	58000	58000	0.54	Non Promoter
50	Alkaben Manojkumar Pandya	NIL	NIL	8000	8000	0.08	Non Promoter
51	Jeeteshbhai Kathiriya	NIL	NIL	108000	108000	1.01	Non Promoter
52	Naliniben D Brahmbhatt	NIL	NIL	44000	44000	0.41	Non Promoter
53	Krutin Bharatbhai Yodh	NIL	NIL	80000	80000	0.75	Non Promoter
54	Jinkal Jigar Tanna	NIL	NIL	36000	36000	0.34	Non Promoter



Further, the ultimate beneficiaries of the following allottees are as under:

Sr. No	Name of proposed allottee & Nature of person	PAN	Ultimate beneficial owner	PAN	Proposed allotment of shares	% post issue capital
1	Vikram Ramabhai Dodiya HUF	AANHV4393P	Vikramkumar Ramabhai Dodiya	AMIPD9538Q	194000	1.82
2	Dhawal Patel HUF	AAIHD7337R	Patel Dhaval Natvarlal	BXOPP0292D	352000	3.30

Change in control: As a result of the proposed preferential allotment of equity shares through swap of shares, neither there will be change in the composition of the Board of Directors and nor any changes in control of the Company.

VII. Undertaking that the issuer shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so and other undertakings:

In terms of SEBI (ICDR) Regulations, 2018 issuer hereby undertakes that:

1. As the Ordinary Shares have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. However, the Company shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so.
2. Neither the Company, its directors nor Promoters have been declared as willful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations.
3. The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI ICDR Regulations.
4. If the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees.
5. The Company shall submit the Valuation Report as received from the Independent Registered Valuer to the Stock Exchange pertaining to the allotment of shares for consideration other than cash.

VIII. Practicing Company Secretary Certificate:

Certificate from M/s. Dipika Soni & Associates (COP 25331), Practicing Company Secretaries confirming that the proposed issue of equity shares is being made in accordance with the SEBI (ICDR) Regulations, 2018 is obtained and the same is available on the website of the Company www.wowplex.live.

IX. Pricing of the Issue including the basis or justification for the premium and Relevant Date:

The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer;

The price of the Equity Shares proposed to be issued has been determined in accordance with the preferential issue guidelines given in SEBI (ICDR) Regulations and subsequent amendments thereto which is based on the relevant date i.e., 29.02.2024, which is thirty days prior to the date of Extra Ordinary General Meeting (EGM to be held on 30.03.2024). The issue price of Rs. 116 /- per share



(including a premium of Rs.106/- per share) has been arrived at after considering the higher of the volume weighted average price of the related equity shares quoted on BSE SME platform during the 90 trading days /10 trading days preceding the relevant date. A Certificate is obtained from the statutory auditors of the Company confirming the minimum price for the preferential issue is as per Preferential Issue Regulations in chapter V of SEBI (ICDR) Regulations, 2018.

Considering that the allotment through this preferential issue shall be more than 5% of the post issue fully diluted share capital of the Company, to an allottee or to allottees acting in concert, the price of Rs. 116/- (Rupees one hundred sixteen) of the Equity Shares to be issued and allotted to the proposed allottees has been determined taking into account the valuation report dated 28th February 2024 issued by CA Jainam Pragneshbhai Shah, Independent Registered Valuer (IBBI Regd. No. IBBI/RV/06/2019/11722) having office at 303-305, Vraj Bhumi Complex, Girish Cold Drinks Cross Road, B/h Shilp Building, Navrangpura, Ahmedabad, Gujarat in accordance with Regulation 166A of the ICDR Regulations ("Valuation Report"). The Valuation Report shall be available for inspection by the members on the Company's website under the weblink: www.wowplex.live

Disclosure as per Rule 14(c) and (d) of Companies (Prospectus and Allotment of securities) Rules 2014:

Name of the Independent Registered Valuer
CA Jainam Pragneshbhai Shah, Independent Registered Valuer
(IBBI Regd. No. IBBI/RV/06/2019/11722)
Office: 303-305, Vraj Bhumi Complex, Girish Cold Drinks Cross Road, B/h Shilp Building, Navrangpura, Ahmedabad, Gujarat

Justification for the valuation is given in the valuation report mentioned above and as placed on the website of the Target Company CPML.

X. SEBI Takeover code:

In the present case none of the proposed allottees is under obligation to give open offer to the public except making certain disclosures to Stock Exchange and does not attract compliance with SEBI Takeover Code.

XI. Holding of shares in demat form, non-disposal of shares by the proposed allottees and lock-in period of shares:

The entire shareholding of the proposed allottees in the company, if any, is held by them in the physical form as on date of this notice. The allotment under this preferential issue through swap of share shall be compulsorily made in demat form.

The proposed allottees hold shares in the target company. Their pre preferential shareholding of such allottees will be kept under lock-in from the relevant date up to a period of 90 trading days from the date of trading approval from BSE Limited where the securities of the Company are listed.

The shareholder who has sold their shares during the 90 trading days prior to the relevant date shall not be eligible for allotment of equity shares on preferential basis. All the proposed allottees have Permanent Account Number.

XII. Lock—in Period:

The equity shares proposed to be allotted shall be subject to "lock-in" for such a period as the case may be from the date of trading approval from BSE Limited where the securities of the Company are listed as per Clause 167 of the SEBI (ICDR) Regulations, 2018.



XIII. The 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:

During the year, the Company has not made any preferential allotment.

XIV. Compliances:

The company has complied with the requirement of rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 maintaining a minimum of 25% of the paid up capital in the hands of the public.

XV. Approval under the Companies Act:

Section 62(1) of the Companies Act, 2013 provides, inter alia, that whenever it is proposed to increase the subscribed capital of a Company by further issue and allotment of shares, such shares shall be first offered to the existing shareholders of the Company in the manner laid down in the said section, unless the shareholders decide otherwise in General Meeting by way of special resolution. Accordingly, the consent of the shareholders by way of special resolution is being sought pursuant to the provisions of section 62(1) of the Companies Act, 2013 and all other applicable provisions, SEBI Guidelines or regulations and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for authorizing the Board to offer, issue and allot equity shares as stated in the resolution, which would result in a further issuance of securities of the Company to the promoters and the others on a preferential allotment basis, in such form, manner and upon such terms and conditions as the Board may in its absolute discretion deem fit.

The Board of Directors recommends the passing of the above resolution as a Special Resolution as set out in the Notice. None of the Directors, key managerial personnel or their relatives is concerned or interested (financial or otherwise) in the above said resolution.

XVI. Other disclosures under Companies (Prospectus and Allotment of securities) Rules 2014:

(i) Disclosure as per Rule 14(e):

The Target Company CPML will not raise any funds through this preferential issue as the shares are being issued through swap of shares.

(ii) Disclosure as per Rule 14(f) of Companies (Prospectus and Allotment of securities) Rules 2014:

Material terms of raising such securities	Issue of 73,50,000 Equity Shares of Rs. 10/- each of CPML as fully paid up shares to the shareholders of ATPL in the share exchange ratio of 1 : 735.
Proposed time schedule	The allotment shall be completed within 15 days from passing the resolution.
Purposes or objects of offer	To expand and extend the main line of business of the Target Company CPML through forward integration and to step in the field of OTT platforms.
Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities:	NIL
