



Date: - 27<sup>th</sup> August, 2022

**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: CINE LINE (NSE) / 532807(BSE)**  
**Sub: Notice of Twentieth Annual General Meeting**

Dear Sir,

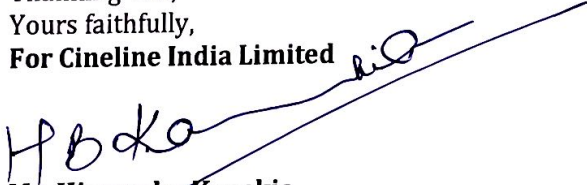
Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith Notice of the 20<sup>th</sup> Annual General Meeting (AGM) of the Company which is scheduled to be held on Thursday, 22<sup>nd</sup> September, 2022 at 11:00 A.M. (IST) through Video Conferencing/Other Audio-Visual Means.

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

The Notice of the AGM shall also be made available on the Company's website [www.moviemax.co.in](http://www.moviemax.co.in)

Kindly take the above on record.

Thanking You,  
Yours faithfully,  
For Cinline India Limited

  
Mr. Himanshu Kanakia  
Managing Director  
(DIN: 00015908)

Encl: As above

**Cinline India Limited**

**CINELINE INDIA LIMITED**

**Corporate Identity Number:** L92142MH2002PLC135964  
**Registered Office Address:** Kanakia Future City, Residential Building No.2, CTS No.101,  
Village Tirandaz, Powai. Mumbai City, Maharashtra – 400 076, India  
**Contact Number:** 91-22-35023666 / 35023777  
**E-mail ID:** [investor@cineline.co.in](mailto:investor@cineline.co.in) | **Website:** [www.moviemax.co.in](http://www.moviemax.co.in)

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**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT THE 20TH (TWENTIETH) ANNUAL GENERAL MEETING (“AGM”) OF THE MEMBERS OF THE CINELINE INDIA LIMITED (“COMPANY”) WILL BE HELD ON THURSDAY, SEPTEMBER 22, 2022 AT 11:00 A.M. (IST) THROUGH VIDEO CONFERENCING (“VC”) OR OTHER AUDIO-VISUAL MEANS (“OAVM”), FOR WHICH PURPOSE THE REGISTERED OFFICE OF THE COMPANY SITUATED AT KANAKIA FUTURE CITY, RESIDENTIAL BUILDING NO. 2, CTS NO.101, VILLAGE TIRANDAZ, POWAI. MUMBAI CITY, MAHARASHTRA – 400 076, INDIA SHALL BE DEEMED AS THE VENUE FOR THE AGM AND THE PROCEEDINGS OF THE AGM SHALL BE DEEMED TO BE MADE THEREAT, TO TRANSACT THE FOLLOWING BUSINESS:

**ORDINARY BUSINESS**

**Item No. 1: Adoption of financial statements.**

To receive, consider and adopt the Standalone and Consolidated Annual Audited Financial Statements of the Company for the financial year ended March 31, 2022 along with the notes forming part thereof and the Report of the Directors and the Auditors thereon. and, in this regard, pass the following resolutions as an **Ordinary Resolutions**.

“**RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered, adopted and approved.”

“**RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2022 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

**Item No. 2: Appointment of Director.**

To appoint a Director in place of Mr. Rasesh Kanakia (DIN:00015857) who retires by rotation and being eligible, offers himself for re-appointment as a Director and in this regard, pass the following resolutions as an Ordinary Resolution.

“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act 2013, Mr. Rasesh Kanakia (DIN:00015857), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

**SPECIAL BUSINESS**

**Item No. 3: To approve the extension of the tenure of the loan given to the related party under Section 185 of Companies Act, 2013.**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 185 of the Companies Act, 2013 (“Act”) read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) and other applicable provisions of the Act and the rules and regulations made thereunder and the enabling provisions of the Memorandum and Articles of Association of the Company and in continuation of the resolution passed by the

shareholders of the Company in the Seventeenth Annual General Meeting of the Company held on September 26, 2019 and approval of members obtained through postal ballot process on December, 22 2019, consent of the members be and is hereby accorded to extend the tenure of the loan granted ("Loan") up to Rs. 50 crores (Rupees Fifty Crores only) to Kanakia Spaces Realty Private Limited ("KSRPL") (CIN No.U45201MH2004PTC146948), in one or more tranches, for the principal business activities of KSRPL, on existing terms and conditions as agreed between the Company and KSRPL.

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

**Item No. 4: To approve material related party transaction.**

To consider and if thought fit, to pass the following resolution as a **Special 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 be and is hereby accorded to the material related party transaction for extension of the tenure of the loan granted ("Loan") up to Rs. 50 crores (Rupees Fifty Crores only) to Kanakia Spaces Realty Private Limited ("KSRPL") (CIN No.U45201MH2004PTC146948), a 'Related Party' of the Company as per the provisions of Regulation 2(1)(zb) of SEBI LODR, in one or more tranches, for the principal business activities of KSRPL on existing terms and conditions as agreed between the Company and KSRPL .

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

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

**Sd/-**  
**Rasesh Kanakia**  
**Executive Director & Chairperson of the Company**  
**DIN:00015857**

Place : Mumbai  
Date : August 10, 2022

**CINELINE INDIA LIMITED**  
**Corporate Identity Number: L92142MH2002PLC135964**

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

**E-mail ID:** [investor@cineline.co.in](mailto:investor@cineline.co.in)  
**Website:** [www.moviemax.co.in](http://www.moviemax.co.in)

**Notes:**

- 1. Annual General Meeting through Video Conferencing facility or Other Audio-Visual Means:** In view of the Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has, vide its General Circular dated 13th January, 2021 allowed the holding of Annual General Meeting in accordance with relevant provisions of circular dated 5th May, 2020 read with General Circular No. 14/2020 dated 8th April, 2020 and General Circular No. 17/2020 dated 13th April, 2020 and General Circular No. 02/2020 dated 13th January, 2021 and General Circular No. 21/2021 dated 14th December, 2021 and General Circular No. 02/2022 dated 5th May, 2022 (collectively referred to as MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide circular dated 12th May, 2020, 15th January, 2021 and 13th May, 2022 ("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"). 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 11.00 A.M. on 20th September, 2022.

- 4. Prior registration of Speakers at AGM:** Members who would like to speak during the meeting, express views or ask questions, shall register as a speaker by sending email at [investor@cineline.co.in](mailto:investor@cineline.co.in). Please mention name, folio or DP ID and client ID, email, mobile number etc. The said request should reach the Company on or before 20th September, 2022. If any member would like to ask question or want information, please mention the same in the aforementioned request. This would help to conduct meeting smoothly keeping in view the AGM is being held through VC.
- 5. 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.
- 6.** 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.
- 7. Cut-off Date for Dispatch:** Members of the Company, holding shares either in dematerialised form or physical form, as on Friday, 19th August, 2022, (cut-off date for receiving Notice and Annual Report), shall be entitled for receiving of the Annual Report for the period 2021-22, 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. Thursday, 15th September, 2022, 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 2021-22 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 2021-22 along with

Notice of the AGM is available at the website of the Company at [www.moviemax.co.in](http://www.moviemax.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 (RTA) 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 RTA 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. Members holding shares under multiple folios in the identical order of names are requested to consolidate their holdings into one folio by submitting duly filled and signed form ISR-4.
17. 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. Thursday, 15th September, 2022.
18. Any person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
19. 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.
20. **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.

- 21. 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.
- 22. 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.
- 23.** 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 + 91-22-35023666.
- 24.** 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.
- 25.** 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.
- 26. 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.



## 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 4 of the accompanying Notice:

**Item No. 3 & 4: To approve the extension of the tenure of the loan granted to related party under Section 185 of Companies Act, 2013 being a material related party transaction.**

The Company on receipt of request from Kanakia Spaces Realty Private Limited (“KSRPL”) to grant financial assistance, the Company vide at Seventeenth Annual General Meeting held on September 26, 2019 and special resolution passed by the members of the Company through Postal Ballot on December 22, 2019 granted loan (“Loan”) up to Rs. 50 crores (Rupees Fifty Crores only) to KSRPL, in one or more tranches, for the principal business activities of KSRPL, on such terms and conditions as may be mutually agreed between the Company and KSRPL and more particularly stated in the Notice of Postal Ballot dated November 14, 2019. KSRPL is a ‘Related Party’ of your Company in terms of Section 2(76) of the Companies Act, 2013 (“Act”) and Regulation 2(1)(zb) of the SEBI LODR. Further, the Loan qualifies as a ‘Material Related Party Transaction’ as per Regulation 23(1) of SEBI LODR. In terms of Section 185 of the Act (as amended by Companies (Amendment) Act, 2017 and notified by Ministry of Corporate Affairs vide notification dated May 7, 2018), the revision in terms of the Loan requires the approval of the members of the Company by way of a Special Resolution, since the Company and KSRPL have common directors i.e. Mr. Rasesh Kanakia and Mr. Himanshu Kanakia.

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

In terms of Sub Clause (4) of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the contracts/arrangements/transactions are material in nature as these transactions are likely to exceed 10% of the annual consolidated turnover of the Company as per the audited financial statements of the Company as on March 31, 2019 and shall require approval of the shareholders through resolution.

The Audit Committee of the Company, at its meeting held on August 10, 2022, was pleased to approve the extension of the tenure of the Loan granted, without modifying the other existing terms and recommended to the Board of Directors for approval subject to fulfilment of other requirements, if any., The Board of Directors of the Company, at its meeting held on August 10, 2022, were pleased to unanimously approve the revised terms of the Loan, subject to the approval of the members of the Company and other requisite approvals and requirements, if any. The particulars of the Related Party Transactions, which are required to be stated in the Explanatory Statement, as per Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 are as follows:

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

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.

Accordingly, as per Regulation 23 of SEBI LODR, approval of the shareholders is sought to enable the Company to enter into related party transaction to extend the tenure of the Loan granted, without modifying the other existing terms for the principal business activities of KSRPL in one or more tranches over a period of time.

The Board of Directors of your Company recommends the Resolution as set out in Item No. 3 & 4 of the accompanying notice for the approval of members of the Company by way of Special Resolution.

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



**Annexure**

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

|  |  |
|--|--|
| <b>Particulars</b>   | <b>Mr. Rasesh Kanakia</b>  |
| <b>DIN</b>   | 00015857   |
| <b>Date of Birth</b>   | 14th September, 1961   |
| <b>Date of Appointment</b>   | 1st May, 2021  |
| <b>Nationality</b>   | Indian   |
| <b>Qualification</b>   | Owner President Management Programme from Harvard University   |
| <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 movie exhibition business. As the Chairman of our Company, he looks after critical functions of the management viz., Finance, Strategic management and Public Relations. |
| <b>Directorship in other Companies (Public Limited Companies)</b>  | NIL  |
| <b>Membership/ Chairmanship of Board Committees of other Companies (Includes only Audit Committee and Stakeholders Relationship Committee)</b> | NIL  |
| <b>Number of Board Meetings attended in the Financial Year 2021-2022</b>   | 6 meetings   |
| <b>No. of shares held in the Company</b>   | 12,73,924  |
| <b>Terms &amp; Conditions of Appointment/ Re-appointment</b>   | 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   |
| <b>Resignation details in the listed entities during the last three years.</b>   | Nil  |
| <b>Remuneration</b>  | The remuneration details are given in the Corporate Governance Section of the Annual Report.   |

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

### **Remote e-Voting Instructions for shareholders:**

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

1. Individual Shareholders holding securities in demat mode with NSDL
  1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsd.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 name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
  2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
  3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nsd.com> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL
  1. Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or [www.cdslindia.com](http://www.cdslindia.com) and click on New System Myeasi.
  2. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
  3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
  4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
3. Individual Shareholders (holding securities in demat mode) login through their depository participants

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 name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

**Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:**

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -

**A. User ID:**

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

**B. PAN:**

Enter your 10-digit Permanent Account Number (PAN) (Shareholders 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.

\*Shareholders holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above

\*Shareholders holding shares in **NSDL form**, shall provide ‘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 at least one numeral, at least one alphabet

3. Click on ‘**Login**’ under ‘**SHARE HOLDER**’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

**Cast your vote electronically:**

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
2. E-voting page will appear.
3. 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).
4. 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.

**Guidelines for Institutional shareholders:**

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIIPL 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.

### Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

### Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30               |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 22- 23058542-43. |

### Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- ▶ Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- ▶ Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders 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.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

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

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- ▶ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ▶ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ▶ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

### 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 Thursday, September 15, 2022.
2. The e-voting period commences on Monday, September 19, 2022 (9.00 a.m. IST) and ends on Wednesday, September 21, 2022 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Thursday, September 15, 2022 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 cut-off date for voting i.e. Thursday, September 15, 2022, 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.moviemax.co.in](http://www.moviemax.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 Annual General Meeting through InstaMeet:**

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>
    - ▶ Select the “**Company**” and ‘**Event Date**’ and register with your following details: -
- A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No**
- Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
  - Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
  - Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company
- B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable.
- C. Mobile No.:** Enter your mobile number.
- D. Email ID:** Enter your email id, as recorded with your DP/Company.
- ▶ Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

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

### **Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:**

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on the email id i.e. [investor@cineline.co.in](mailto:investor@cineline.co.in) created for the general meeting.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

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

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

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

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

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

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

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

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

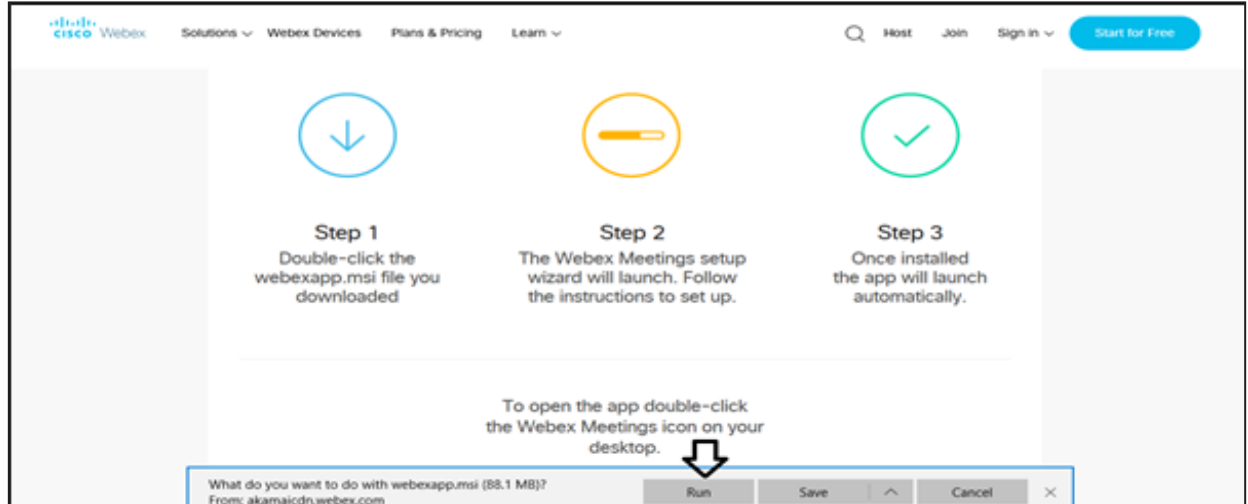
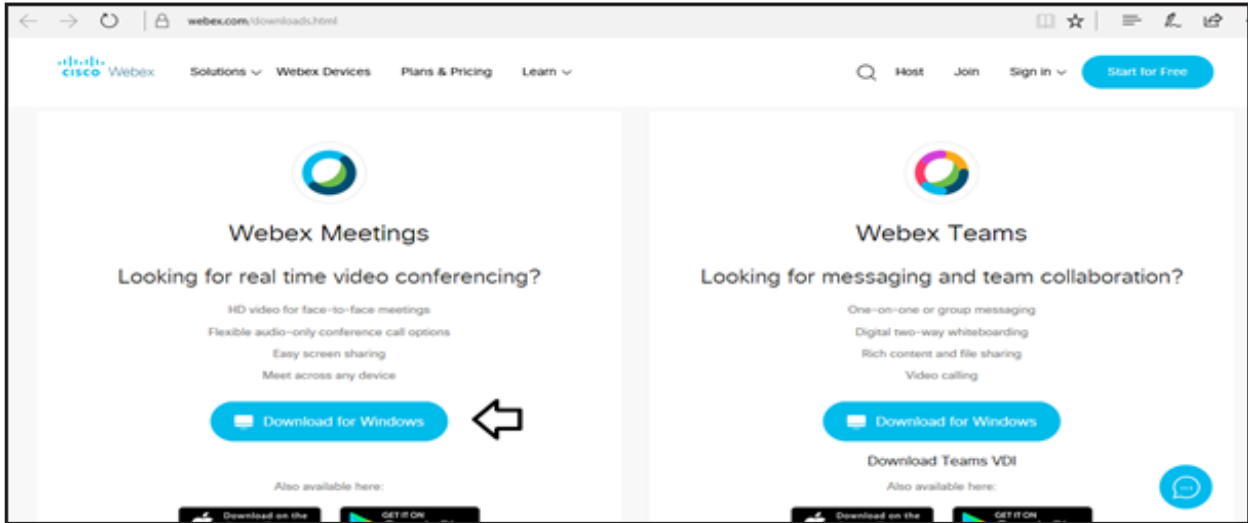
In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.



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

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

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



Step 1  
Double-click the webexapp.msi file downloaded

Step 3  
Once installed app will launch automatically.

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

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Step 3  
Once installed app will launch automatically.

Or

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

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

