



Date: - 31st August, 2019

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

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

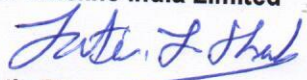
Company Code: CINELINE (NSE) / 532807(BSE)
Sub: Notice of Seventeenth Annual General Meeting

Dear Sir,

In terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, we enclose herewith a copy of the Notice of the Seventeenth Annual General Meeting (AGM) of the Company scheduled on 26th September, 2019 at 10.30 a.m. at Cinemax Theatre, Eagle's Flight, Behind Gurananak Petrol Pump, Andheri Kurla Road, Andheri (East), Mumbai 400093. AGM notice including e-voting instructions has been sent to the members of the Company and also available on the Company's website www.cineline.co.in

Kindly take the above on record.

Thanking You,
Yours faithfully,
For Cinline India Limited


Jatin Shah
Company Secretary



Encl: As above

CINELINE

CINELINE INDIA LIMITED

Corporate Identity Number (CIN): L92142MH2002PLC135964

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

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

NOTICE

Notice is hereby given that the Seventeenth Annual General Meeting of the members of the Company will be held on Thursday, September 26, 2019 at 10:30 a.m. at Cinemax Theatre, Eagle's Flight, Behind Gurunanak Petrol Pump, Andheri Kurla Road, Andheri (East), Mumbai – 400093, to transact the following business:

ORDINARY BUSINESS

Item No. 1: Adoption of financial statements.

To receive, consider and adopt the financial statements of the Company for the year ended March 31, 2019, including the audited Balance Sheet as at March 31, 2019, the Statement of Profit and Loss Account for the year ended on that date together with the Reports of the Board of Directors and the Auditors thereon.

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.

SPECIAL BUSINESS

Item No. 3: Re-appointment of Mr. Anand Bathiya (DIN: 03084831) as an Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and all other applicable provisions of the Companies Act, 2013 (the ‘Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), Mr. Anand Bathiya (DIN: 03084831), who was appointed as an Independent Director of the Company for a term up to February 3, 2020 and who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations and who is eligible for reappointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act signifying his intention to propose Mr. Anand Bathiya as a candidate for the office of Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years with effect from February 4, 2020 to February 3, 2025 and whose office shall not be liable to retire by rotation.

Item No. 4: Appointment of Mr. Naushad Panjwani (DIN: 06640459) as an Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provision of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules frame there under read with Schedule IV to the Act, as amended from time to time, Mr. Naushad Panjwani (DIN: 06640459) who was appointed as Additional Director of the Company by the Board of Directors with effect from June 28, 2019 and who holds office till the date of this Annual General Meeting (AGM), in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Naushad Panjwani as a candidate for the office of a Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for 5 (five) consecutive years for a term up to June 27, 2024.”

Item No. 5: Appointment of Mr. Shantilal Haria (DIN: 00295097) as an Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provision of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules frame there under read with Schedule IV to the Act, as amended from time to time, Mr. Shantilal Haria (DIN: 00295097) who was appointed as Additional Director of the Company by the Board of Directors with effect from August 18, 2019 and who holds office till the date of this Annual General Meeting (AGM), in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Shantilal Haria as a candidate for the office of a Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for 5 (five) consecutive years for a term up to August 13, 2024.”

Item No. 6: Re-appointment of Mrs. Hiral Kanakia (DIN: 00015924) as Executive Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and Rules made thereunder including the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, Articles of Association of the Company, (including any statutory modifications or re-enactment thereof for the time being in force), subject to necessary approvals, if any, the consent of the Company be and is hereby accorded for the reappointment of Mrs. Hiral Kanakia (DIN: 00015924) as Wholetime Director of the Company for a period of 5 (five) years i.e. 1st April 2020 to 31st March 2025 effective from expiry of her present term ending on 31st March 2020, on the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting (including the remuneration to be paid in the event of loss or inadequacy of Profits in any financial year during the tenure of her appointment), with the liberty and powers to the Board of Directors to increase, alter and vary the salary, commission and perquisites and other terms in such manner as the Board in its absolute discretion deems fit and is acceptable to Mrs. Hiral Kanakia within the limits specified in Section 197 and Schedule V to the Companies Act, 2013 or any amendments, modifications, re-enactments thereof in force from time to time in this behalf.

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

Item No. 7: To approve sale of undertaking under Section 180 (1) (a) of the 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 Section 180(1)(a) and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, the provisions of the listing agreement entered into by the Company with the Stock Exchanges where the shares of the Company are listed, and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, the consent of the members be and is hereby accorded to Board of directors to sell / transfer / dispose off its immovable property located at “Kanakia Wallstreet” Andheri Kurla Road, Andheri East, Mumbai- 400093 in ordinary course of business at a fair market value in one or more tranches, in the manner as the Board may deem fit and in the interest of the Company, and on such terms and conditions as may be deemed fit by the Board.

RESOLVED FURTHER THAT or any of the director of the company be and is hereby authorised and empowered to finalise and execute necessary documents including but not limited to definitive Agreements, deeds of assignment /conveyance and other ancillary documents, with effect from such date and in such manner as is decided by the Board and to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale and transfer of the Undertaking as they may in their absolute discretion deem fit.”

Item No. 8: To make investments, give loan, guarantees and provide securities under section 186 of the 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 Section 186 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meeting of Board and its Powers) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof, approval of the members of the Company, be and is hereby accorded to the Board of Directors (hereinafter referred as 'Board' which term shall include a Committee thereof authorized for the purpose) of the Company to (a) grant/give loans, from

time to time, on such terms and conditions as it may deem expedient, to any person or bodies corporate; (b) provide guarantee / security to secure any loan / obligations of any other person or bodies corporate; and (c) acquire by way of subscription, purchase or otherwise the securities of any other bodies corporate, in excess of limits prescribed under Section 186 of the Companies Act, 2013 by an aggregate sum of upto Rs. 500 Crores (Rupees Five Hundred Crores only), notwithstanding that the aggregate of loans and investments so far made and/or guarantees so far issued to entities other than wholly owned subsidiaries of the Company, along with the investments, loans, guarantee or security proposed to be made or given by the Board may exceed limits prescribed under Section 186 of the Companies Act, 2013.

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 take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

Item No. 9: To approve the loan to related party under Section 185 of Companies Act, 2013.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 185 of the Companies Act, 2013 (“Act”) read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) and other applicable provisions of the Act and the rules and regulations made thereunder and the enabling provisions of the Memorandum and Articles of Association of the Company, consent of the members be and is hereby accorded to grant a loan (“Proposed Loan”) up to Rs. 150 crores (Rupees One Hundred and 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 such terms and conditions as may be mutually agreed between the Company and KSRPL.

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

Item No. 10: 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 grant of loan (“Proposed Loan”) up to Rs. 150 crores (Rupees One Hundred and 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 such terms and conditions as may be mutually agreed between the Company and KSRPL .

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

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

Rasesh Kanakia
Chairman
Din:00015857

Place : Mumbai
Date : August 14, 2019

Registered Office
215 Atrium, 10th Floor, Opp. Divine School,
J.B. Nagar, Andheri Kurla Road, Andheri- East, Mumbai- 400093
Website: www.cineline.co.in
CIN No: L92142MH2002PLC135964
Email: investor@cineline.co.in
Tel No: 022-6726 6666
Fax No: 022-6693 7777

Notes:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (Act) in respect of the business under Item No. 3 to 10 of the Notice, is annexed hereto.
2. **A member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote (on a poll only) instead of himself/ herself and the proxy need not be a member of the company.** The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf, of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. Pursuant to the requirements on Corporate Governance under Regulation 27(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into with Stock Exchange(s), the information about the Director proposed to be appointed / re-appointed is given in the Annexure to the Notice.
4. Members / proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
5. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM. The Register of Contracts and Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
6. Link Intime India Private Limited is our Registrar and Transfer Agent of the Company. All the investor related communication and grievances may be addressed to them at their following address:

Link Intime India Private Limited (Cineline Division)
C-101, 247 Park, L.B.S. Marg, Vikhroli (W),
Mumbai – 400083.
Website: www.linkintime.co.in
Email: mt.helpdesk@linkintime.co.in
Tel No: 022-2596 0320
Fax No: 022-2596 0329
7. 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.
8. 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.
9. In case of joint holders attending the meeting, 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.
10. Additional information pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into with the stock exchanges and Secretarial Standards-2 issued by Institute of Company Secretaries of India and notified by Central Government in respect of the Directors seeking appointment / re-appointment at the AGM is furnished and forms a part of the Notice. The Directors have furnished the requisite consents / declarations for their appointment / re-appointment.
11. The Notice of the AGM along with the Annual Report 2018-19 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.

12. Electronic copy of the Notice of the Seventeenth Annual General Meeting of the Company inter alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent to all the Members whose email IDs are registered with the Company/Depository Participant(s) for communication purpose unless any Members has requested for a hard Copy of the same. Members who have not registered their email address, physical copies of the Notice of the Seventeenth Annual General Meeting of the Company inter alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode
13. Members may also note that the Notice of the Seventeenth AGM and the Annual Report 2018-19 will be available on the Company's website, www.cineline.co.in. The physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at : investor@cineline.co.in or +91-22-6726 7777.
14. 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.
15. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with LIPL/Depositories.
16. Documents referred to in the Notice and Explanatory Statement will be available for inspection by the Members at the Registered Office of the Company on all working days (that is Monday to Friday) between 11.00 a.m. to 5.00 p.m. up to the date of this meeting.
17. The route map and prominent landmark for the venue of the meeting forms part of this Notice.
18. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Company.
19. In compliance with the provisions of Section 108 of the Act and the Rules framed there under, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all resolutions set forth in this Notice.

The instructions for members for voting electronically are as under:-

A. In case of members receives an e-mail from CDSL (for Members whose e-mail addresses are registered with the Company/Depositories):

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

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

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on the EVSN for the relevant <CINELINE INDIA LIMITED> on which you choose to vote.

(xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvii) Note for Non-Individual Shareholders and Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and custodians are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

B. In case of members receiving the physical copy:

Please follow all steps from Sr. No. (i) to Sr. No. (xvii) above to cast vote.

C. Other Instructions:

- (i) The e-voting period commences on Monday, September 23, 2019 (9.00 a.m. IST) and ends on Wednesday, September 25, 2019 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Wednesday, September 18, 2019 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently or cast vote again.
- (ii) Members who do not vote by e-voting are entitled to vote at the meeting. Members who have casted their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again at the meeting.
- (iii) The Chairman shall, at the Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of "Ballot Paper" for all those Members who are present at the Meeting but have not cast their votes by availing the remote e-voting facility.
- (iv) The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on cut-off date i.e Wednesday, September 18, 2019. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or voting at the meeting through ballot.
- (v) Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forgot User Details / Password" option available on www.evotingindia.co.in.
- (vi) The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of the meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same and declare the result of the voting forthwith.
- (vii) The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.cineline.co.in and on the website of CDSL www.evotingindia.co.in immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), where the shares of the Company are listed.
- (viii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com or may be addressed at the following address:

Jatin J. Shah
Company Secretary
215 Atrium, 10th Floor, Opp. Divine School, J.B. Nagar, Andheri Kurla Road, Andheri- East, Mumbai- 400093.
Website: www.cineline.co.in
CIN No: L92142MH2002PLC135964
Email: investor@cineline.co.in
Tel No: 022-6726 6666 Fax No: 022-6693 7777

- (ix) Members are requested to intimate Registrar and Share Transfer Agent being Link Intime India Private Limited for consolidation of their folios, in case they are having more than one folio along with copy of PAN card
- (x) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

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

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

Item No. 3: Re-appointment of Mr. Anand Bathiya (DIN: 03084831) as an Independent Director of the Company.

Mr. Anand Bathiya (DIN: 03084831) is an Independent Director of the Company. The Members at the 13th AGM of the Company held on September 10, 2015 had approved the appointment of Mr. Anand Bathiya as an Independent Director of the Company to hold office for a term for 5 (five) consecutive years for a term up to February 3, 2020.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term up to five consecutive years on the Board of a Company. Based on recommendation of the Nomination and Remuneration Committee and in terms of provisions of Sections 149, 150, 152, Schedule IV and any other applicable provisions of the Act and the Listing Regulations, Mr. Anand Bathiya, being eligible for reappointment as an Independent Director and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Act from a member proposing the re-appointment of Mr. Anand Bathiya for the office of Independent Director, is proposed to be re-appointed as an Independent Director for a second term of five consecutive years from February 4, 2020 to February 3, 2025.

Mr. Anand Bathiya is a Chairman of the Audit Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee of the Company. He also serves as a member of Nomination and Remuneration Committee of the Company. Mr. Anand Bathiya has given a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 25 of the Listing Regulations. The Company has received necessary declarations / disclosure / confirmation from Mr. Anand Bathiya as required under the Act and Listing Regulations. Copy of the draft letter for re-appointment of Mr. Anand Bathiya as an Independent Director setting out terms and conditions would be available for inspection by the members of the Company at the Registered Office and Corporate Office of the Company on all working days during business hours up to the date of 17th AGM of the Company.

As a member of the Board of the Company, Mr. Anand Bathiya brings to the Board extensive leadership including deep knowledge and understanding of the Company's business operations, strategies and the business environment into which the Company operates. His vast experience provides a much needed insight, guidance and support to the management on various matters related to the business of the Company. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Anand Bathiya as an Independent Director and on the recommendation of the Nomination and Remuneration Committee and based on the performance evaluation, recommends the Special Resolution as set out at Item No. 3 of the Notice of the AGM for approval of the members. The Resolution and Explanatory Statement may be considered as sufficient disclosure and information under the statutory provisions as may be applicable, relevant or necessary.

Save and except Mr. Anand Bathiya and his relatives, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution at Item No. 3 of the Notice.

The Board recommends the passing of Special Resolution as set out at Item No. 3 of the accompanying Notice.

Item No. 4: Appointment of Mr. Naushad Panjwani (DIN: 06640459) as an Independent Director of the Company.

The Board of Directors, at its meeting held on June 28, 2019, appointed Mr. Naushad Panjwani as an Additional Director of the Company, pursuant to section 161 of the Companies Act, 2013, read with Article 114 of the Articles of Association of the Company.

Pursuant to the provision of Section 161 of the Companies Act 2013, Mr. Naushad Panjwani will hold office up to the date of the ensuing AGM. The Company has received a notice in writing pursuant to Section 160 of the Act from a member proposing the appointment of Mr. Naushad Panjwani for the office of Independent Director, to be appointed as such under the provisions of section 149 of the Companies Act, 2013.

Mr. Naushad Panjwani has given a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 25 of the Listing Regulations. The Company has received necessary declarations / disclosure / confirmation from Mr. Naushad Panjwani as required under the Act and Listing Regulations. Copy of the draft letter for re-appointment of Mr. Naushad Panjwani as an Independent Director setting out terms and conditions would be available for inspection by the members

of the Company at the Registered Office and Corporate Office of the Company on all working days during business hours up to the date of 17th AGM of the Company.

The resolution seeks the approval of members for the appointment of Mr. Naushad Panjwani as an Independent Director of the Company for a period up to June 27, 2024 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder. He will not be liable to retire by rotation.

Save and except Mr. Naushad Panjwani and his relatives, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution at Item No. 4 of the Notice.

The Board recommends the resolution set forth in Item no. 4 for the approval of the members.

Item No. 5: Appointment of Mr. Shantilal Haria (DIN: 00295097) as an Independent Director of the Company.

The Board of Directors, at its meeting held on August 14, 2019, appointed Mr. Shantilal Haria as an Additional Director of the Company, pursuant to section 161 of the Companies Act, 2013, read with Article 114 of the Articles of Association of the Company.

Pursuant to the provision of Section 161 of the Companies Act 2013, Mr. Shantilal Haria will hold office up to the date of the ensuing AGM. The Company has received a notice in writing pursuant to Section 160 of the Act from a member proposing the appointment of Shantilal Haria for the office of Independent Director, to be appointed as such under the provisions of section 149 of the Companies Act, 2013.

Mr. Shantilal Haria has given a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 25 of the Listing Regulations. The Company has received necessary declarations / disclosure / confirmation from Mr. Shantilal Haria as required under the Act and Listing Regulations. Copy of the draft letter for re-appointment of Mr. Shantilal Haria as an Independent Director setting out terms and conditions would be available for inspection by the members of the Company at the Registered Office and Corporate Office of the Company on all working days during business hours up to the date of 17th AGM of the Company.

The resolution seeks the approval of members for the appointment of Mr. Shantilal Haria as an Independent Director of the Company for a period up to August 13, 2024 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder. He will not be liable to retire by rotation.

Save and except Mr. Shantilal Haria and his relatives, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution at Item No. 5 of the Notice.

The Board recommends the resolution set forth in Item no. 5 for the approval of the members.

Item No. 6: Re-appointment of Mrs. Hiral Kanakia (DIN: 00015924) as Executive Director of the Company.

The Members at the Thirteenth Annual General Meeting held on September 10, 2015 approved the appointment of Mrs. Hiral Kanakia as Whole-time Director of the Company with effect from 1st April, 2015. Mrs. Hiral Kanakia will complete her present term on 31st March, 2020. The Board of Directors in the meeting held on August 14, 2019, on the recommendation of the Nomination & Compensation Committee, recommended for the approval of the Members, the re-appointment of Mrs. Hiral Kanakia as a Director of the Company, as set out in the Resolution relating to her re-appointment. The principal terms and conditions of appointment of Mrs. Hiral Kanakia (herein after referred to as an "Executive Director") are as follows:

A. TENURE OF APPOINTMENT:

The appointment of the Executive Director is for a period of five years with effect from April 1, 2020.

B. NATURE OF DUTIES:

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

C. REMUNERATION:

I. Basic Salary:

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

II. Benefits, Perquisites & Allowances:

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

Explanation:

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

III. Commission/Performance Bonus:

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

IV. Amenities:

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

Explanation:

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

D. MINIMUM REMUNERATION:

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

E. OTHER TERMS OF APPOINTMENT:

- a. The Executive Director shall not become interested or otherwise concerned, directly or through her spouse and / or children, in any selling agency of the Company.

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

Requisite Notice under Section 160 of the Act proposing the re-appointment of Mrs. Hiral Kanakia has been received by the Company, and consent has been filed by Mrs. Hiral Kanakia pursuant to Section 152 of the Act.

The Directors are of the view that the appointment of Mrs. Hiral Kanakia as Executive Director will be beneficial to the operations of the Company and the remuneration payable to her is commensurate with her abilities and experience and accordingly commend the Resolutions at Item Nos. 6 of the accompanying Notice for approval by the Members of the Company by way of Special Resolution.

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

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

Mrs. Hiral Kanakia, Mr. Himanshu Kanakia and Mr. Rasesh Kanakia, who are related to each other, are deemed interested in the said resolution No. 6.

None of the other Directors or Key Managerial Persons and their relatives except Mrs. Manisha Vora, who is relative of Mr. Himanshu Kanakia and Mr. Rasesh Kanakia, are deemed to be interested in the said resolution No 6.

Item No. 7: To approve sale of undertaking under Section 180 (1) (a) of the Companies Act, 2013.

Members of the Company are further requested to note that Section 180 (1)(a) of the Companies Act, 2013 mandates that the Board of Directors of a company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the company, only with the approval of the members of the Company by way of a special resolution. Explanation (i) to Section 180(1) (a) of the Companies Act, 2013 states that the meaning of an 'undertaking' for the purposes of Section 180(1) of the Companies Act, 2013 is an undertaking in which the investment of the company exceeds twenty percent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty percent of the total income of the company during the previous financial year. Explanation (ii) to Section 180 (1)(a) of the Companies Act, 2013 states that the meaning of 'substantially the whole of the undertaking' for the purposes of Section 180(1) is in any financial year, twenty percent or more of the value of the undertaking as per the audited balance sheet of the preceding financial year.

Accordingly, pursuant to Section 180(1)(a) of the Companies Act, 2013, members of the Company are further requested to note that their consent to the Board is being sought by way of a Special Resolution to sell / transfer / dispose off its immovable property located at "Kanakia Wallstreet" Andheri Kurla Road, Andheri East, Mumbai- 400093 in ordinary course of business at a fair market value in one or more tranches, in the manner as the Board may deem fit and in the interest of the Company, and on such terms and conditions as may be deemed fit by the Board.

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

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

Item No. 8: To make investments, give loan, guarantees and provide securities under section 186 of the Companies Act, 2013.

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate or as and when required.

Pursuant to the provisions of section 186(3) of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of shareholders / members by way of special resolution passed at the General Meeting in case the amount of investment, loan, guarantee or security proposed to be made is more than the higher of sixty percent of the paid up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account.

Accordingly, the Board of Directors of the Company proposes to obtain approval of shareholders by way of special resolution as contained in the notice of the Extra-Ordinary General Meeting for an amount not exceeding Rs. 500 Crores (Rupees Five Hundred Crores only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

Directors, Key Managerial Personnel and their relatives who are members of the Company, may be deemed to be concerned or interested in the Item No. 8 of the accompanying notice to the extent of their respective shareholding in the Company to the same extent as that of every other member of the Company.

The Directors recommend the Item No. 8 of the Notice for consent and approval by the shareholders.

Item No. 9 & 10: To approve the loan to related party under Section 185 of Companies Act, 2013 being a material related party transaction.

The Company has received a request from Kanakia Spaces Realty Private Limited ("KSRPL") to grant financial assistance ("Proposed Loan") for the principal business activities of KSRPL in one or more tranches over a period of time. KSRPL is a 'Related Party' of your Company in terms of Section 2(76) of the Companies Act, 2013 ("Act") and Regulation 2(1)(zb) of the SEBI LODR . Further, the Proposed Loan qualifies as a 'Material Related Party Transaction' as per Regulation 23(1) of SEBI LODR. In

terms of Section 185 of the Act (as amended by Companies (Amendment) Act, 2017 and notified by Ministry of Corporate Affairs vide notification dated May 7, 2018), the Proposed Loan requires the approval of the members of the Company by way of a Special Resolution, since the Company and KSRPL have common directors i.e. Mr. Rasesh Kanakia and Mr. Himanshu Kanakia. In terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 all material related party transactions requires approval of the Members of the Company. A transaction with a related party shall be considered material if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent (10%) of the annual consolidated turnover of the company as per the last audited financial statements of the company.

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

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

Particulars	Information
Name of the Related Party	Kanakia Spaces Realty Private Limited (KSRPL)
Name of Director(s) or Key Managerial Person who is related	Mr. Rasesh Kanakia, Chairman, Mr. Himanshu Kanakia, Managing Director and Mrs. Hiral Kanakia, Whole Time Director, of the Company.
Nature of relationship	Related Party under Section 2(76) of the Companies Act, 2013
Purpose	Financial assistance related to expansion of principal business activities of Kanakia Spaces Realty Private Limited.
Material terms of the transaction:	
Total limit	Up to Rs. 150 crores (Rupees One Hundred and Fifty Crores only) to be given through one or more tranches over a period of time
Nature of loan	Short Term Loan
Tenure	Repayable on demand made by the Company as and when required or within three (3) years, whichever is earlier (or such extended period as may be mutually agreed between Company and KSRPL subject to requisite approvals)
Interest	<ul style="list-style-type: none"> • Interest at the rate of 14% p.a. • Payment of interest to be made on quarterly basis.

A copy of the draft Loan Term Sheet will be available for inspection by the members, free of cost, at the Registered Office of the Company during business hours on all working days during business hours up to the date of 17th AGM of the Company.

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

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

The Board of Directors of your Company recommends the Resolution as set out in Item No. 9 & 10 of the accompanying notice for the approval of Members of the Company.

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

**Rasesh Kanakia
Chairman
Din:00015857**

**Place : Mumbai
Date : August 14, 2019**

Registered Office

215 Atrium, 10th Floor, Opp. Divine School,
J.B. Nagar, Andheri Kurla Road, Andheri- East, Mumbai- 400093
Website: www.cineline.co.in
CIN No: L92142MH2002PLC135964
Email: investor@cineline.co.in
Tel No: 022-6726 6666
Fax No: 022-6693 7777

Annexure

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

Particulars of Directors	Mr. Rasesh Kanakia	Mr. Anand Bathiya	Mr. Naushad Panjwani	Mr. Shantilal Haria	Mrs. Hiral Kanakia
Director Identification No.	00015857	03084831	06640459	00295097	00015857
Date of Birth	14.09.1961	14.09.1984	16.01.1967	08.03.1959	29/08/1970
Age	58	35	52	60	49
Date of First Appointment	22.05.2002	05.02.2015	28.06.2019	14.08.2019	05/02/2015
Qualification	Owner/President Management Programme from Harvard University	Bachelor of Commerce, Chartered Accountant & Company Secretary	Chartered Accountant and a Commerce Graduate	Chartered Accountant and Company Secretary	Bachelor in Arts
Experience in Functional Area	Mr. Rasesh Kanakia is the Chairman since incorporation and has as career spanning of around 35 years. He, is an Indian National, began his career as a real estate consultant in the year 1984 and subsequently ventured into real estate development in the year 1986. He was instrumental in making "Kanakia Group" a well established name in the field of real estate development. In 1997, by virtue of his foresightedness, the group forayed into Cinemax exhibition by retrofitting theaters and setting up theaters with multiple screens. His keen interaction with the film fraternity has also resulted in our Company's multiplex being the preferred destination for number of premiere shows. Under his leadership the Group operates an I.C.S.E. School and a Commerce & Science College in Mumbai. With strong developer background and seeing the boom in Hotel Industry, he further diversified the Group's activities into hospitality business. As the Chairman of our Company, he looks after critical functions of the management viz., Finance, Strategic management and Public Relations. He has been a member of our Board since incorporation.	Mr. Anand Bathiya has been predominantly involved in helping companies in identifying, negotiating, structuring, reviewing and executing complex, domestic and international Mergers & Acquisitions (M&A). He is also Assisting Indian Corporates in raising equity resources through listing on the Indian and international capital markets, private equity, structured finance, FCCBs, etc. Involved in many initial Public Offer (IPO) advisory and private equity fund-raising exercises having worked closely with leading Indian and international Investment Banks over the years. He is also an active member of Young Leaders' Forum of the Indian Merchants Chamber and TIE Mumbai. Regular speaker at various gatherings for Ministry of Corporate Affairs, ICAI, ICSI, WIRC, BCAS and other bodies of professional interests on a wide range of topics.	Mr. Naushad Panjwani has work experience of over 27 years. He has a vast experience in the areas of finance, tax, strategy, retail, investment banking, cross border merger and acquisitions and real estate transactions being his forte. He has been associated with Mandarus Partners ,Knight Frank India Pvt. Ltd., Gawande & Panjwani, etc. He has served as member of Managing Committee and Co-Chairman OF Urban Development, Smart Cities, Real Estate & Infrastructure committee of IMC Chamber of Commerce & Industry FY 2017-18 & 2018-19. He has also served as Vice President of Western India Region of Indo American Chamber of Commerce for FY 2017-18 and 2018-19	Mr. Shantilal Haria has in depth knowledge and professional experience of more than 30 years in the field of Fund Raising, Business Advisory, Income Tax, Company Law, Allied Laws and Realty Sector. He has been involved in few private equity deals. He is the promoter of Pankti Group. He is an independent director on the board of G.M. Breweries Ltd.	Mrs. Hiral Kanakia has a career spanning of around 24 years. She has been associated with the Company since 1998 and is closely involved in the operation and administration of the Company. She is head of "Employee Relations & Improvement Management" in Kanakia Group of Companies.
Directorship in other Companies (Public Limited Companies)	NIL	NIL	NIL	G.M. Breweries Ltd.	NIL

Membership/ Chairmanship of Board Committees of other Companies (Includes only Audit Committee and Stakeholders Relationship Committee)	NIL	NIL	NIL	NIL	Audit Committee: Member	NIL
No. of shares held in the Company	9368524	NIL	NIL	NIL	NIL	328844
Terms & Conditions of Appointment/ Re-appointment	Appointed as a Director liable to retire by rotation	Re-appointment as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years with effect from February 4, 2020 to February 3, 2025 (both days inclusive), not liable to retire by rotation.	Appointment as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years with effect from August 14, 2019 to August 13, 2024 (both days inclusive), not liable to retire by rotation.	Appointment as an Independent Director of the Company for a period of 5 (five) years i.e. 1st April 2020 to 31st March 2025 effective from expiry of her present term ending on 31st March 2020, and liable to retire by rotation.		
Relationship with other Directors/ Manager/KMP	Brother of Mr. Himanshu Kanakia and brother in-law of Mrs. Hiral Kanakia	None	None	None	None	Wife of Mr. Himanshu Kanakia
Remuneration	The remuneration details are given in the Corporate Governance Section of the Annual Report.	Mr. Anand Bathiya will not be paid any remuneration other than sitting fees for attending meetings of the Board and Committees thereof which he is a member/Chairperson. The remuneration paid to him during the financial year ended 31st March, 2019 is shown under the Corporate Governance Report.	Mr. Naushad Panjwani will not be paid any remuneration other than sitting fees for attending meetings of the Board and Committees thereof of which he is a member.	Mr. Shantilal Haria will not be paid any remuneration other than sitting fees for attending meetings of the Board and Committees thereof of which he is a member.		The remuneration details are given in the Corporate Governance Section of the Annual Report.
No. of Board Meetings attended during the F.Y. 2018-19	5 out of 5	3 out of 5	None (As appointed on 28.06.2019)	None (As appointed on 14.08.2019)	None (As appointed on 14.08.2019)	4 out of 5

CINELINE

CINELINE INDIA LIMITED

Corporate Identity Number (CIN): L92142MH2002PLC135964

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

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

ATTENDANCE SLIP

Venue of the meeting : Cinemax Theatre, Eagle's Flight, Behind Gurunanak Petrol Pump, Andheri Kurla Road,
Andheri (East), Mumbai – 400093.

Date & Time : Thursday, September 26, 2019 at 10.30 A.M.

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE

Name	
Address	
DP Id*	
Client Id*	
Folio No.	
No. of shares held	

*Applicable for investors holding shares in Electronic form.

I certify that I am the registered shareholders/proxy for the registered shareholder of the Company.

I hereby record my presence at the Seventeenth Annual General Meeting of the Company held on Thursday, September 26, 2019 at 10.30 A.M. at Cinemax Theatre, Eagle's Flight, Behind Gurunanak Petrol Pump, Andheri Kurla Road, Andheri (East), Mumbai – 400093.

*Applicable for shareholders holding shares in electronic form

Signature of Member / Proxy

Note:

1. Electronic copy of the Annual Report for 2019 and Notice of the Seventeenth Annual General Meeting along with Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Company/Depository Participant unless any member has requested for a hard copy of the same. Shareholders receiving electronic copy and attending the Annual General Meeting can print copy of this Attendance Slip.
2. Physical copy of the Annual Report for 2019 and Notice of the Seventeenth Annual General Meeting along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email id is not registered or have requested for a hard copy.

Route Map to the AGM Venue



CINELINE

CINELINE INDIA LIMITED

(Formerly known as Cinemax Properties Limited)

Corporate Identity Number (CIN): L92142MH2002PLC135964

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

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

FORM OF PROXY

Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014.

Venue of the meeting : Cinemax Theatre, Eagle's Flight, Behind Gurunanak Petrol Pump, Andheri Kurla Road, Andheri (East), Mumbai – 400093.

Date & Time : Thursday, September 26, 2019 at 10.30 A.M.

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE

Name	:	
Registered Address	:	
Email ID	:	
DP ID*	:	
Client ID*	:	
Folio No	:	

*Applicable for investors holding shares in Electronic form.

I/We _____ of _____ being a member/members of Cinline India Limited hereby appoint the following as my/our Proxy to attend vote (for me/us and on my/our behalf at the Seventeenth Annual General Meeting of the Company to be held on Thursday, September 26, 2019 at 10.30 A.M. and at any adjournment thereof) in respect of such resolutions as are indicated below;

1. Mr./Mrs. _____ (Name & Signature of the Proxy) or failing him/her Registered address _____
Email Id _____ Signature _____
2. Mr./Mrs. _____ (Name & Signature of the Proxy) or failing him/her Registered address _____
Email Id _____ Signature _____
3. Mr./Mrs. _____ (Name & Signature of the Proxy) or failing him/her Registered address _____
Email Id _____ Signature _____

** I/We direct my/our Proxy to vote on the Resolutions in the manner indicated below:

Item No.	Resolution	Pattern of Voting		
		No. of Shares held	For	Against
Ordinary Business				
1.	To consider and adopt the financial statements of the Company for the year ended March 31, 2019, including the audited Balance Sheet as at March 31, 2019, the Statement of Profit and Loss Account for the year ended on that date together with the Reports of the Board of Directors and the Auditors thereon.			
2.	To appoint a Director in place of Mr. Rasesh Kanakia, who retires by rotation and being eligible, offers himself for re-appointment.			
Special Business				
3.	Re-appointment of Mr. Anand Bathiya (DIN: 03084831) as an Independent Director of the Company.			
4.	Appointment of Mr. Naushad Panjwani (DIN: 06640459) as an Independent Director of the Company.			
5.	Appointment of Mr. Shantilal Haria (DIN: 00295097) as an Independent Director of the Company.			
6.	Re-appointment of Mrs. Hiral Kanakia (DIN: 00015924) as Executive Director of the Company.			
7.	To approve sale of undertaking under Section 180 (1) (a) of the Companies Act, 2013.			
8.	To make investments, give loan, guarantees and provide securities under section 186 of the Companies Act, 2013.			
9.	To approve the loan to related party under Section 185 of Companies Act, 2013.			
10.	To approve material related party transaction.			

** This is optional. Please put a tick mark (✓) in the appropriate column against the resolution indicated in the box. If a member leaves the "For" or "Against" column blank against any or all the resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular resolution, he/she should write "Abstain" across the boxes against the Resolution.

Signature(s) of Member(s)

1. _____
2. _____
3. _____

Affix One Rupee Revenue Stamp
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Signed thisday of2019

Notes:

1. The Proxy to be effective should be deposited at the Registered office of the Company not less than FORTY EIGHT HOURS before the commencement of the Meeting.
2. A proxy need not be a member of the Company.
3. In case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
4. The form of proxy confers authority to demand or join in demanding a poll.
5. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.
6. In case a member wishes his/her votes to be used differently, he/she should indicate the numbers of shares under the columns "For" or "Against" as appropriate.