

Date: 24/12/2019

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: Declaration of result of Postal Ballot under regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir / Madam,

In reference to postal ballot notice dated 14th November 2019 seeking approval of members of the Company, submitted to you, this is to further inform you that based on the report dated 23rd December 2019 submitted by Mr. Dharmesh Zaveri of D M Zaveri & Co., Practicing Company Secretary, the scrutinizer appointed under section 110 of the Companies Act 2013 read with the Rules, the result of the postal ballot is declared on 24th December 2019 and accordingly In compliance to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the members of the Company have approved following matters through Special Resolution:-


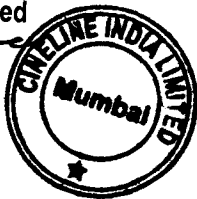
1. Approve the loan to related party under Section 185 of Companies Act, 2013.
2. Approval of material related party transaction.

We enclosed herewith the voting results of postal ballots & remote e-voting, in relation to resolutions passed through postal ballot notice dated 14th November, 2019, also find enclosed copy of Scrutinizer Report.

The above is for your information and dissemination to the public at large.

Thanking you,
Yours faithfully,

For Cineline India Limited

Rasesh Kanakia
Chairman

Place: Mumbai
Encl.: As above

Date of declaration of results: 24th December, 2019

Date of the Postal Ballot/AGM/EGM	22nd December, 2019
Total Number of Shareholders on record date i.e. 18th September, 2019	20,350
No. of shareholders present in the meeting either in person or through proxy:	Not Applicable
Promoter and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of shareholders attended the the meeting through Video Conferencing:	Not Applicable
Promoter and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution 1: Approve the loan to related party under Section 185 of Companies Act, 2013.

Resolution required: Ordinary/Special

Whether promoter/promoter group are interested in the agenda/resolution?

Category	Mode of Voting	Total no. of shares held (1)	Special		No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
			Yes	No				
Promoter and Promoter Group	E-Voting	-	-	-	-	-	-	-
	Postal ballot/Poll	-	-	-	-	-	-	-
	Total	19,584,915	-	-	-	-	-	-
Public - Institutional holders	E-Voting	-	-	-	-	-	-	-
	Postal ballot/Poll	-	-	-	-	-	-	-
	Total	3,450	-	-	-	-	-	-
Public-Non Institutional	E-Voting	-	-	-	-	-	-	-
	Postal ballot/Poll	-	-	-	-	-	-	-
	Total	8,411,635	689,019	680,378	8,641	8,641	98.7459	1.2541
Total	E-Voting	-	-	-	-	-	-	-
	Postal ballot/Poll	-	-	-	-	-	-	-
	Total	28,000,000	724,475	715,624	8,851	8,851	98.7783	1.2217

Resolution 2: Approval of material related party transaction.

Resolution required: Ordinary/Special

Whether promoter/promoter group are interested in the agenda/resolution?

Category	Mode of Voting	Total no. of shares held (1)	Special		No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
			Yes	No				
Promoter and Promoter Group	E-Voting	-	-	-	-	-	-	-
	Postal ballot/Poll	-	-	-	-	-	-	-
	Total	19,584,915	-	-	-	-	-	-
Public - Institutional holders	E-Voting	-	-	-	-	-	-	-
	Postal ballot/Poll	-	-	-	-	-	-	-
	Total	3,450	-	-	-	-	-	-
Public-Non Institutional	E-Voting	-	-	-	-	-	-	-
	Postal ballot/Poll	-	-	-	-	-	-	-
	Total	8,411,635	689,019	680,378	8,641	8,641	98.7459	1.2541
Total	E-Voting	-	-	-	-	-	-	-
	Postal ballot/Poll	-	-	-	-	-	-	-
	Total	28,000,000	724,475	715,624	8,851	8,851	98.7783	1.2217



D. M. ZAVERI & Co.

Company Secretaries

CS Dharmesh Zaveri
B.Com., F.C.S.

Office No.145, 1st Floor, Kesar Residency, Charkop Sector 3, Kandivali (W), Mumbai - 400 067
Email: dmz@dmzaveri.com Tel.: 022-28679660 Mobile: 98203 20503 Website: www.dmzaveri.com

SCRUTINIZER REPORT ON POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with rule 22 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman,
Cineline India Limited
215 Atrium, 10th Floor,
Opp. Divine High School, J.B. Nagar,
Andheri Kurla Road, Andheri East,
Mumbai - 400 093.

Sub: Report on passing of resolution through Postal Ballot Process

Dear Sir,

I, Dharmesh Zaveri, proprietor of D. M. ZAVERI & Co., Practising Company Secretaries, Mumbai, was appointed as Scrutinizer in the circular resolution passed by the board of directors of the company on 14th November, 2019, for the purpose of scrutinizing the physical postal ballot papers received by post and e-voting done through platform provided by Central Depository Services (India) Limited, in a fair and transparent manner and ascertaining the requisite majority as per the provisions of Section 110 of the Companies Act 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for time being in force as amended from time to time) by the Board of Directors of the Company on the resolution contained in the Postal Ballot Notice dated 14th November, 2019 of the Company.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules framed thereunder relating to e-voting and voting done through postal ballot received on the resolution contained in the Notice dated 14th November, 2019 of the Company. My responsibility as a scrutinizer for the e-voting and for the postal ballot voting is as per my engagement in this respect including to conduct e-voting, physical ballots voting process in fair and transparent manner and to make a Scrutinizer report of the Votes Cast "in favour" or "against" the resolution as stated below, based on the report generated from the e-voting system provided by Central Depository Services (India)



D. M. ZAVERI & Co.

Company Secretaries

DS Dharmesh Zaveri
B.Com., F.C.S.

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Limited ("CDSL"), the authorised agency engaged by the Company to provide e-voting facilities and for voting done by postal ballots.

I submit my report as under;

- 1.1. The Company has completed the dispatch/ e-mailing of Notice of Postal Ballot along with the Postal Ballot Forms and self-addressed pre-paid business reply envelopes through courier/ registered acknowledge post on Friday, 22nd November, 2019 to the members of the Company, whose names appeared in the register of Members/ List of beneficiaries and by emails to those members whose email ID are registered either with depositories or with the Company as on cut-off date i.e. 8th November, 2019.
- 1.2. As prescribed in the said Rules, the Company has also published an advertisement on Saturday, 23rd November, 2019 and it carried the required information as specified in the said rules.
- 1.3. As mentioned in the Postal ballot notice all postal ballot forms received up to the closure of working hours i.e. 5.00 p.m. on Sunday, 22nd December, 2019 being the last date and time fixed by the Company for receipt of the forms were considered and the e-voting module was disabled by CDSL for voting thereafter.
- 1.4. The particulars of all Postal ballot forms received from the members and details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from e-voting website of CDSL (www.evotingindia.com) have been entered into register maintained for the same.
- 1.5. All postal ballot forms received up to close of working hours i.e. 5.00 P.M. on Sunday, 22nd December, 2019 were duly opened in my presence and the same were scrutinized and processed with the computer statement containing the shareholders name, Folio Number/ Client ID No. / DP ID, Postal Ballot No, No of Shares held, No of votes polled, assented, dissented and rejected if any, were generated. The shareholding and the signature of shareholders who have exercised their vote through postal ballot were verified with the records maintained by the Registrar & Share Transfer Agent namely M/s. Link Intime India Private Limited ("RTA").
- 1.6. Envelopes containing postal ballot forms which were returned undelivered were not opened.



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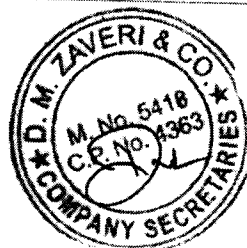
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- 1.7. We have not found any ballot paper which was invalid.
- 1.8. I have also received a complete record of votes cast by electronic mode from CDSL, the agency for providing and supervising electronic platform on Sunday, 22nd December, 2019 at 05.30 p.m. and which was closed by CDSL on Sunday, 22nd December, 2019 at 5.00 p.m.
- 1.9. The details containing *inter alia*, list of Equity shareholders, who voted "FOR"/ "AGAINST" of the resolution that was put to vote, were generated from the physical ballot forms received by post and from report generated from e-voting platform provided by CDSL is as under:

Mode of voting	Total valid votes	Votes in favour of Resolution			Votes against the Resolution			Invalid Votes	
		No of ballot / e-voting entry	Nos	% to total valid votes	No of ballot / e-voting entry	Nos	% to total valid votes	No of ballot / e-voting entry	Nos
Item No 1: Approve the loan to related party under Section 185 of Companies Act, 2013. (Special Resolution)									
E-voting	689019	28	680378	98.7459	12	8641	1.2541	0	0
Postal Ballot	35456	21	35246	99.4077	4	210	0.5923	0	0
Total	724475	49	715624	98.7783	16	8851	1.2217	0	0
Item No 2: Approval of material related party transaction. (Special Resolution)									
E-voting	689019	28	680378	98.7459	12	8641	1.2541	0	0
Postal Ballot	35456	21	35246	99.4077	4	210	0.5923	0	0
Total	724475	49	715624	98.7783	16	8851	1.2217	0	0

The special resolutions passed by requisite majority is as under;

Reference to provisions of Companies Act, 2013	Type and description of special resolution
Special Resolution pursuant to Section 185 other applicable provisions of Companies Act, 2013 and the rules made thereunder.	Approve the loan to related party under Section 185 of Companies Act, 2013.
Special Resolution pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time)	Approval of material related party transaction.



D. M. ZAVERI & Co.

Company Secretaries

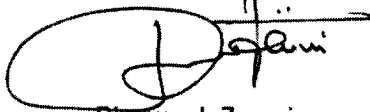
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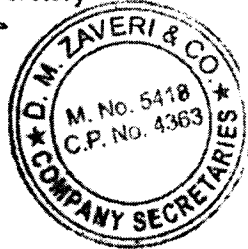
and applicable provisions of the Companies Act, 2013
and Rules made thereunder.

- 1.10. The Register, all other papers and relevant record relating to postal ballot shall remain in our safe custody until the Chairperson considers, approves and signs the Minutes and thereafter the same will be handed over to the Company.
- 1.11. The above mentioned special resolution is deemed to be passed by requisite majority as on the last date of receipt of postal ballot/ closing of e-voting i.e. 22nd December, 2019.
- 1.12. You may accordingly declare the results of voting by postal ballot.

For D. M. Zaveri & Co
Practising Company Secretary



Dharmesh Zaveri
(Proprietor)
Membership No.: 5418
C.P. No.: 4363



Rasesh Kanakia
Chairman

Place: Mumbai
Date: 23rd December, 2019