

# City Pulse Multiplex Limited

Regd Off: 401, 4th Floor, Sachet 1, Swastik Cross Road, Navrangpura Ahmedabad - 380009  
CIN: U92199GJ2000PLC037606

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**July 31, 2019**

To,  
The General Manager  
**BSE Limited**  
P.J. Towers, Dalal Street,  
Mumbai – 400 001

Dear Sir / Mam,

**Sub.:** Outcome of Board Meeting

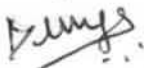
**Ref.:** Scrip Code – 542727

In reference with our intimation in the said matter, the Board in their meeting held today i.e. July 31, 2019 at the Registered Office of the Company, have convened the 19<sup>th</sup> Annual General Meeting of the Company on Friday, the 27<sup>th</sup> day of September, 2019 at 11:30 a.m., at Wow Cinepulse, 6th Floor, Sparsh Arcade, Zundal Circle, Road, Opposite Bharat Petroleum, Chandkheda, Ahmedabad - 382424 to transact the Business as provided for in the Notice for the Meeting, a copy of which is enclosed for your kind perusal.

Do acknowledge the receipt of same and disseminate the above announcement on BSE's Website.

The Meeting was postponed by 5 Hrs from its scheduled time due to heavy rains in Ahmedabad. The Meeting began at 4:30 PM and ended at 5:45 PM.

**Thanking You,**



**Divya Agrawal**  
Company Secretary



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mail: [info@wowcinepulse.com](mailto:info@wowcinepulse.com)

site: [www.wowcinepulse.com](http://www.wowcinepulse.com)

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## NOTICE

NOTICE is hereby given that the 19<sup>th</sup> Annual General Meeting of the Members of City Pulse Multiplex Limited will be held on Friday, the 27<sup>th</sup> day of September, 2019 at 11:30a.m., at Wow Cinepulse, 6th Floor, Sparsh Arcade, Zundal Circle, Road, Opposite Bharat Petroleum, Chandkheda, Ahmedabad - 382424 to transact the following business:

### ORDINARY BUSINESS:

1. To consider and adopt the Financial Statements of the Company for the financial year ended March 31, 2019, and the Reports of the Board of Directors and the Auditors.
2. To appoint a Director in place of Smt. Nalini Rajnikant Mehta (DIN:07158793), who retires by rotation, and being eligible to offer himself for re-appointment.

### SPECIAL BUSINESS

1. To give approval for Related Party Transactions and in this regard pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force), and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the members of the Company be and is hereby accorded to the Board of Directors to approve related party transactions, which are not on arm's length basis, entered or to be entered into by the Company for an amount not exceeding Rs. 20 Crores, severally for each of the following parties:

Name of Related Party	Nature
Wow Cine Pulse Multiplex Private Limited	188 (1) (a) to (f)

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Luvv Kush Infraprojects Private Limited
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188 (1) (a) to (f)
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**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to perform and execute all such deeds, matters and things including delegation of such authority as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto."

2. **To approve change in designation of Mr. Luvv Mehta and pass with or without modification(s), the following resolution as an Special Resolution:**

**RESOLVED THAT** pursuant recommendation from Board and pursuant to Section 149 and 152 of Companies Act, 2013 read with rules and regulations made there under and as amended, Approval of Members be and is hereby accorded for change in designation of Luvv Mehta (DIN: 08019908) from Non-Executive Director to Executive Director at a monthly remuneration as may be approved by the Board in consultation with Nomination and Remuneration committee, liable to retire by rotation w.e.f July 31, 2019;

**RESOLVED FURTHER THAT** all the members of the Board be and are hereby, collectively authorized to submit forms and necessary explanations as may be required to give effect to the above resolution

3. **To appoint Shri Arpit Mehta as Executive Director and pass with or without modification(s), the following resolution as an Ordinary Resolution**

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed thereunder (including any statutory modification(s) or enactment thereof for the time being in force), Shri Arpit Mehta (DIN: 00213945), Who was appointed as Additional Executive Director of the Company by the Board of Directors w.e.f. July 31, 2019 and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose Shri Arpit Mehta as a candidate for the office of a Director of the Company, be and is hereby appointed as Executive Director of the Company, liable to retire by rotation;

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**RESOLVED FURTHER THAT** all the members of the Board be and are hereby, collectively authorized to submit forms and necessary explanations as may be required to give effect to the above resolution"

4. **To appoint Smt. Rajal Arpit Mehta as Executive Director and pass with or without modification(s), the following resolution as an Ordinary Resolution**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed thereunder (including any statutory modification(s) or enactment thereof for the time being in force), Smt. Rajal Arpit Mehta (DIN: 00213996), Who was appointed as Additional Executive Director of the Company by the Board of Directors w.e.f. July 31, 2019 and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose Smt. Rajal Arpit Mehta as a candidate for the office of a Director of the Company, be and is hereby appointed as Executive Director of the Company, liable to retire by rotation at monthly remuneration as may be approved by the Board in consultation with Nomination and Remuneration Committee;

**RESOLVED FURTHER THAT** all the members of the Board be and are hereby, collectively authorized to submit forms and necessary explanations as may be required to give effect to the above resolution"

5. **To appoint Shri Hitendra Kanodia as Independent Director and if thought fit, to pass, the following Resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed thereunder as read with Schedule IV to the Act, (including any statutory modification(s) or enactment thereof for the time being in force), Shri Hitendra Kanodia (DIN: 02278388), Who was appointed as Independent (Additional) Director of the Company by the Board of Directors w.e.f. July 31, 2019, and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose Shri Hitendra Kanodia (DIN: 02278388) as a candidate for the office of a Director of the Company, be and is hereby appointed as an

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Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years upto July 30, 2024.

**6. Appointment of Shri Arpit Mehta as Managing Director and in this regard pass with or without modification(s), the following resolution as an Ordinary Resolution:**

**"RESOLVED THAT** pursuant to approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013 approval of the members of the Company be and is hereby accorded to the appointment of Shri Arpit Mehta (DIN: 00213945), as Managing Director of the Company with effect from July 31, 2019 to July 30, 2024, as well as the payment of salary, commission and perquisites (hereinafter referred to as "remuneration"), upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with the authority to the Board of Directors to alter and vary the terms and conditions of the said appointment and / or agreement in such manner as may be agreed to between the Board of Directors and appointee Managing Director.

**RESOLVED FURTHER THAT** the remuneration payable to Shri Arpit Mehta (DIN: 00213945) shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

**7. To appoint Shri Samir Mehta as Independent Director and if thought fit, to pass, the following Resolution as an Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed

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thereunder as read with Schedule IV to the Act, (including any statutory modification(s) or enactment thereof for the time being in force), Shri Samir Mehta (DIN: 08250911), Who was appointed as Independent (Additional) Director of the Company by the Board of Directors w.e.f. October 6, 2018, and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose Shri Samir Mehta (DIN: 08250911) 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, to hold office for a term of five consecutive years upto October 5, 2023.

On behalf of the Board of Directors

  
Luvv Mehta

Director  
(DIN:08019908)



July 31, 2019  
Ahmedabad

## Notes:

- A member entitled to attend and vote at the Annual General Meeting ("the meeting") is entitled to appoint a proxy to attend and vote instead of himself and such a proxy need not be a member.
- The instrument appointing proxy/proxies in order to be effective must be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting
- Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send to the company a duly certified board resolution authorizing their said representative(s) to attend and vote on their behalf at the meeting.
- The Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed hereto.

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- Pursuant to the provisions of Section 91 of the Act, the Register of Members and Share Transfer Books will remain closed on all days from Friday, September 20, 2019 to Friday, September 27, 2019, both days inclusive.
- Members/Proxies are requested to bring the attendance slip along with their copy of the Annual Report to the Meeting.
- Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions in writing to the Company Secretary at least ten days before the date of the Meeting, so that the information required may be made available at the Meeting.
- Members holding shares in physical form and desirous to convert their shares in dematerialized form are requested to send their request along with share certificates to the Depository Participant. Further, all the members are requested to provide their email ID, if any, to the Company and RTA in following manner:

Name	Folio No. DP ID/Client ID	E-mail ID

- Relevant documents referred to in the accompanying Notice and the Explanatory Statement will be available for inspection by the members at the registered Office of the Company between 11.00 AM and 1.00 P.M. on all working days up to the date of the Annual General Meeting.
  - Members holding shares in dematerialized form are requested to intimate all changes with respect to their address/bank details/mandate etc. to their respective Depository Participant. The Company or its share transfer agent will not act on any direct request from these members for change of such details. However request for any change in respect of shares held in physical form should be sent to Company or Registrar & Share Transfer Agent.
- I. Messrs. Richi Prerak & Associates, Practicing Company Secretaries, have been appointed as the scrutinizers to scrutinize the voting in fair and transparent manner.
  - II. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting in the presence of at least two witnesses not in the employment of the Company and shall make, not

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later than 48 Hrs from the conclusion of the AGM a scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at [www.wowcinepulse.com](http://www.wowcinepulse.com) immediately after the declaration of result by the Chairman or a person authorised by him in writing. The results shall also be communicated to Stock Exchange where the shares of the Company are listed.

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## **Explanatory Statement**

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

### **Item No. 1 from Special Business**

The Company frequently enters into transactions with parties as defined under section 2 (76) of the Companies Act, 2013. The Company is currently making all the transactions with related parties in ordinary course of business, which are approved by the audit committee and Board of Directors of the Company. The Company may, in future have to enter into certain business transactions with related parties during, which may not be on arm's length basis, and as Section 188 requires Member's approval, the Company proposes to take prior approval from Members for Nature and amount of transactions, which may have to be entered in future by the Company.

The Board further assures that the management of the Company either expressly or implicitly shall not enter into any related party transaction to take any personal benefit or to defeat interest of the Company.

Wow Cinepulse Multiplex Ltd. and Luvv Kush Infraprojects Pvt. Ltd. and their related parties as covered under 2(76) & 2(77) of the Companies Act, 2013 are interested in the said resolution.

The Board recommends above resolution to be passed as an ordinary resolution.

### **Item No. 2 from Special Business:**

Dr. Luvv Mehta, is a part of Promoter Group and is associated in the Business since long. His involvement in Business operations have been increasing with passage of time and thus, the Board of the Company have recommended to alter his position from Non-Executive to Executive to enable him enter into Financial Transactions with the Company, as and when required with the permission from Board and Committees.

None of the Directors (except Mr. Luvv Mehta and his relatives) or Key Managerial Personnel of Company and their relatives are concerned or interested, financially or otherwise in the said

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resolution.

The Board recommends above resolution to be passed as an Special resolution.

## **Item No. 3 from Special Business:**

Shri Arpit Mehta, is a Promoter of the Company and is at the helm of the Affairs of the Company since more than 15 years. Pursuant to an Order of Registrar of Companies, Gujarat, deactivating his DIN, he voluntarily stepped down from Board for the time being and assumed position as CEO of the Company. Meanwhile, He also challenged the said impugned order in Gujarat High Court. The Gujarat High Court in its dated December 18, 2018 had in its Judgment quashed the Order of DIN Deactivation and ordered to reactivate the his DIN. The Board of the Company, in their meeting held on July 31, 2019 appointed Mr. Mehta on Board as Additional Director.

None of the Directors (except Mr. Arpit Mehta and his relatives) or Key Managerial Personnel of Company and their relatives are concerned or interested, financially or otherwise in the said resolution.

The Board recommends above resolution to be passed as an Ordinary resolution.

## **Brief Profile of Shri Arpit Mehta**

Mr. Arpit Kumar Mehta, aged about 47 years holds the degree of Bachelor of Science from Gujarat University. He had started his career as an insurance agent and post that became part of City Pulse Multiplex is active since last 15 years which closely monitors in all the aspects of cinematic fraternity Production Film Production to Exhibition and to its Distribution. He believes in touching all the aspects of society, from Entertainment service sector to education sector, also runs a school by name "Luv Kush School of education". He is also involved in infrastructure projects & project of —BBC market, Kalupur.

He is also the Promoter of the Company and at the helm of the affairs of the Company.

He has been awarded in one of the most famous Gujarati film —Love is Blindll for the Best Film of the year 2005-2006 by hands of Hon'ble PM Narendra Modi.

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His DIN, in past being deactivated, had to step down from Board but he was at the helm of operations as CEO of the Company but now as the High Court of Gujarat vide its order dated December 18, 2018 had in its Judgment quashed the Order of DIN Deactivation and ordered to reactivate the said DIN. The Hon'ble Registrar of Companies of Gujarat in past week, had after considering the order and submissions by the Company, effected on MCA website under DIN Status as "Active" by reactivating his DIN.

## **Item No. 4 from Special Business:**

Smt. Rajal Arpit Mehta, is a Promoter of the Company and is at the helm of the Affairs of the Company since more than 15 years. Pursuant to an Order of Registrar of Companies, Gujarat, deactivating his DIN, she voluntarily stepped down from Board for the time being and assumed position as CFO of the Company. Meanwhile, she also challenged the said impugned order in Gujarat High Court. The Gujarat High Court in its dated December 18, 2018 had in its Judgment quashed the Order of DIN Deactivation and ordered to reactivate the his DIN. The Board of the Company, in their meeting held on July 31, 2019 appointed Mrs. Mehta on Board as Additional Director.

None of the Directors (except Smt. Rajal Arpit Mehta and his relatives) or Key Managerial Personnel of Company and their relatives are concerned or interested, financially or otherwise in the said resolution.

The Board recommends above resolution to be passed as an Ordinary resolution.

## **Brief Profile of Smt. Rajal Arpit Mehta**

Smt. Rajal Arpit Mehta, aged 48 years, is the Chief Financial Officer of the company. She is involved in the day to day business and administration in the Company. Her valuable relationships in the Indian film industry has been instrumental in our expansion into distribution in India as well as home entertainment and music. She has pursued Master of Science from Gujarat University. Her Presence on Board in past and recently as CFO of the Company has always been mentoring towards stable financial position and growth of the Company.

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Her DIN, in past being deactivated, had to step down from Board but he was at the helm of operations as CFO of the Company but now as the High Court of Gujarat vide its order dated December 18, 2018 had in its Judgment quashed the Order of DIN Deactivation and ordered to reactivate the said DIN. The Hon'ble Registrar of Companies of Gujarat in past week, had after considering the order and submissions by the Company, effected on MCA website under DIN Status as "Active" by reactivating her DIN.

## **Item No. 5 from Special Business:**

Shri HitendraKanodia (DIN: 02278388), Who was appointed as Additional (Independent) Director of the Company by the Board of Directors w.e.f. July 31, 2019 and who holds office upto the date of this Annual General Meeting as per the provisions of Section 161 of the Companies Act, 2013. In this regard, the Company has received request in writing from a member of the Company proposing Shri HitendraKanodia's candidature for appointment as a Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013. The Company has received a declaration from Shri HitendraKanodia that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under SEBI Listing Regulations. The Board feels that presence of Shri HitendraKanodia on the Board is desirable and would be beneficial to the company and hence recommends the resolution for adoption.

## **Brief Profile of Hitendra Kanodia**

Shri Hitendra Kanodia, aged about 49 years is Gujarati film actor and politician from Gujarat, India. He was first elected to the Gujarat Legislative Assembly in 2017. He is the younger son of Gujarati film superstar actor Naresh Kanodia and nephew of musician Mahesh Kanodia, acting is in his genes. Hitendra Kanodia aka Hitu Kanodia has acted in almost 90 films. Working since 1976 in Gujarati films and is recipient of many Gujarat state and private Awards. He has also received prestigious Dada Saheb Phalke film foundation award.

His Presence on Board of the Company shall be a positive step towards creating strong Mentorship on Board for Progress of the Company and benefit to its stakeholders.

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## Item No. 6 from Special Business:

Shri Arpit Mehta, the founding Promoter of the Company and a veteran to Media and Entertainment Industry. City Pulse is a Group, which actually laid foundation of Cinema Industry and Movie Exhibition in Western India. Shri Arpit Mehta has been appointed by the Board as Managing Director on July 31, 2019. Company has entered into Agreement with Mr. Shri Arpit Mehta and brief terms of his appointment are as follows:

Basic Salary: Rs. 1,00,000/- per month

### **Perquisites and Allowances:**

#### Category – A

Medical Reimbursement / Medical Insurance:	Reimbursement of all medical expenses for self and family subject to the maximum of one month's salary per annum. Medical insurance premium shall be paid by the Company.
Personal Accident Insurance:	Personal accident insurance as per the policy of the Company.
Entertainment Expenses:	Reimbursement of entertainment expenses on actual basis incurred during the course of the business.
Club Fees:	Fees of clubs exclusive of admission and life membership fee subject to a maximum of two clubs

#### Category – B

The contribution to provident fund or annuity fund, if any, and if introduced by the Company will not be included in the computation of the ceiling on perquisite to the extent these singly or put together are not taxable under the Income Tax Act, 1961.

#### Category – C

Car with the chauffer for official use, telephones, Internet and fax facility at residence. These will not be considered as perquisites.

None of the Directors (except Mr. Arpit Mehta and his relatives) or Key Managerial Personnel of Company and their relatives are concerned or interested, financially or otherwise in the said resolution.

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The Board recommends above resolution to be passed as an Ordinary resolution.

## **Item No. 7 from Special Business:**

Shri Samir Mehta (DIN: 08250911), Who was appointed as Additional (Independent) Director of the Company by the Board of Directors w.e.f. October 6, 2018 and who holds office upto the date of this Annual General Meeting as per the provisions of Section 161 of the Companies Act, 2013. In this regard, the Company has received request in writing from a member of the Company proposing Shri Samir Mehta's candidature for appointment as a Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013. The Company has received a declaration from Shri Samir Mehta (DIN: 08250911) that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under SEBI Listing Regulations. The Board feels that presence of Shri Samir Mehta (DIN: 08250911) on the Board is desirable and would be beneficial to the company and hence recommends the resolution for adoption.

## **Brief Profile of Samir Metha**

Mr. Samir Bhasker Mehta, aged 49 years has completed the degree Bachelor of Commerce from Maharaja Sayajiro University, Vadodara. He is currently associated with Airtel & Reliance Jio as franchise & distributor. He has very wide experience in telecom, media and communication industry.

**On behalf of the Board of Directors**

  
Luvv Mehta

Director  
(DIN:08019908)



**July 31, 2019  
Ahmedabad**