

CINE LINE

CINEMAX PROPERTIES LIMITED

215 Atrium, 10th Floor, Opp. Divine School, J.B. Nagar, Andheri Kurla Road, Andheri (E), Mumbai-400093.
Tel No.: 022 6726 6666 Fax No.: 022 6693 7777, Email Id: investor@cinemaxproperties.com, Website: www.cinemaxproperties.com

To,
The Members

Notice of Postal Ballot (Pursuant to Section 192A of the Companies Act, 1956)

Notice is hereby given pursuant to Section 192A(2) of the Companies Act, 1956 (hereinafter referred to as "the Act"), read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 (hereinafter referred to as "the Rules") (including any statutory modification or re-enactment thereof for the time being in force) to seek consent of the members for the following resolution:

Change of Name:

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

"RESOLVED THAT pursuant to the provisions of Section 21, 31 and all other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to approval of the Central Government, consent of the Company be and is hereby granted for changing the name of the Company from **"Cinemax Properties Limited"** to **"Cineline India Limited"** and consequently the new name **"Cineline India Limited"** shall appear in the Memorandum and Articles of Association of the Company.

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution and for removal of any difficulty or doubt, the Board of Directors or Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things as may, in its absolute discretion, deem necessary, expedient, usual or proper and to settle any questions or difficulty that may arise with regards to the above or any other matters incidental or consequential thereto."

Registered Office:

Cinemax Properties Limited
215 Atrium, 10th Floor,
Opp. Divine School,
J.B. Nagar, Andheri Kurla Road,
Andheri (E), Mumbai-400093

BY Order of the Board
For **Cinemax Properties Limited**

Date: 19th January, 2013

Sd/-
Rashmi Shah
Company Secretary

Notes:

1. The relative Explanatory Statement pursuant to Sections 173(2) and 192A (2) of the Companies Act, 1956, setting out material facts is annexed hereto.
2. The Board of Directors vide Circular Resolution dated 19th January, 2013 has appointed Mr. Dharmesh Zaveri, Practising Company Secretary, as Scrutinizer to conduct the voting through Postal Ballot, in fair and transparent manner and to receive and scrutinize the completed ballot forms from the members.
3. The Postal Ballot form and the self-addressed business reply envelop are enclosed for the use of Members. The attached self-addressed envelope is only for the limited purpose of this postal ballot process and the same should not be used by the members for sending any other correspondence to the Company.
4. In case the form is signed by the Power of Attorney holder for and on behalf of the Member, it must be accompanied by a certified true copy of the power of attorney. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority.
5. You are requested to carefully read the instructions printed in the Postal Ballot form and return the said Postal Ballot form (no other form or photocopy of the Postal Ballot form is permitted) duly completed with the assent (for) or dissent (against), in the attached self addressed postage pre-paid envelope, so as to reach the Scrutinizer before the close of

working hours (19.00 hours) on or before 27th February, 2013, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.

The Scrutinizer will submit his report to the Chairman after completion of scrutiny and the results of the Postal Ballot will be announced on or after 28th February, 2013 at the Registered Office of the Company at Cinemax Properties Limited, 215 Atrium, 10th Floor, Opp. Divine School, J.B., Nagar, Andheri Kurla Road, Andheri (E), Mumbai-400093.

The said date of declaration of result of the Postal Ballot (i.e. 28th February, 2013) shall be the date on which the Resolution would be deemed to have been passed, if approved by requisite majority.

6. All documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company during the Office hours on all working days up to 27th February, 2013.

Annexure to Notice

Explanatory Statement pursuant to Section 173 (2) and 192A (2) of the Companies Act, 1956.

The name of the Company closely resembles the name of the other existing Company and in order to avoid any confusion due to resemblance of the name of the Company with other Company, it is proposed to appropriately change the name of the Company from "**Cinemax Properties Limited**" to "**Cineline India Limited**". Consequently, application to Registrar of Companies, Maharashtra was made in Form 1A seeking name availability.

The Registrar of Companies, Maharashtra, has confirmed the availability of this new name to the Company.

The proposed change of name will not affect any of the rights of the Company or of the shareholders of the Company. All existing certificates of equity shares bearing the current name of the Company will, after the change of name, continue to be valid for all purposes. The Company, in consultation with the Stock Exchanges and in compliance with all applicable provisions of law, will take appropriate steps in due course to give effect to the above change in the name.

The provisions of the Companies Act, 1956 require the Company to seek the approval of Members for the alteration of the 'Name Clause' of the Memorandum of Association of the Company and consequential alteration in the Articles of Association.

The board of directors, accordingly, recommends the resolution for the approval of Members. Your approval is sought by voting by Postal Ballot in terms of the provisions of Section 192A of the Companies Act, 1956, read with the provisions of the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011.

None of the Directors of the Company is, in any way, concerned or interested in this Resolution.

Registered Office:

Cinemax Properties Limited
215 Atrium, 10th Floor,
Opp. Divine School,
J.B. Nagar, Andheri Kurla Road,
Andheri (E), Mumbai-400093

Date: 19th January, 2013

BY Order of the Board
For **Cinemax Properties Limited**

Sd/-
Rashmi Shah
Company Secretary