

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

NOTICE

Notice is hereby given that the Twelfth Annual General Meeting of the members of the Company will be held on Wednesday, 17th September, 2014 at 10:00 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, 2014, including the audited Balance Sheet as at March 31, 2014, 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. Sanjay Sanghvi (DIN: 01692117) who retires by rotation and being eligible, offers himself for re-appointment.

Item No. 3: Appointment of Auditors:

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 provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, M/s Walker, Chandok & Co. LLP, Chartered Accountants (Firm Registration No. **001076N/N500013**), be and is hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Sixteenth AGM of the Company to be held in the year 2018 (subject to ratification of their appointment at every AGM), at such remuneration plus service tax, out-of-pocket travelling and living expenses, etc, as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS

Item No. 4: Appointment of Mr. Utpal Sheth 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 Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, as amended from time to time and Clause 49 of the Listing Agreement, **Mr. Utpal Sheth** (DIN 00081012), appointed as an Independent Director of the Company, whose period of office is liable to determination by retirement by rotation and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office till the conclusion of the Seventeenth AGM of the Company.

Item No 5: Appointment of Mr. Kranti Sinha 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 Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, as amended from time to time and Clause 49 of the Listing Agreement, **Mr. Kranti Sinha** (DIN 00001643), appointed as an Independent Director of the Company, whose period of office is liable to determination by retirement by rotation and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office till the conclusion of the Seventeenth AGM of the Company.

Item No 6: Appointment of Mr. Sivaramakrishnan Iyer 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 Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, as amended from time to time and Clause 49 of the Listing Agreement, **Mr. Sivaramakrishnan Iyer** (DIN 00503487), appointed as an Independent Director of the Company, whose period of office is liable to determination by retirement by rotation and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office till the conclusion of the Seventeenth AGM of the Company.

Item No 7: Adoption of new set of Articles of Association:

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

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, the new draft Regulations contained in the Articles of Association submitted to this Meeting be and are hereby approved and adopted in substitution and, to the entire exclusion of the Regulations contained in the existing Articles of Association of the Company.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters, and things as it may, in its absolute discretion, deem necessary and with power to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further approval of the members of the Company."

By Order of the Board
For **Cineline India Limited**
(Formerly known as Cinemax Properties Limited)

Place: Mumbai
Date: August 1, 2014

Jatin J. Shah
Company Secretary

Registered Office:

215 Atrium, 10th Floor,
Opp. Divine School,
J.B. Nagar, Andheri Kurla Road,
Andheri- East, Mumbai- 400093
CIN No: L92142MH2002PLC135964
Website: www.cineline.co.in
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 6 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. The register of Members and the Share Transfer Books of the Company will remain closed from September 11, 2014 to September 17, 2014 (both days inclusive) for the purpose of Twelfth Annual General Meeting of the Company to be held on September 17, 2014.
4. Pursuant to the requirements on Corporate Governance under Clause 49 of the Listing Agreements entered into with Stock Exchange(s), the information about the Director proposed to be re-appointed is given in the Annexure to the Notice.
5. Members / proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
6. 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.

7. Link Intime India Private Limited is our Registrar and Transfer Agent of the Company. All the investor related communication may be addressed to them at their following address:

Link Intime India Private Limited (Cineline Division)
C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup – West,
Mumbai – 400 078.

8. 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.
9. 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.
10. 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.
11. Additional information pursuant to Clause 49 of the Listing Agreement with the stock exchanges 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.
12. The Notice of the AGM along with the Annual Report 2013-14 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.
13. Members may also note that the Notice of the Twelfth AGM and the Annual Report 2013-14 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 +91-22-67267777.
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 1.00 p.m. up to the date of this meeting.

17. Transfer of Unclaimed/Unpaid amounts to the Investor Education and Protection Fund (IEPF):

Members are requested to note that, pursuant to sections 205A and 205C and other applicable provisions, if any, of the Companies Act, 1956, all unclaimed/unpaid dividend, application money, as applicable, remaining unclaimed/unpaid for a period of seven years from the date they became due for payment, in relation to the Company, have been transferred to the IEPF established by the Central Government.

Members who have not yet encashed their dividend warrant(s) pertaining to the Dividend for the financial year 2006-07 onwards for the Company are requested to make their claims without any delay to LIPL. It may be noted that the unclaimed Dividend for the financial year 2006-07 declared by the Company on September 7, 2007 can be claimed by the shareholders by September 6, 2014.

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*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	<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#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <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 the number of shares held by you as on the cut off date in the Dividend Bank details field.

- (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.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) 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 sl. No. (i) to sl. No. (xvi) above to cast vote.

C. Other Instructions:

- (i) The e-voting period begins on Wednesday, September 10, 2014 (9.00 a.m. IST) and ends on Friday, September 12, 2014 (6.00 p.m. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on August 1, 2014, 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, the same cannot be changed subsequently.
- (ii) The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on August 1, 2014.
- (iii) Mr. Dharmesh Zaveri, Practicing Company Secretary (Membership No. FCS 5418), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (iv) The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.
- (v) The results on resolutions shall be declared on or after the Annual General Meeting (AGM) of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the resolutions.
- (vi) 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.com within two days of the passing of the resolutions at the Twelfth AGM of the Company on September 17, 2014 and communicated to the Bombay Stock Exchange Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
- (vii) 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.

20. Members may please note that briefcase, bag, mobile phone and eatables will not be allowed to be taken inside the venue of the meeting for security reasons.

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 7 of the accompanying Notice:

Item No. 3:

This explanatory statement is provided though strictly not required as per section 102 of the Act.

M/s Walker, Chandio & Co. (ICAI Firm Registration No. **001076N/N500013**), Chartered Accountants (Cas), Mumbai were appointed as the statutory auditors of the Company for financial year 2013-14 at the Annual General Meeting (AGM) of the Company held on September 19, 2013. M/s Walker, Chandio & Co converted itself into a Limited Liability Partnership (LLP) under the provisions of the Limited Liability Partnership Act, 2008 and is now known as M/s Walker, Chandio & Co., LLP with effect from March 25, 2014. In terms of the Ministry of Corporate Affairs, Government of India, General Circular No. 9/2013 dated April 30, 2013, if a firm of Chartered Accountant, being an auditor in a Company under the Companies Act, 1956, is converted into an LLP, then such an LLP would be deemed to be the auditor of the said company. The Board of directors of the company has taken due note of this Change. Accordingly, the audit of the Company for financial year 2013-14 was conducted by M/s Walker, Chandio & Co. LLP.

M/s Walker, Chandio & Co.LLP, has been the Auditors of the Company since 2008-09 and has completed a term of six years. As per the provisions of section 139 of the Companies Act, 2013 no listed Company can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. Section 139 of the Act has also provided a period of three years from the date of commencement of the Act to comply with this requirement.

In view of the above, M/s Walker, Chandio & Co. LLP, being eligible for re-appointment and based on the recommendation of the Audit Committee, the Board of Directors has, at its meeting held on May 26, 2014, proposed the appointment of M/s Walker, Chandio & Co. LLP as the Statutory Auditors of the Company for a period of Four (4) years to hold office from the conclusion of this AGM till the conclusion of the Sixteenth AGM of the Company to be held in the year 2018 (subject to ratification of their appointment of every AGM).

The Board recommends the Resolution at Item No. 3 for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution set out at Item No.3 of the accompanying Notice.

Item Nos. 4 to 6:

The Company had, pursuant to the provisions of clause 49 of the Listing Agreements entered with the Stock Exchanges, appointed Mr. Kranti Sinha, Mr. Utpal Sheth and Mr. Sivaramakrishnan Iyer, as Independent Directors.

Pursuant to the provisions of section 149 of the Companies Act, 2013 (Act) which came into effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation.

All the Non-executive directors of the Company have given a declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, each of these directors fulfill the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and they are independent of the management. These Directors are not disqualified from being appointed as a Director in terms of Section 164 of the Act and they have given their consent to act a Director.

The Board has recommended the appointment of these Directors as Independent Director from September 17, 2014 to September 16, 2019.

A brief profile of the Independent Directors to be appointed, including nature of their expertise and other disclosure as required under Clause 49 of the Listing Agreement, is provided at Annexure A of this Notice.

Except these Directors, being appointees or their relatives, none of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution set out at Item No.4 to 6 of the accompanying Notice.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of these directors as Independent Directors is now being placed before the Members for their approval.

Item No. 7:

The Articles of Association (the Articles) of the Company are in conformity with the provisions of the Companies Act, 1956 and the Rules framed there under and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Companies Act, 2013.

The Ministry of Corporate Affairs, Government of India, had notified the majority of the provisions of the Companies Act, 2013 and has framed the Rules. Consequently, the Articles are being altered in order to comply with provisions of Companies Act, 2013 (Act) and the Rules framed there under.

In view of the above, it is considered prudent to substitute the existing Articles by a new set of Articles. The proposed Articles are based on Table 'F' of Schedule-I of the Act which provides the model Article of Association for a Company Limited by Shares.

Shareholder's attention is invited to certain salient provisions in the new draft AoA of the Company viz:

Sl. No.	Chapter reference as per new draft Articles of Association	Article reference as per new draft Articles of Association	Summary of change
1.	Chapter II	Interpretation	Definitions are appropriately modified to align with the provisions of the Companies Act. 2013.
2.	Chapter III	Share Capital - Article 4	Article 4 is amended to state that the Authorized Share Capital of the Company shall be such amount and be divided into such shares as may from time to time, be provided in Clause V of Memorandum of Association.
3.	Chapter IX	Further issue of Capital - Article 74	To include offer of shares under employee stock option plan subject to applicable laws and regulations from time to time and; To enable the Company with a right to issue further shares which shall include a right to the Company to issue any instrument including shares resulting in Depository Receipt.
4.	Chapter XII	Restrictions on transfer of shares to more than three persons as joint holders: Article 82	Article 82 is amended to enable the Company to restrict the transfer of shares to more than three persons as joint holders.

Sl. No.	Chapter reference as per new draft Articles of Association	Article reference as per new draft Articles of Association	Summary of change
5.	Chapter XIII	General Meetings: Article 87	Amendments are proposed to align with the provisions of the Companies Act, 2013 regarding length of the Notice calling the general meetings, requirement of to whom the notice for the general meeting needs to be given, material facts to be set out in the explanatory statements, business to be transacted at the general meetings and other general meeting matters.
6.	Chapter XV	Voting rights : Article 111	To include voting electronic means
7.	Chapter XVI	Capitalization : Article 137	To remove redundant provisions and to align new provisions regarding application of funds from reserve accounts when amounts in reserve accounts are to be capitalized.
8.	Chapter XXI	Proceedings of Board of Directors : Article 170 to 174	Meetings of the Board of Directors, quorum for the meeting, notice calling the meeting, etc. including the operational parts are amended to align with the provisions of the Companies Act, 2013.
9.	Chapter XXII	Appointment of Key Managerial Personnel : Article 184	Article 184 is introduced to align new provisions relating to appointment of Key Managerial Personnel (KMP) including Chief Executive Officer, Chief Financial Officer, in addition to manager and company secretary.
10.	Chapter XXIV	Powers of directors : Article 190(v)	Specific powers of directors are amended to include carrying out CSR activities that are specified in Schedule VII of Companies Act, 2013.
11.	Chapter XXIV	Powers of directors : Article 190(138)	New Article is introduced to authorize the issue of securities (including depository receipts).
12.	Chapter XXVII	Indemnity and Insurance to Directors and Officers	Amended to provide for Indemnification and to Directors and Officers.
13.	Chapter XXIX	Notices and Services of Documents : Articles 200	Amended to align with the provisions of the Companies Act, 2013.
14.		General Powers	The statutory provisions of the act which permits a company to do some acts "if so authorized by its articles" or provisions which require a company to do acts in a prescribed manner " unless the Articles otherwise provide" have been specifically included.

The proposed Articles are available for inspection by the members at the Registered Office of the Company between 2.00 p.m. to 4.00 p.m. on working days. The proposed Articles are also uploaded on the Company's website www.cineline.co.in

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution set out at Item No.7 of the accompanying Notice.

The Board recommends the Special Resolution at Item No.7 for approval by the members.

By Order of the Board
For **Cineline India Limited**
(Formerly known as Cinemax Properties Limited)

Place: Mumbai
Date: August 1, 2014

Jatin J. Shah
Company Secretary

Registered Office:
215 Atrium, 10th Floor,
Opp. Divine School,
J.B. Nagar, Andheri Kurla Road,
Andheri- East, Mumbai- 400093
CIN No: L92142MH2002PLC135964
Website: www.cineline.co.in
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 Clause 49 of the Listing Agreement):

Particulars	Mr. Kranti Sinha	Mr. Utpal Sheth	Mr. Sivaramakrishnan Iyer
Date of Birth	28/12/1942	20/06/1971	28/01/1967
Date of Appointment	25/08/2006	29/10/2010	31/01/2013
Relationship with Directors	None	None	None
Qualification	Masters Degree in Arts	Commerce Graduate, Cost Accountant (Grad. CWA) and Chartered Financial Analyst from ICFAI. Gold Medalist in CFA, at an All India Level.	Commerce Graduate and Chartered Accountant.
Experience in Functional Area	<p>He was a Director and Chief executive of LIC Housing Finance Limited from August 1998 to December 2002 and the managing Director of LICHFL Care Homes Limited which is a wholly owned subsidiary LIC Housing Finance Limited from September 2001 to December 2002.</p> <p>His past assignments include being the Director of the Uniflex Cables Limited, LIC Mutual Fund AMC, member of the working group on construction of the planning Commission for the 10th Plan, President of the Forum of the Housing Finance Companies, Deputy President of the Governing Council of the National Insurance Academy, Pune and the member of the Governing Council of the Construction Industry.</p>	<p>He started his professional career as an analyst at erstwhile ASK Financial Consultants and went on to be the Head of Research there. Following a career spanning Research to Portfolio Management and Investment Banking.</p> <p>He is a Chief Executive Officer at Rare Enterprises and is responsible for Investment Management, Risk Management and Institutionalization. He has been a faculty member at the BSE Training Institute, UTI Institute of Capital Market, National Institute of Financial Management, IIS Institute of Management (a JV with ENPC, France) and other such organizations.</p>	<p>He worked with J.M. Finance & Investment Consultancy from 1990 to 1991. He started independent practice as Chartered Accountant in the year 1991. He has over 18 years of experience in Accounts and Finance.</p> <p>He is a partner of Patel, Rajeev, Siva & Associates, which specializes in corporate finance and advises companies on debt/equity fund raising, mergers/amalgamations and capital structuring for new/ expansion projects, and has been associated with them since 1998.</p>
Directorship in other Companies (Public Limited Companies)	India Infoline Housing Finance Limited, Hindustan Motors Limited and HM Export Limited	Aptech Limited, Concord Biotech Limited, Metro Shoes Ltd. and NCC Limited.	Praj Industries Limited, The Phoenix Mills Limited, Edelweiss Trustee Services Limited, Man Infraconstruction Limited and Praj HiPurity Systems Limited.
Membership/ Chairmanship of Board Committees of other Companies (Includes only Audit Committee and Shareholders/Investor Grievance Committee)	India Infoline Housing Finance Limited - Audit Committee - Member, Investor Grievance & Share Transfer Committee - Chairman, Hindustan Motor Ltd- Audit Committee -Member, Investor Grievance & Share Transfer Committee- Member	Nil	Man Infraconstruction Limited - Audit committee & Investor Grievance Committee - Chairman, Phoenix Mills Limited - Audit Committee - Chairman, Praj Industries Limited - Audit Committee - Member, Investor Grievance Committee - Chairman
No. of shares held in the Company	NI	Nil	Nil

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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

ATTENDANCE SLIP

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

Date & Time : Wednesday, September 17, 2014 at 10.00 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 Twelfth Annual General Meeting of the Company held on September 17, 2014 at 10.00 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 2014 and Notice of the 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 2014 and Notice of the 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.

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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.

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Date & Time : Wednesday, September 17, 2014 at 10.00 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 Cineline India Limited hereby appoint the following as my/our Proxy to attend vote (for me/us and on my/our behalf at the Twelfth Annual General Meeting of the Company to be held on September 17, 2014 at 10.00 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, 2014, including the audited Balance Sheet as at March 31, 2014, 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. Sanjay Sanghvi, who retires by rotation and being eligible, offers himself for re-appointment.			
3.	To appoint Walker, Chandiok & Co. LLP, Chartered Accountants as Statutory Auditors of the Company.			
	Special Business			
4.	Appointment of Mr. Kranti Sinha as an Independent Director.			
5.	Appointment of Mr. Utpal Sheth as an Independent Director.			
6.	Appointment of Mr. Sivaramakrishnan Iyer as an Independent Director.			
7.	Adoption of new set of Articles of Association.			

** 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

Signed thisday of2014

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.