

2nd September, 2024

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

BSE Limited
Corporate Relationship Department
1st Floor, New Trading Ring,
PJ Towers, Dalal Street,
Fort, Mumbai - 400 001

Company Code: CINELINE (NSE) / 532807(BSE)

Sub: Notice of Twenty-Second Annual General Meeting

Dear Sir,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith Notice of the 22nd Annual General Meeting (AGM) of the Company which is scheduled to be held on Friday, 27th September, 2024 at 11:00 A.M. (IST) through Video Conferencing/Other Audio-Visual Means.

The Notice of the AGM is being dispatched to the Members of the Company only through electronic mode in accordance with the relevant circulars of the Ministry of Corporate Affairs and SEBI. The detailed instructions related to remote e-voting, participation in the e-AGM and voting thereat are specified in the Notes annexed to the Notice of the AGM.

The Notice of the AGM shall also be made available on the Company's website www.moviemax.co.in

Kindly take the above on record.

Thanking You,
Yours faithfully,
For Cinline India Limited

Mrs. Rashmi Shah
Company Secretary & Compliance Officer

Encl: As above

Cinline India Limited

2nd Floor, A & B wing, Vilco Centre, Subhash Road, Opp Garware, Vile Parle (E), Mumbai- 400057 (India).

Tel.: +91-22-67266688, Email: investor@cinline.co.in,

Corporate Identity Number (CIN): L92142MH2002PLC135964; www.moviemax.co.in

CINELINE INDIA LIMITED**Corporate Identity Number:** L92142MH2002PLC135964**Registered Office Address:** 2nd Floor, A & B Wing, Vilco Centre, Subhash Road,
Opp. Garware, Vile Parle (East) – 400 057, Mumbai City, Maharashtra.**India Contact Number:** 91-22-67266688**E-mail ID:** investor@cineline.co.in | **Website:** www.moviemax.co.in**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT THE 22ND (TWENTY-SECOND) ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF CINELINE INDIA LIMITED (THE "COMPANY") WILL BE HELD ON FRIDAY, 27 SEPTEMBER 2024 AT 11:00 A.M. (IST) THROUGH VIDEO CONFERENCING ("VC") OR OTHER AUDIO-VISUAL MEANS ("OAVM"), FOR WHICH PURPOSE THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 2ND FLOOR, A & B WING, VILCO CENTRE, SUBHASH ROAD, OPP GARWARE, VILE PARLE (E), MUMBAI - 400 057, INDIA SHALL BE DEEMED AS THE VENUE FOR THE AGM AND THE PROCEEDINGS OF THE AGM SHALL BE DEEMED TO BE MADE THEREAT, TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS*Item No. 1: Adoption of financial statements*

To consider and adopt: (a) the audited standalone financial statements of the Company for the Financial Year ended 31 March 2024, along with the notes forming part thereof and the report of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statements of the Company for the Financial Year ended 31 March 2024 along with the notes forming part thereof and the report of Auditors thereon.

Item No. 2: Appointment of Director

To appoint a Director in place of Mr. Himanshu Kanakia (DIN: 00015908) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS*Item No. 3: 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 a 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 re-appointment of Mrs. Hiral Kanakia (DIN: 00015924) as Whole-time Director of the Company for a period of 5 (five) years i.e. 1 April 2025 to 31 March 2030 effective from expiry of her present term ending on 31 March 2025, 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 pursuant to the regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the members of the Company be and is hereby accorded to pay the remuneration to Mrs. Hiral Kanakia within the annual increment as per discretion of the Board and subject to review of the Nomination and Remuneration Committee, keeping in view Company's and individual performance, notwithstanding that the remuneration payable to her in any year exceeds ₹5 Crores or 2.5% of the net profits of the Company, whichever is higher or the aggregate annual remuneration of all the Executive Directors exceeds 5% of the net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013, during the currency of his tenure i.e. up to 31 March 2030.

RESOLVED FURTHER THAT the Board of the Company, be and is hereby authorised 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.”

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

Sd/-

Rasesh Kanakia
Executive Director & Chairperson of the Company
DIN: 00015857

Place: Mumbai

Date: 13 August 2024

CINELINE INDIA LIMITED

Corporate Identity Number: L92142MH2002PLC135964

Registered Office Address:

2nd Floor, A & B Wing,
Vilco Centre, Subhash Road, Opp Garware,
Vile Parle (E), Mumbai – 400 057,
Maharashtra India.

E-mail ID: investor@cineline.co.in

Website: www.moviemax.co.in

Notes:

- 1. Annual General Meeting through Video Conferencing facility or Other Audio-Visual Means:** Pursuant to the General Circulars 10/2022 and 11/2022, other circulars issued by the Ministry of Corporate Affairs ("MCA"), the latest being 09/2023 dated 25 September 2023 and Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 issued by SEBI (hereinafter collectively referred to as "Circulars"), and other applicable provisions of the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with various circulars issued from time to time (together referred to as "applicable provisions"), the 22nd Annual General Meeting ("AGM"/"Meeting") of the Company is being held through video conferencing ("VC") or other audio-visual means ("OAVM"). The registered office of the Company shall be deemed to be the venue for the AGM
- 2. Proxies, Attendance Slip & route map of the AGM venue:** Pursuant to MCA Circulars and SEBI Circular, since the AGM will be held through VC/OAVM, the physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Meeting and hence the Proxy Form, Attendance Slip and route map of the AGM venue are not annexed to this Notice
- 3. Authorised Representative:** Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorisation etc., authorising its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting.

 The said Resolution/Authorisation shall be sent to investor@cineline.co.in not less than 48 (forty-eight) hours before the commencement of the AGM i.e. by 11.00 A.M. on 25 September 2024
- 4. Prior registration of Speakers at AGM:** Members who would like to speak during the meeting, express views or ask questions, shall register as a speaker by sending email at investor@cineline.co.in. Please mention name, folio or DP ID and client ID, email, mobile number etc. The said request should reach the Company on or before 24 September 2024. If any member would like to ask question or want information, please mention the same in the aforementioned request. This would help to conduct the meeting smoothly keeping in view the AGM is being held through VC.
- The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made

available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis

The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act

- 6. Brief resume of the Directors including those proposed to be appointed/re-appointed, their functional expertise and qualification, names of the Companies in which they hold directorships etc. as stipulated under Companies Act, 2013, Secretarial Standard on General Meetings (SS-2) and Regulation 36(3) of SEBI (LODR) Regulations, 2015, are provided below as Annexure to notice and forming part of the Notice**
- 7. Cut-off Date for Dispatch:** Members of the Company, holding shares either in dematerialised form or physical form, as on 23 August 2024, (cut-off date for receiving Notice and Annual Report), shall be entitled for receiving of the Annual Report for the period FY 2023-24, through their registered mail id. Any person, who acquires shares of the Company and becomes Member of the Company after sending of the Notice and holding shares as on cut-off date i.e. Friday, 20 September 2024, may obtain login ID and password by writing to Registrar & Share Transfer Agent of the Company, Link Intime India Private Limited at e-mail at helpdesk@linkintime.co.in
- 8. Communication:** Notice of the AGM and the Annual Report for FY 2023-24 are being sent electronically to the Members whose E-mail IDs are registered with the Depository Participant(s) and/or Company's Registrar and Share Transfer Agents. Any member, who has not registered his Email ID, may register his/her Email ID with the Registrar and Share Transfer Agents and may also request for a copy of Annual Report electronically. Annual Report for FY 2023-24 along with Notice of the AGM is available at the website of the Company at www.moviemax.co.in and website of the Stock Exchanges i.e. National Stock Exchange Limited of India at www.nseindia.com and BSE Limited at www.bseindia.com
- In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote
- Link Intime India Private Limited is our Registrar and Transfer Agent (RTA) 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) – 400 083, Mumbai, India.
Website: www.linkintime.co.in
Email: rnt.helpdesk@linkintime.co.in
Tel No: 022-2596 0320/Fax No: 022-2596 0329

11. Members holding shares in dematerialised 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
12. 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 dematerialised 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
13. SEBI vide its notification dated 8 June 2018 has amended Regulation 40 of the Listing Regulations, 2015 and it has been stated that (except in case of transmission or transposition of securities), the transfer of securities shall be processed only in dematerialised form with effect from 1 April 2019. In compliance with the aforesaid notifications, the members are advised to dematerialise their shares immediately
14. Non-Resident Indian Members are requested to inform the RTA immediately about the change in residential status on their return to India, if any
15. **Nomination Facility:** Members holding shares in the physical form and desirous of making/changing Nomination in respect of their shareholdings in the Company, as permitted under Section 72 of the Companies Act, 2013 and Rules made thereunder, are requested to submit the prescribed Form No. SH-13, as applicable for this purpose to the Company's Registrar and Share Transfer Agents (RTA), Link Intime India Private Limited, who will provide the form on request. In respect of shares held in electronic/demat form, the Members may please contact their respective depository participant
16. Members holding shares under multiple folios in the identical order of names are requested to consolidate their holdings into one folio by submitting duly filled and signed form ISR-4
17. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, 20 September 2024
18. Any person who is not a Member as on the cut-off date should treat this Notice for information purposes only
19. 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
20. **Go Green Initiative:** Members holding Shares in physical form are requested to register their email IDs with the Company's RTA i.e. Link Intime India Private Limited and Members holding Shares in electronic/demat mode are requested to register their email IDs with their respective Depository Participants (DPs). Members whose email IDs have undergone any change or whose IDs require any correction, may kindly update the same with the RTA or the DPs, as stated above
21. **Mandatory PAN Submission:** The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding Shares in electronic form are, therefore, requested to submit the PAN details to their Depository Participants with whom they are maintaining their demat accounts. Members holding Shares in physical form can submit their PAN details to the Company's RTA, Link Intime India Private Limited
22. **Unclaimed Dividend:** Members are requested to note that as per Section 124(5) of the Companies Act, 2013, dividends not encashed/claimed within seven years from the date of declaration will be transferred to the Investor Education and Protection Fund (IEPF). After transfer of the said amount to IEPF, no claims in this respect shall lie against the Company. Members are requested to contact M/s. Link Intime India Private Limited/Secretarial Department of the Company for encashing the unclaimed dividends standing to the credit of their account
23. All the relevant documents referred to in this AGM Notice, Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 and Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 and other documents shall be available electronically for inspection by the members at the AGM. Members seeking to inspect such documents or have any other queries, may write to us at investor@cineline.co.in or + 91-22-67266688
24. If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may write an email to instameet@linkintime.co.in or call on +91 (022) 4918 6175
25. All grievances connected with the facility for voting by electronic means may be addressed to instameet@linkintime.co.in or call on +91 (022) 4918 6175

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 of the accompanying Notice:

Item No. 3: Re-appointment of Mrs. Hiral Kanakia (DIN: 00015924) as Executive Director of the Company.

The Members at the Seventeenth Annual General Meeting held on 26 September 2019 approved the appointment of Mrs. Hiral Kanakia as a Whole-time Director of the Company with effect from 1 April 2020. Mrs. Hiral Kanakia will complete her present term on 31 March 2025. The Board of Directors in the meeting held on 13 August 2024, 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 1 April 2025 to 31 March 2030.

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 ₹ 1,25,000/- per month. The annual increments which will be effective from 1 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. 3 of the accompanying Notice for approval by the Members of the Company by way of Special Resolution.

Regulation 17(6)(e) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, prescribe that the fee or compensation payable to all the Executive Directors who are promoters or members of the promoter group, shall be subject to the approval of the Shareholders by special resolution in General Meeting, if the remuneration payable to any such Executive Director in any year exceeds ₹5 Crores or 2.5% of the net profits of the Company, whichever is higher or the aggregate annual remuneration of all the Executive Directors exceeds 5% of the net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013, during the currency of the tenure of the Executive Director. Hence, the approval of the members is sought by way of a special resolution for item 3 wherein the remuneration of Mrs. Hiral Kanakia, Whole-time Director of the Company is being approved.

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. 3.

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 3.

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	Mr. Himanshu Kanakia	Mrs. Hiral Kanakia
DIN	00015908	00015924
Date of Birth	1 January 1964	29 August 1970
Date of Appointment	1 May 2006	5 February 2015
Nationality	Indian	Indian
Qualification	Engineer	Bachelor's in arts
Experience in Functional Area	Mr. Himanshu B. Kanakia, Managing Director is the member of the Board since incorporation and has as career spanning of around 36 years. He forms an integral part of the Company and is the energy behind the day-to-day management. He has contributed largely to the success of the Company with his keen focus on the management, operations and the administration of the Company. In his guidance the Kanakia Group has developed and successfully delivered 14 Million sq. ft. of the commercial, residential, entertainment, education and industrial spaces.	Mrs. Hiral Kanakia has a career spanning of around 29 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
Membership/Chairmanship of Board Committees of other Companies (Includes only Audit Committee and Stakeholders Relationship Committee)	Member in Stakeholder Relationship Committee Meeting	NIL
Number of Board Meetings attended in FY 2023-2024	4 Meetings	4 Meetings
No. of shares held in the Company	12,73,824	24,28,844
Terms & Conditions of Appointment/ Re-appointment	Appointed as a Director liable to retire by rotation	Re-appointed as Wholetime Director of the Company for a period of 5 (five) years i.e. 1 April 2025 to 31 March 2030 effective from expiry of her present term ending on 31 March 2025, and liable to retire by rotation.
Relationship with other Directors/Managers/KMP	Husband of Mrs. Hiral Kanakia and Brother of Mr. Rasesh Kanakia	Wife of Mr. Himanshu Kanakia
Resignation details in the listed entities during the last three years.	Nil	Nil
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	He is a Promoter of the Company and holds 12,73,824 Equity shares (i.e. 3.72%) of the Company of Face Value of ₹5/- (Rupees Five only) each. The relationship with Managerial personnel is as stated above.	She is a Promoter of the Company and holds 24,28,844 Equity shares (i.e. 7.09%) of the Company of Face Value of ₹5/- (Rupees Five only) each. The relationship with Managerial personnel is as stated above.
Remuneration	The remuneration details are given in the Corporate Governance Section of the Annual Report.	The remuneration details are given in the Corporate Governance Section of the Annual Report.

INFORMATION AND OTHER INSTRUCTIONS RELATING TO E-VOTING ARE AS UNDER:*Remote e-Voting Instructions for shareholders:*

As per the SEBI circular dated 9 December 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

*Login method for Individual shareholders holding securities in demat mode is given below:**Individual Shareholders holding securities in demat mode with NSDL:**METHOD 1 - If registered with NSDL IDeAS facility*

Users who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login"
- b) Enter user ID and password. Post successful authentication, click on "Access to e-voting"
- c) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period

OR

User who have not registered for NSDL IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields
- c) Post registration, user will be provided with Login ID and password
- d) After successful login, click on "Access to e-voting"
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period

METHOD 2 - By directly visiting the e-voting website of NSDL:

- a) Visit URL: <https://www.evoting.nsdl.com/>
- b) Click on the "Login" tab available under 'Shareholder/Member' section
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see "Access to e-voting"
- e) Click on "LINKINTIME" or "e-voting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period

*Individual Shareholders holding securities in demat mode with CDSL:**METHOD 1 – If registered with CDSL Easi/Easiest facility*

Users who have registered for CDSL Easi/Easiest facility.

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/home/login> or www.cdslindia.com
- b) Click on New System Myeasi
- c) Login with user ID and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period

OR

Users who have not registered for CDSL Easi/Easiest facility.

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration>
<https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields
- c) Post registration, user will be provided Login ID and password
- d) After successful login, user able to see e-voting menu
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period

METHOD 2 - By directly visiting the e-voting website of CDSL.

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period

Individual Shareholders holding securities in demat mode with Depository Participant:

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, members shall navigate through “e-voting” tab under Stocks option
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu
- d) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period

Login method for Individual shareholders holding securities in physical form/Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the Company, holding shares in physical form/Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on “Sign Up” under ‘SHAREHOLDER’ tab and register with your following details: -

A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable

C. DOB/DOI: Enter the Date of Birth (DOB)/Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company

Shareholders holding shares in **physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

Shareholders holding shares in **NSDL form, shall provide ‘D’ above*

- ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter)
 - ▶ Click “confirm” (Your password is now generated)
3. Click on ‘Login’ under **‘SHARE HOLDER’** tab
 4. Enter your User ID, Password, and Image Verification (CAPTCHA) Code and click on **‘Submit’**

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.
2. E-voting page will appear
3. Refer the Resolution description and cast your vote by selecting your desired option **‘Favour/Against’** (If you wish to view the entire Resolution details, click on the **‘View Resolution’** file link)
4. After selecting the desired option i.e. Favour/Against, click on **‘Submit’**. A confirmation box will be displayed. If you wish to confirm your vote, click on **‘Yes’**, else to change your vote, click on ‘No’ and accordingly modify your vote

Guidelines for Institutional shareholders (“Corporate Body/Custodian/Mutual Fund”):

STEP 1 – Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under “Corporate Body/Custodian/Mutual Fund”
- c) Fill up your entity details and submit the form
- d) A declaration form and organisation ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sr. No. 2 above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person’s email ID
- f) While first login, entity will be directed to change the password and login process is completed

STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above
- b) Click on “Investor Mapping” tab under the Menu Section
- c) Map the Investor with the following details:
 - a. ‘Investor ID’ -
 - i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
 - ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID*
 - b. ‘Investor’s Name - Enter full name of the entity
 - c. ‘Investor PAN’ - Enter your 10-digit PAN issued by Income Tax Department
 - d. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card
- d) Click on Submit button and investor will be mapped now
- e) The same can be viewed under the “Report Section”

STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1- VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above
- b) Click on ‘Votes Entry’ tab under the Menu section

- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote voting
- d) Enter '16-digit Demat Account No.' for which you want to cast vote
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour/Against' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link)
- f) After selecting the desired option i.e., Favour/Against, click on 'Submit'
- g) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently)

OR

VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above
- b) You will be able to see the notification for e-voting in inbox
- c) Select '**View**' icon for '**Company's Name/Event number**'. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option
- e) Cast your vote by selecting your desired option 'Favour/Against' in excel and upload the same under 'Upload Vote File' option
- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently)

Helpdesk:

Helpdesk for Individual shareholders holding securities in physical form/Non-Individual Shareholders holding securities in demat mode:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Individual shareholders holding securities in physical form has forgotten the password:

If an Individual shareholder holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT"

In case shareholders is having valid email address, Password will be sent to his/her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

Institutional shareholders (“Corporate Body/Custodian/Mutual Fund”) has forgotten the password:

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under ‘Corporate Body/Custodian/Mutual Fund’ tab and further Click ‘forgot password?’
- Enter User ID, Organisation ID and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”

In case shareholders is having valid email address, Password will be sent to his/her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in demat mode with NSDL/CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential
- For shareholders/members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice
- During the voting period, shareholders/members can login any number of time till they have voted on the resolution(s) for a particular “Event”

GENERAL INSTRUCTIONS

1. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of Friday, 20 September 2024
2. The e-voting period commences on Monday, 23 September 2024 (9.00 a.m. IST) and ends on Thursday, 26 September 2024 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialised form, as on Friday, 20 September 2024 i.e. cut-off date for the purpose of voting, may cast their vote electronically
3. The facility for e-voting shall also be available at the AGM. Members who have already cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote at the AGM. Only those Members who attend the AGM and have not cast their votes through remote e-voting and are otherwise not barred from doing so will be allowed to vote through the e-voting facility available at the AGM
4. Any person, who acquires shares of the Company and becomes its Member after the sending of Notice of the AGM and holds shares as on the cut-off date for voting i.e. Friday, 20 September 2024, may obtain the login ID and password by sending a request to enotices@linkintime.co.in. However, if he/she is already registered with LIPL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote
5. Mr. Dharmesh Zaveri, proprietor of M/s. D. M. Zaveri & Co., Company Secretaries (FCS No. 5418 CP. No. 4363) has been appointed as the Scrutiniser to scrutinise the remote e-voting and ensure that the voting process at the AGM is conducted in a fair and transparent manner
6. The Scrutiniser shall after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than forty-eight hours of the conclusion of the AGM, a consolidated Scrutiniser’s Report of the total votes cast in favour/against, if any, to the Chairperson or a person authorised in writing, who shall countersign the same and declare the result of the voting forthwith
7. The Results declared along with the Report of the Scrutiniser shall be placed on the website of the Company www.moviemax.co.in and on the LIPL website <https://instavote.linkintime.co.in> and shall also be forwarded to BSE Limited (BSE) and National Stock Exchange of India Limited (NSE)

Process and manner for attending the Extra Ordinary General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & Click on “Login”

▶ Select the “Company” and ‘Event Date’ and register with your following details: -

A. Demat Account No. or Folio No: Enter your 16-digit Demat Account No. or Folio No

- Shareholders/members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/members holding shares in **physical form shall provide** Folio Number registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable

C. Mobile No.: Enter your mobile number

D. Email ID: Enter your email id, as recorded with your DP/Company

▶ Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting)

Instructions for Shareholders/Members to Speak during the Extra Ordinary General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request with the Company
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device

Shareholders are requested to speak only when moderator of the meeting/management will announce the name and serial number for speaking.

Instructions for Shareholders/Members to Vote during the Extra Ordinary General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutiniser during the meeting, shareholders/members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16-digit Demat Account No./Folio No. and OTP (received on the registered mobile number/registered email ID) received during registration for InstaMEET and click on 'Submit'
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/Against” for voting
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently

Note: Shareholders/Members, who will be present in the Extra Ordinary General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/Members who have voted through Remote e-Voting prior to the Extra Ordinary General Meeting will be eligible to attend/participate in the Extra Ordinary General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/Members are encouraged to join the Meeting through Tablets/Laptops connected through broadband for better experience.

Shareholders/Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/members have any queries regarding login/e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

