

Date: - 05th September, 2023

National Stock Exchange of India Limited

Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra Kurla Complex,
Bandra (East), Mumbai - 400 051
Fax: 022-26598237/38

BSE Limited

Corporate Relationship Department
1st Floor, New Trading Ring,
PJ Towers, Dalal Street,
Fort, Mumbai - 400 001
Fax: 022-22722061/41/39/37

Company Code: CINELINE (NSE) / 532807(BSE)
Sub: Notice of Twenty-First 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 21st Annual General Meeting (AGM) of the Company which is scheduled to be held on Wednesday, 27th September, 2023 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: 91-22-3502 3666/ 3502 3777, 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), Mumbai City, Maharashtra – 400 057, India

Contact Number: 91-22-35023666 / 35023777

E-mail ID: investor@moviemax.co.in | **Website:** www.moviemax.co.in

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 21ST (TWENTY-FIRST) ANNUAL GENERAL MEETING (“AGM”) OF THE MEMBERS OF THE CINELINE INDIA LIMITED (“COMPANY”) WILL BE HELD ON WEDNESDAY, 27 SEPTEMBER 2023 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- 400057, 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 receive, consider and adopt the Standalone and Consolidated Annual Audited Financial Statements of the Company for the financial year ended 31 March 2023 along with the notes forming part thereof and the Report of the Directors and the Auditors thereon. and, in this regard, pass the following resolutions as an **Ordinary Resolutions**.

“RESOLVED THAT the audited financial statements of the Company for the financial year ended 31 March 2023 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered, adopted and approved.”

“RESOLVED THAT the audited consolidated financial statements of the Company for the financial year ended 31 March 2023 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

Item No. 2: Appointment of Director

To appoint a Director in place of Mrs. Hiral Kanakia (DIN:00015924) who retires by rotation and being eligible, offers himself for re-appointment as a Director and in this regard, pass the following resolutions as an **Ordinary Resolution**.

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act 2013, Mrs. Hiral Kanakia (DIN:00015924), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

Item No. 3: Re-appointment of the Statutory Auditors

To re-appoint M/s. KKC & Associates. LLP, Chartered Accountants as Statutory Auditors of the Company and in this regard, to consider, and if thought fit, pass the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended from time to time and pursuant to the recommendation of the Audit Committee, M/s. KKC & Associates. LLP (earlier known as M/s. Khimji Kunverji & Co LLP), Chartered Accountants, having Firm Registration No. 105146W be and are hereby re-appointed as the Statutory Auditors of the Company for the second term of five consecutive years, commencing from the conclusion of this 21st Annual General Meeting till the conclusion of the 26th Annual General Meeting to be held in the year 2028, to examine and audit the accounts of the Company at such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to perform all such acts, deeds, things and matters as may be necessary to give effect to this Resolution.”

SPECIAL BUSINESS

Item No. 4: Re-appointment of Mr. Naushad Panjwani (DIN: 06640459) as an Independent Director of the Company

To re-appoint Mr. Naushad Panjwani (DIN: 06640459) as an Independent Director of the Company and in this regard to consider and if thought fit, pass the following resolution as a **Special Resolution**.

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and all other applicable provisions of the Companies Act, 2013 (the ‘Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s)

or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) and the Articles of Association of the Company, as amended from time to time, Mr. Naushad Panjwani (DIN: 06640459), who was appointed as an Independent Director of the Company and whose terms of office expires on 27 June 2024 and who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations and who is eligible for reappointment and whose appointment has been recommended by the members of the Nomination and Remuneration Committee, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years with effect from 28 June 2024 to 27 June 2029 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

Item No. 5: Re-appointment of Mr. Shantilal Haria (DIN: 00295097) as an Independent Director of the Company

To re-appoint Mr. Shantilal Haria (DIN: 00295097) as an Independent Director of the Company and in this regard to consider and if thought fit, to pass the following resolution as a **Special Resolution**.

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and all other applicable provisions of the Companies Act, 2013 (the ‘Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’). and the Articles of Association of the Company, as amended from time to time, Mr. Shantilal Haria (DIN: 00295097), who was appointed as an Independent Director of the Company for a term up to 13 August 2024 and who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations and who is eligible for reappointment and whose appointment has been recommended by the members of the Nomination and Remuneration Committee, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years with effect from 14 August 2024 to 13 August 2029 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

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 : 09 August 2023

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- 400057,
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") 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 21st Annual General Meeting ("AGM"/ "Meeting") of the Company is being held through video conferencing ("VC") or other audio-visual means ("OAVM").
- 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 2023.
- 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 25 September 2023. If any member would like to ask question or want information, please mention the same in the aforementioned request. This would help to conduct meeting smoothly keeping in view the AGM is being held through VC.
- 5. Explanatory Statement:** The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning each item of special business to be transacted at the Meeting forms part of the Notice.
- 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 Friday, 25 August 2023, (cut-off date for receiving Notice and Annual Report), shall be entitled for receiving of the Annual Report for the period FY 2022-23, 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. Wednesday, 20 September 2023, may obtain login ID and password by writing to Registrar & Share Transfer Agent of the Company, Link Intime India Private Limited at e-mail rnt.helpdesk@linkintime.co.in.
- 8. Communication:** Notice of the AGM and the Annual Report for the FY 2022-23 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 Registrar and Share Transfer Agents and may also request for a copy of Annual Report electronically. Annual Report for FY 2022-23 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.
- 9.** 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.
- 10.** 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), Mumbai – 400083.
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 08 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 01 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. Wednesday, 20 September 2023.
- 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 and Explanatory Statement etc., 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 + 91-22-35023666.
- 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.
- 26. Explanatory Statement:** The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning each item of special business to be transacted at the Meeting forms part of the Notice.

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 4 of the accompanying Notice:

Item No. 3- Re-appointment of the Statutory Auditors

At the 16th AGM held on 27 September 2018, shareholders of the Company have appointed M/s. KKC & Associates. LLP (earlier known as M/s. Khimji Kunverji & Co. LLP), Chartered Accountants, having Firm Registration No. 105146W as Statutory Auditors of the Company from the conclusion of such Meeting till the conclusion of this 21st AGM of the Company.

Based on receipt of the consent and eligibility letter from KKC & Associates. LLP ("KKC") and upon recommendation of the Audit Committee, the Board of Directors at its Meeting held on 09 August 2023 approved re-appointment of KKC & Associates. LLP as Statutory Auditors of the Company for another term of 5 (five) consecutive years commencing from the conclusion of this 21st AGM till the conclusion of the 26th AGM of the Company subject to approval of the shareholders at this AGM.

Khimji Kunverji & Co LLP is a reputed firm of Chartered Accountants registered with the Institute of Chartered Accountants of India ('ICAI') established in 1936 and has changed its name to KKC & Associates LLP with effect from 23 May 2023. The registered office of KKC is at Sunshine Tower, Level 19, Senapati Bapat Marg, Elphinstone (W), Mumbai 400013, India and has ten branch offices in various cities in India. It is primarily engaged in providing auditing and other assurance services to its clients. KKC is led by 16 partners and have a team of over 250 members. KKC caters full bouquet of assurance, advisory and consultancy services to its clients across all industries.

The audit fee proposed to be paid to the Statutory Auditors during FY 2022-23 along with reimbursement of out-of-pocket expenses incurred for the purpose of audit and applicable taxes will be as agreed between the Board of Directors and the Auditor. The same may be reviewed and revised in consultation with them by the Board during the tenure to ensure that it is commensurate with the services to be rendered by them. The Board of Directors in consultation with the Audit Committee may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

Accordingly, the Board of Directors recommends passing of the Ordinary Resolution at Item No. 3 of the Notice.

None of the Directors, Key Managerial Personnel and/or their relatives, are in anyway deemed to be concerned or interested in the Resolution.

Item No. 4 : : Re-appointment of Mr. Nausahd Panjwani (DIN: 06640459) as an Independent Director of the Company.

Mr. Nausahd Panjwani (DIN: 06640459) is an Independent Director of the Company. The Members at the 17th AGM of the Company held on September 26, 2019 had approved the appointment of Mr. Nausahd Panjwani as an Independent Director of the Company to hold office for a term for 5 (five) consecutive years for a term up to 27 June 2024.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term up to five consecutive years on the Board of a Company. Based on recommendation of the Nomination and Remuneration Committee and in terms of provisions of Sections 149, 150, 152, Schedule IV and any other applicable provisions of the Act and the Listing Regulations, Mr. Nausahd Panjwani, being eligible for reappointment as an Independent Director, is proposed to be re-appointed as an Independent Director for a second term of five consecutive years from 28 June 2024 to 27 June 2029.

Mr. Nausahd Panjwani serves as a member of the Audit Committee and Nomination and Remuneration Committee of the Company. Mr Nausahd Panjwani has given a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 25 of the Listing Regulations. The Company has received necessary declarations / disclosure / confirmation from Mr. Nausahd Panjwani as required under the Act and Listing Regulations. Copy of the draft letter for re-appointment of Mr. Nausahd Panjwani as an Independent Director setting out terms and conditions would be available for inspection by the members of the Company at the Registered Office and Corporate Office of the Company on all working days during business hours up to the date of 21st AGM of the Company.

The resolution seeks the approval of members for the re-appointment of Mr. Nausahd Panjwani as an Independent Director of the Company for a period up to 27 June 2029 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder. He will not be liable to retire by rotation.

Save and except Mr. Nausahd Panjwani and his relatives, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution at Item No. 4 of the Notice.

The Board recommends the passing of Special Resolution as set out at Item No. 4 of the accompanying Notice.

Item No. 5 : : Re-appointment of Mr. Shantilal Haria (DIN: 00295097) as an Independent Director of the Company.

Mr. Shantilal Haria (DIN: 00295097) is an Independent Director of the Company. The Members at the 17th AGM of the Company held on 26 September 2019 had approved the appointment of Mr. Shantilal Haria as an Independent Director of the Company to hold office for a term for 5 (five) consecutive years for a term up to 13 August 2024.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term up to five consecutive years on the Board of a Company. Based on recommendation of the Nomination and Remuneration Committee and in terms of provisions of Sections 149, 150, 152, Schedule IV and any other applicable provisions of the Act and the Listing Regulations, Mr. Shantilal Haria, being eligible for reappointment as an Independent Director, is proposed to be re-appointed as an Independent Director for a second term of five consecutive years from 14 August 2024 to 13 August 2029.

Mr. Shantilal Haria serves as a member of the Audit Committee and Nomination and Remuneration Committee of the Company. Mr. Shantilal Haria has given a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 25 of the Listing Regulations. The Company has received necessary declarations / disclosure / confirmation from Mr. Shantilal Haria as required under the Act and Listing Regulations. Copy of the draft letter for re-appointment of Mr. Shantilal Haria as an Independent Director setting out terms and conditions would be available for inspection by the members of the Company at the Registered Office and Corporate Office of the Company on all working days during business hours up to the date of 21st AGM of the Company.

The resolution seeks the approval of members for the re-appointment of Mr. Shantilal Haria as an Independent Director of the Company for a period up to 13 August 2029 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder. He will not be liable to retire by rotation.

Save and except Mr. Shantilal Haria and his relatives, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution at Item No. 5 of the Notice.

The Board recommends the passing of Special Resolution as set out at Item No. 5 of the accompanying Notice.

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	Mrs. Hiral Kanakia	Mr. Naushad Panjwani	Mr. Shantilal Haria
DIN	00015924	06640459	00295097
Date of Birth	29 August 1970	16 January 1967	08 March 1959
Date of Appointment	10 September 2015	28 June 2019	14 August 2019
Nationality	Indian	Indian	Indian
Qualification	Bachelor in Arts	Bachelor of Commerce and Chartered Accountant	Bachelor of Commerce and Chartered Accountant
Experience in Functional Area	Human Resource and Administration	Management & Strategy, Finance & Taxation, Banking & Treasury, Financial Services, Audit & Risk Management, Business Advisory, Regulatory matters and Ethics.	Management & Strategy, Finance & Taxation, Banking & Treasury, Financial Services, Audit & Risk Management, Business Advisory, Regulatory matters and Ethics.
Directorship in other Companies (Public Limited Companies)	NIL	NIL	NIL
Membership/ Chairmanship of Board Committees of other Companies (Includes only Audit Committee and Stakeholders Relationship Committee)	NIL	2	2
Number of Board Meetings attended in the Financial Year 2021-2022	6 meetings	6 meetings	6 meetings
No. of shares held in the Company	24,28,844	NIL	NIL
Terms & Conditions of Appointment/ Re-appointment	Appointed as a Director liable to retire by rotation	Appointed as Independent Director not liable to retire by rotation	Appointed as Independent Director not liable to retire by rotation
Relationship with other Directors/ Manager/KMP	Wife of Mr. Himanshu Kanakia and sister in-law of Mr. Rasesh Kanakia	N/A	N/A
Resignation details in the listed entities during the last three years.	Nil	Nil	Nil
Remuneration	The remuneration details are given in the Corporate Governance Section of the Annual Report.	N/A	N/A

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

As per the SEBI circular dated 09 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:
1. Individual Shareholders holding securities in demat mode with NSDL

- Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
- If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

2. Individual Shareholders holding securities in demat mode with CDSL

- Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
- After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the Company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
- If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
- Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

3. Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the Company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your 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:

- Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
- Click on "Sign Up" under 'SHARE HOLDER' 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:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as **'Custodian / Mutual Fund / Corporate Body'**. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the **'Custodian / Mutual Fund / Corporate Body'** login for the Scrutiniser to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

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

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical 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 **'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 minimum 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

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 Wednesday, 20 September 2023.
2. The e-voting period commences on Saturday, 23 September 2023 (9.00 a.m. IST) and ends on Tuesday, 26 September 2023 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Wednesday, 20 September 2023 i.e. cut-off date, 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. Wednesday, 20 September 2022, 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 Ltd (NSE).

Process and manner for attending the Annual 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 Annual 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 Annual 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 Annual 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 Annual General Meeting will be eligible to attend/ participate in the Annual 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.