KANAKIA

CINELINE

Date: September 11, 2015

To,

Bombay Stock Exchange Limited
First Floor, New Trading Ring
Rotunda Building, P. J. Towers
Dalai Street, Fort
Mumbai – 400 001
Kind Attn : Mr. Khushro A. Bulsara
General Manager & Head
Listing Compliance & Legal Regulatory

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Plot No. C/1, G – Block
Bandra – Kurla Complex
Bandra (East), Mumbai – 400 051
Kind Attn: Mr. Hari K Vice President
Fax No.66418125/26, 26598347/48 &
26598237/8

Dear Sirs,

Re: Disclosure of Voting Results of the 13th Annual General Meeting of the Company held on September 10, 2015 as per the requirement of Clause 35A of the Equity Listing Agreement

As per the requirement of Clause 35A of the Equity Listing Agreement, given below are the details of the voting results at the Annual General Meeting of the Company as per the format prescribed under the said clause.

Details of Voting Results

Date of AGM	September 10, 2015
Total Number of shareholders on record date Cut off date of e-voting :	21639
No. of Shareholders present in the meeting either in person or through proxy: - Promoters and Promoter Group	9
- Public	74

CINELINE INDIA LIMITED MUMBAI

KANAKIA

CINELINE

Agenda - Wise

Item No.	Details of Agenda	Resolution required (Ordinary/ Special)	Mode of Voting (Show of hands/ Poll/ Postal Ballot/ e-Voting)	Remarks
1.	Adoption of the Audited Statement of Profit and Loss for the year ended March 31, 2015 and the Balance Sheet as at that date together with the Reports of the Directors and Auditors thereon	Ordinary	E-voting and Ballot through Poll	The resolution was passed with requisite majority.
2.	Re-appointment of Mr. Himanshu Kanakia who retired by rotation as a Director.	Ordinary	E-voting and Ballot through Poll	The resolution was passed with requisite majority.
3.	Appointment of Auditors and fixing their remuneration.	Ordinary	E-voting and Ballot through Poll	The resolution was passed with requisite majority.
4.	Appointment of Mr. Anand Bathiya as an Independent Director.	Ordinary	E-voting and Ballot through Poll	The resolution was passed with requisite majority.
5.	Appointment of Mrs. Hiral Kanakia as a Director	Ordinary	E-voting and Ballot through Poll	The resolution was passed with requisite majority.
6.	Appointment of Mrs. Hiral Kanakia as Executive Director	Ordinary	E-voting and Ballot through Poll	The resolution was passed with requisite majority.

The voting details are annexed herewith in the prescribed format as Annexure 1.

This may also be considered as compliance of Clause 31(d) of the Listing Agreement.

Yours faithfully,
For **Cineline India Limited**

Jatin Shah
Company Secretary

CINELINE INDIA LIMITED MUMBAI

Annexure - 1

Cineline India Limited

Resolution No:1 Adoption of financial statements							
Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
Mode of Voting: (E-voting)							
Promoter and Promoter Group	19394916	19394916	100.0000	19394916	0	100.0000	0.0000
Public Institutional Holders	1614	0	0.0000	0	0	0.0000	0.0000
Public-Others	8603470	426162	4.9534	424657	1505	99.6468	0.3532
Total(A)	**28000000**	**19821078**	**70.7896**	**19819573**	**1505**	**99.9924**	**0.0076**
Mode of Voting: (Poll)							
Promoter and Promoter Group	19394916	0	0.0000	0	0	0.0000	0.0000
Public Institutional Holders	1614	0	0.0000	0	0	0.0000	0.0000
Public-Others	8603470	24800	0.2883	24742	58	99.7661	0.2339
Total(B)	**28000000**	**24800**	**0.0886**	**24742**	**58**	**99.7661**	**0.2339**
Result (A+B)	**28000000**	**19845878**	**70.8782**	**19844315**	**1563**	**99.9921**	**0.0079**

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For Cineline India Limited

Company Secretary

Annexure - 1

Cineline India Limited

Resolution No:2 Appointment of Director							
Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
Mode of Voting: (E-voting)							
Promoter and Promoter Group	19394916	19394916	100.0000	19394916	0	100.0000	0.0000
Public Institutional Holders	1614	0	0.0000	0	0	0.0000	0.0000
Public-Others	8603470	426162	4.9534	424657	1505	99.6468	0.3532
Total(A)	**28000000**	**19821078**	**70.7896**	**19819573**	**1505**	**99.9924**	**0.0076**
Mode of Voting: (Poll)							
Promoter and Promoter Group	19394916	0	0.0000	0	0	0.0000	0.0000
Public Institutional Holders	1614	0	0.0000	0	0	0.0000	0.0000
Public-Others	8603470	24800	0.2883	24800	0	100.0000	0.0000
Total(B)	**28000000**	**24800**	**0.0886**	**24800**	**0**	**100.0000**	**0.0000**
Result (A+B)	**28000000**	**19845878**	**70.8782**	**19844373**	**1505**	**99.9924**	**0.0076**

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For Cineline India Limited

Company Secretary

Annexure - I

Cineline India Limited

Resolution No:3 Appointment of Auditors							
Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
Mode of Voting: (E-voting)							
Promoter and Promoter Group	19394916	19394916	100.0000	19394916	0	100.0000	0.0000
Public Institutional Holders	1614	0	0.0000	0	0	0.0000	0.0000
Public-Others	8603470	426162	4.9534	424657	1505	99.6468	0.3532
Total(A)	**28000000**	**19821078**	**70.7896**	**19819573**	**1505**	**99.9924**	**0.0076**
Mode of Voting: (Poll)							
Promoter and Promoter Group	19394916	0	0.0000	0	0	0.0000	0.0000
Public Institutional Holders	1614	0	0.0000	0	0	0.0000	0.0000
Public-Others	8603470	24800	0.2883	24742	58	99.7661	0.2339
Total(B)	**28000000**	**24800**	**0.0886**	**24742**	**58**	**99.7661**	**0.2339**
Result (A+B)	**28000000**	**19845878**	**70.8782**	**19844315**	**1563**	**99.9921**	**0.0079**

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For Cineline India Limited

Company Secretary

Annexure - I

Cineline India Limited

Resolution No:4 Appointment of Mr. Anand Bathiya as an Independent Director of the Company							
Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
Mode of Voting: (E-voting)							
Promoter and Promoter Group	19394916	19394916	100.0000	19394916	0	100.0000	0.0000
Public Institutional Holders	1614	0	0.0000	0	0	0.0000	0.0000
Public-Others	8603470	426162	4.9534	424657	1505	99.6468	0.3532
Total(A)	**28000000**	**19821078**	**70.7896**	**19819573**	**1505**	**99.9924**	**0.0076**
Mode of Voting: (Poll)							
Promoter and Promoter Group	19394916	0	0.0000	0	0	0.0000	0.0000
Public Institutional Holders	1614	0	0.0000	0	0	0.0000	0.0000
Public-Others	8603470	24800	0.2883	24800	0	100.0000	0.0000
Total(B)	**28000000**	**24800**	**0.0886**	**24800**	**0**	**100.0000**	**0.0000**
Result (A+B)	**28000000**	**19845878**	**70.8782**	**19844373**	**1505**	**99.9924**	**0.0076**

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For Cineline India Limited

Company Secretary

Annexure - 1

Cineline India Limited

Resolution No:5 Appointment of Mrs. Hiral Kanakia as Director							
Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
Mode of Voting: (E-voting)							
Promoter and Promoter Group	19394916	19394916	100.0000	19394916	0	100.0000	0.0000
Public Institutional Holders	1614	0	0.0000	0	0	0.0000	0.0000
Public-Others	8603470	426162	4.9534	424657	1505	99.6468	0.3532
Total(A)	**28000000**	**19821078**	**70.7896**	**19819573**	**1505**	**99.9924**	**0.0076**
Mode of Voting: (Poll)							
Promoter and Promoter Group	19394916	0	0.0000	0	0	0.0000	0.0000
Public Institutional Holders	1614	0	0.0000	0	0	0.0000	0.0000
Public-Others	8603470	24800	0.2883	24800	0	100.0000	0.0000
Total(B)	**28000000**	**24800**	**0.0886**	**24800**	**0**	**100.0000**	**0.0000**
Result (A+B)	**28000000**	**19845878**	**70.8782**	**19844373**	**1505**	**99.9924**	**0.0076**

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For Cineline India Limited

Company Secretary

Annexure – I

Cineline India Limited

Resolution No:6 Appointment of Mrs. Hiral Kanakia as Executive Director							
Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
Mode of Voting: (E-voting)							
Promoter and Promoter Group	19394916	19394916	100.0000	19394916	0	100.0000	0.0000
Public Institutional Holders	1614	0	0.0000	0	0	0.0000	0.0000
Public-Others	8603470	426162	4.9534	424657	1505	99.6468	0.3532
Total(A)	**28000000**	**19821078**	**70.7896**	**19819573**	**1505**	**99.9924**	**0.0076**
Mode of Voting: (Poll)							
Promoter and Promoter Group	19394916	0	0.0000	0	0	0.0000	0.0000
Public Institutional Holders	1614	0	0.0000	0	0	0.0000	0.0000
Public-Others	8603470	24800	0.2883	24800	0	100.0000	0.0000
Total(B)	**28000000**	**24800**	**0.0886**	**24800**	**0**	**100.0000**	**0.0000**
Result (A+B)	**28000000**	**19845878**	**70.8782**	**19844373**	**1505**	**99.9924**	**0.0076**

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For Cineline India Limited

Company Secretary

D. M. ZAVERI & Co.

Company Secretaries

CS Dharmesh Zaveri
B.Com., F.C.S.

Office No.145, 1st Floor, Kesar Residency, Charkop Sector 3, Kandivali (W), Mumbai - 400 067
Email: dmz@dmzaveri.com **Tel.**: 022-28679660 **Mobile**: 98203 20503

Combined Report of Scrutinizer for e-voting & Poll

[Pursuant to Section 108/109 of the Companies Act, 2013 read with Rule 20(4)(xii) of Companies (Management and Administration) Rules, 2014 as amended]

To,
The Chairman,
Annual General Meeting of the Equity Shareholders of
Cineline India Limited,
held on 10th September, 2015 at,
Cinemax Theatre, Eagle's Flight,
Behind Gurunanak Petrol Pump,
Andheri Kurla Complex, Andheri (East),
Mumbai-400093.

Dear Sir,

I, **Dharmesh Zaveri, proprietor of D. M. Zaveri & Co., Company Secretaries,** was appointed as Scrutinizer by the Board of Directors of Cineline India Limited for the purpose of scrutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 including any amendment thereof and voting by use of physical ballot forms received from the members at the venue of the 13th Annual General Meeting (AGM) pursuant to Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules 2014 in a fair and transparent manner in respect of the below mentioned resolutions contained in the Notice of the 13th AGM of the Equity Shareholders of Cineline India Limited held on Thursday, 10th September, 2015 at Cinemax Theatre, Eagle's Flight, Behind Gurunanak Petrol Pump, Andheri Kurla Road, Andheri (East), Mumbai-400093.

CERTIFIED TRUE COPY
For Cineline India Limited

Company Secretary

D. M. ZAVERI & Co.

Company Secretaries

CS Dharmesh Zaveri
B.Com., F.C.S.

Office No.145, 1st Floor, Kesar Residency, Charkop Sector 3, Kandivali (W), Mumbai - 400 067
Email: dmz@dmzaveri.com **Tel.**: 022-28679660 **Mobile**: 98203 20503

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules framed thereunder relating to voting through electronic means (remote e-voting) and voting by use of physical ballots by the shareholders at the venue of AGM on the resolutions contained in the Notice of the 13th AGM of the members of the Company. My responsibility as a scrutinizer for the remote e-voting process and for the physical ballot voting at the AGM is restricted to make a Scrutinizer report of the Votes Cast "in favour" or "against" the resolutions as stated below, based on the report generated from the remote e-voting system provided by Central Depository Services (India) Limited ('CDSL'), the authorised agency engaged by the Company to provide remote e-voting facilities and the report generated electronically for voting by use of physical ballots at the venue of AGM.

At the 13th AGM of the Company held on 10th September, 2015, the Chairman of the Company has suo moto called for a Poll to facilitate the members present in the meeting who could not participate in the remote e-voting to record their votes through the poll process.

I hereby submit consolidated scrutinizer's report pursuant to Rule 20(4)(xii) on the resolutions proposed in the Notice of the aforesaid AGM. I have issued separate Scrutinizer's Report dated 11th September, 2015 on the remote e-voting and on the Poll through physical ballot voting in Form MGT-13 attached herewith as Annexure 1 and 2.



D. M. ZAVERI & Co.

Company Secretaries

CS Dharmesh Zaveri
B.Com., F.C.S.

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Email: dmz@dmzaveri.com **Tel.**: 022-28679660 **Mobile**: 98203 20503

The Result of remote e-voting together with that of the Poll is as under;

Mode of voting	Total valid votes	Votes in favour of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot / e-voting entry	Nos	% to total valid votes	No of ballot / e-voting entry	Nos	% to total valid votes	Nos
Item 1: Adoption of Directors' Report, audited accounts and auditors' Report thereon (Ordinary Resolution)								
Remote E-voting	1,98,21,078	26	1,98,19,573	99.9924	2	1505	0.0076	NIL
Physical Ballot	24,806	45	24,748	99.7662	3	58	0.2338	1230
Total	**1,98,45,884**	**71**	**1,98,44,321**	**99.9921**	**5**	**1563**	**0.0079**	**1230**
Item 2: Re-appointment of Mr. Himanshu Kanakia, who retires by rotation. (Ordinary Resolution)								
Remote E-voting	1,98,21,078	26	1,98,19,573	99.9924	2	1505	0.0076	NIL
Poll	24,806	48	24,806	100.0000	0	0	0.0000	1230
Total	**1,98,45,884**	**74**	**1,98,44,379**	**99.9924**	**2**	**1505**	**0.0076**	**1230**
Item 3: Ratification of Appointment of M/s Walker Chandiok & Co. LLP, Chartered Accountants as Auditors for balance term i.e. untill the conclusion of 16th AGM. (Ordinary Resolution)								
Remote E-voting	1,98,21,078	26	1,98,19,573	99.9924	2	1505	0.0076	NIL
Poll	24,806	45	24,748	99.7662	3	58	0.2338	1230
Total	**1,98,45,884**	**71**	**1,98,44,321**	**99.9921**	**5**	**1563**	**0.0079**	**1230**
Item 4: Appointment of Mr Anand Bathiya, as an Independent Director of the Company. (Ordinary Resolution)								
Remote E-voting	1,98,21,078	26	1,98,19,573	99.9924	2	1505	0.0076	NIL
Poll	24,806	48	24,806	100.0000	0	0	0.0000	1230
Total	**1,98,45,884**	**74**	**1,98,44,379**	**99.9924**	**2**	**1505**	**0.0076**	**1230**
Item 5: Appointment of Mrs Hiral Kanakia, as a Director liable to retire by rotation. (Ordinary Resolution)								
Remote E-voting	1,98,21,078	26	1,98,19,573	99.9924	2	1505	0.0076	NIL
Poll	24,806	48	24,806	100.0000	0	0	0.0000	1230
Total	**1,98,45,884**	**74**	**1,98,44,379**	**99.9924**	**2**	**1505**	**0.0076**	**1230**
Item 6: Appointment of Mrs Hiral Kanakia, as Whole-time Director of the Company. (Ordinary Resolution)								
Remote E-voting	1,98,21,078	26	1,98,19,573	99.9924	2	1505	0.0076	NIL
Poll	24,806	48	24,806	100.0000	0	0	0.0000	1230
Total	**1,98,45,884**	**74**	**1,98,44,379**	**99.9924**	**2**	**1505**	**0.0076**	**1230**

D. M. ZAVERI & CO. COMPANY SECRETARIES M. No. 5419 C.P. No. 4363

D. M. ZAVERI & Co.

Company Secretaries

CS Dharmesh Zaveri
B.Com., F.C.S.

Office No.145, 1st Floor, Kesar Residency, Charkop Sector 3, Kandivali (W), Mumbai - 400 067
Email: dmz@dmzaveri.com **Tel**.: 022-28679660 **Mobile**: 98203 20503

All the resolutions as mentioned above were passed under remote e-voting and poll with requisite majority. The Register, all other papers and relevant record relating to remote e-voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid 13th Annual General Meeting and thereafter the same will be handed over to the Company Secretary of the Company.

For D. M. Zaveri & Co
Practising Company Secretary

Dharmesh Zaveri
(Proprietor)

Membership No.: 5418
C.P. No.: 4363

D. M. ZAVERI & CO. COMPANY SECRETARIES M. No. 5418 C.P. No. 4363

Signed by **Rasesh Kanakia**
Chairman of the meeting

Place: Mumbai
Date: 11th September, 2015

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For Cineline India Limited

Company Secretary

D. M. ZAVERI & Co.

Company Secretaries

CS Dharmesh Zaveri
B.Com., F.C.S.

Office No.145, 1st Floor, Kesar Residency, Charkop Sector 3, Kandivali (W), Mumbai - 400 067
Email: dmz@dmzaveri.com **Tel.**: 022-28679660 **Mobile**: 98203 20503

FORM No. MGT-13

Report of Scrutinizer

[Pursuant to Section 109 of the Companies Act, 2013 read with Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman,
Annual General Meeting of the Equity Shareholders of
Cineline India Limited,
held on 10th September, 2015 at,
Cinemax Theatre, Eagle's Flight,
Behind Gurunanak Petrol Pump,
Andheri Kurla Road, Andheri (East),
Mumbai-400093.

Dear Sir,

I, **Dharmesh Zaveri, proprietor of D. M. ZAVERI & CO, Company Secretaries**, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 13th Annual General Meeting of the Equity Shareholders of Cineline India Limited, held on Thursday, 10th September, 2015 at Cinemax Theatre, Eagle's Flight, Behind Gurunanak Petrol Pump, Andheri Kurla Road, Andheri (East), Mumbai-400093 submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and in presence of two witnesses and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. We found four invalid poll papers.

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For Cineline India Limited
Company Secretary

D. M. ZAVERI & CO. M. No. 5418 C.P. No. 4363 COMPANY SECRETARIES

D. M. ZAVERI & Co.

Company Secretaries

CS Dharmesn Zaveri
B.Com., F.C.S.

Office No.145, 1st Floor, Kesar Residency, Charkop Sector 3, Kandivali (W), Mumbai - 400 067
Email: dmz@dmzaveri.com **Tel.**: 022-28679660 **Mobile**: 98203 20503

4. The result of the Poll is as under:

a) **Ordinary Resolution 1 -**

Adoption of Directors' Report, audited accounts and auditors' Report thereon for the financial year ended on 31st March 2015.

(i) Voted **in favour** of the resolution:

Number of members present and voted (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
45	24,748	99.7662

(ii) Voted **against** the resolution:

Number of members present and voted (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
3	58	0.2338

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number votes cast by them
4	1230

D. M. ZAVERI & CO. ★ COMPANY SECRETARIES ★ M. No. 5416 C.P. No. 4363

D. M. ZAVERI & Co.

Company Secretaries

CS Dharmesh Zaveri
B.Com., F.C.S.

Office No.145, 1st Floor, Kesar Residency, Charkop Sector 3, Kandivali (W), Mumbai - 400 067
Email: dmz@dmzaveri.com **Tel.**: 022-28679660 **Mobile**: 98203 20503

b) Ordinary Resolution 2 -

Re-appointment of Mr. Himanshu Kanakia, who retires by rotation.

(i) Voted **in favour** of the resolution:

Number of members present and voted (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
48	24,806	100

(ii) Voted **against** the resolution:

Number of members present and voted (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number votes cast by them
4	1230

D. M. ZAVERI & CO. ★ COMPANY SECRETARIES ★ M. No. 5418 C.P. No. 4363

D. M. ZAVERI & Co.

Company Secretaries

CS Dharmesh Zaveri
B.Com., F.C.S.

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c) Ordinary Resolution 3 -

Ratification of Appointment of M/s Walker Chandiok & Co. LLP, Chartered Accountants as Auditors of the Company for balance term i.e until conclusion of 16th AGM.

(i) Voted **in favour** of the resolution:

Number of members present and voted (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
45	24,748	99.7662

(ii) Voted **against** the resolution:

Number of members present and voted (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
3	58	0.2338

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number votes cast by them
4	1230

D. M. ZAVERI & CO. ★ M. No. 5418 C.P. No. 4363 ★ COMPANY SECRETARIES

D. M. ZAVERI & Co.

Company Secretaries

CS Dharmesh Zaveri
B.Com., F.C.S.

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Email: dmz@dmzaveri.com **Tel.**: 022-28679660 **Mobile**: 98203 20503

d) Ordinary Resolution 4 -

Appointment of Mr Anand Bathiya, as an Independent Director of the Company.

(i) Voted **in favour** of the resolution:

Number of members present and voted (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
48	24,806	100.0000

(ii) Voted **against** the resolution:

Number of members present and voted (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number votes cast by them
4	1230

D. M. ZAVERI & CO. M. No. 5418 C.P. No. 4363 COMPANY SECRETARIES

D. M. ZAVERI & Co.

Company Secretaries

CS Dharmesh Zaveri
B.Com , F.C.S.

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Email: dmz@dmzaveri.com Tel.: 022-28679660 Mobile: 98203 20503

e) Ordinary Resolution 5 -

Appointment of Mrs Hiral Kanakia, as a Director liable to retire by rotation.

(i) Voted **in favour** of the resolution:

Number of members present and voted (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
48	24,806	100.0000

(ii) Voted **against** the resolution:

Number of members present and voted (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number votes cast by them
4	1230

D. M. ZAVERI & CO. ★ COMPANY SECRETARIES ★ M. No. 5416 C. P. No. 4363

D. M. ZAVERI & Co.

Company Secretaries

CS Dharmesh Zaveri
B.Com., F.C.S.

Office No.145, 1st Floor, Kesar Residency, Charkop Sector 3, Kandivali (W), Mumbai - 400 067
Email: dmz@dmzaveri.com **Tel**.: 022-28679660 **Mobile**: 98203 20503

f) Ordinary Resolution 6 -

Appointment of Mrs Hiral Kanakia (DIN: 00015924) as Whole-time Director of the Company.

(i) Voted **in favour** of the resolution:

Number of members present and voted (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
48	24,806	100.0000

(ii) Voted **against** the resolution:

Number of members present and voted (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number votes cast by them
4	1230

D. M. ZAVERI & CO. COMPANY SECRETARIES M. No. 5418 C.P. No. 4363

D. M. ZAVERI & Co.

Company Secretaries

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5. The Compact Disc (CD) containing a list of Equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The Poll papers and all other relevant records were sealed and handed over to the Company Secretary authorised by the Board for safe keeping.

Thanking you,

For D. M. Zaveri & Co
Practising Company Secretary

D. M. ZAVERI & CO. ★ M. No. 5418 C.P. No. 4363 ★ COMPANY SECRETARIES

Dharmesh Zaveri
(Proprietor)

Membership No.: 5418
C.P. No.: 4363

Place: Mumbai
Date: 11th September, 2015

CERTIFIED TRUE COPY
For Cineline India Limited

Company Secretary

D. M. ZAVERI & Co.

Company Secretaries

CS Dharmesh Zaveri
B.Com., F.C.S.

Office No.145, 1st Floor, Kesar Residency, Charkop Sector 3, Kandivali (W), Mumbai - 400 067
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Report of Scrutinizer

[Pursuant to Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, as amended]

To,
The Chairman,
Annual General Meeting of the Equity Shareholders of
Cineline India Limited,
held on 10th September, 2015 at,
Cinemax Theatre, Eagle's Flight,
Behind Gurunanak Petrol Pump,
Andheri Kurla Road, Andheri (East),
Mumbai-400093.

Dear Sir,

I, **Dharmesh Zaveri, proprietor of D. M. ZAVERI & CO, Company Secretaries, Mumbai**, was appointed as Scrutinizer by the Board of Directors for the 13th Annual General Meeting of the Equity Shareholders of Cineline India Limited held on Thursday, 10th September, 2015 at Cinemax Theatre, Eagle's Flight, Behind Gurunanak Petrol Pump, Andheri Kurla Road, Andheri (East), Mumbai-400093 for the purpose of scrutinizing the remote e-voting process in a fair and transparent manner and ascertaining the requisite majority on Remote E-voting carried out as per the provisions of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended (Rules) on the below mentioned resolutions referred in my report.

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For Cineline India Limited

Company Secretary

D. M. ZAVERI & CO. ★ M. No. 5418 C.P. No. 4363 ★ COMPANY SECRETARIES

D. M. ZAVERI & Co.

Company Secretaries

CS Dharmesh Zaveri
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The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules framed thereunder relating to voting through electronic means on the resolutions contained in the Notice to the 13th Annual General Meeting of the members of the Company. My responsibility as a scrutinizer for the remote e-voting process is restricted to make a Scrutinizer report of the Votes Cast "in favour" or "against" the resolutions as stated below, based on the report generated from the remote e-voting system provided by Central Depository Services (India) Limited ('CDSL'), the authorised agency to provide e-voting facilities, engaged by the Company.

Further to above, I submit my report as under

1. The remote e-voting period remained open from 9.00 AM on Monday, 7th September, 2015 up to 6.00 PM on Wednesday, 9th September, 2015.
2. The Shareholders of the Company holding shares as on the "cut-off" date i.e. 4th September, 2015 were entitled to vote on the proposed resolutions as mentioned in the Notice of the 13th Annual General Meeting.
3. As provided in Rules, I unblocked the remote e-voting on the platform provided by CDSL after completion of voting at Annual General Meeting on Thursday, 10th September, 2015 at 2.00 PM in the presence of two witnesses, namely Mr. Shashank Palan and Ms. Hetali Mehta who are not in employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Shashank
Mr Shashank Palan

H. H. Mehta.
Ms. Hetali Mehta

4 Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from e-voting website of CDSL (www.evotingindia.co.in) and based on such reports generated;

D. M. ZAVERI & CO. ★ COMPANY SECRETARIES ★ M. No. 5418 C.P. No. 4363

D. M. ZAVERI & Co.

Company Secretaries

CS Dharmesh Zaveri
B.Com., F.C.S.

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5. The result of the e-voting is as under:

a) **Ordinary Resolution 1 -**

Adoption of Directors' Report, audited accounts and auditors' Report thereon for the financial year ended on 31st March 2015.

(i) Voted **in favour** of the resolution:

Number of members Voted through remote e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
26	1,98,19,573	99.9924

(ii) Voted **against** the resolution:

Number of members Voted through remote e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
2	1,505	0.0076

(iii) **Invalid** votes :

Total number of members whose votes were declared invalid	Total number votes cast by them
NIL	NIL

D. M. ZAVERI & CO. ★ COMPANY SECRETARIES ★ M. No. 5418 C.P. No. 4363

D. M. ZAVERI & Co.

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b) Ordinary Resolution 2 -

Re-appointment of Mr. Himanshu Kanakia, who retires by rotation.

(i) Voted **in favour** of the resolution:

Number of members Voted through remote e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
26	1,98,19,573	99.9924

(ii) Voted **against** the resolution:

Number of members Voted through remote e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
2	1,505	0.0076

(iii) **Invalid** votes :

Total number of members whose votes were declared invalid	Total number votes cast by them
NIL	NIL

D. M. ZAVERI & CO. M. No. 5418 C.P. No. 4363 COMPANY SECRETARIES

D. M. ZAVERI & Co.

Company Secretaries

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c) Ordinary Resolution 3 -

Ratification of Appointment of M/s Walker Chandiok & Co. LLP, Chartered Accountants as Auditors of the Company for balance term i.e until conclusion of 16th AGM.

(i) Voted **in favour** of the resolution:

Number of members Voted through remote e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
26	1,98,19,573	99.9924

(ii) Voted **against** the resolution:

Number of members Voted through remote e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
2	1,505	0.0076

(iii) **Invalid** votes :

Total number of members whose votes were declared invalid	Total number votes cast by them
NIL	NIL

D. M. ZAVERI & CO. ★ M. No. 5418 C.P. No. 4363 ★ COMPANY SECRETARIES

D. M. ZAVERI & Co.

Company Secretaries

CS Dharmesh Zaveri
B.Com., F.C.S.

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d) Ordinary Resolution 4 -

Appointment of Mr Anand Bathiya, as an Independent Director of the Company.

(i) Voted **in favour** of the resolution:

Number of members Voted through remote e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
26	1,98,19,573	99.9924

(ii) Voted **against** the resolution:

Number of members Voted through remote e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
2	1505	0.0076

(iii) **Invalid** votes :

Total number of members whose votes were declared invalid	Total number votes cast by them
NIL	NIL

D. M. ZAVERI & CO. COMPANY SECRETARIES M. No. 6418 C.P. 4363

CS Dharmesh Zaveri
B.Com., F.C.S.

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e) Ordinary Resolution 5 -

Appointment of Mrs Hiral Kanakia, as a Director liable to retire by rotation.

(i) Voted **in favour** of the resolution:

Number of members Voted through remote e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
26	1,98,19,573	99.9924

(ii) Voted **against** the resolution:

Number of members Voted through remote e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
2	1,505	0.0076

(iii) **Invalid** votes :

Total number of members whose votes were declared invalid	Total number votes cast by them
NIL	NIL

D. M. ZAVERI & CO. M No. 5318 COMPANY SECRETARIES

D. M. ZAVERI & Co.

Company Secretaries

CS Dharmesh Zaveri
B.Com., F.C.S.

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f) Ordinary Resolution 6 -

Appointment of Mrs Hiral Kanakia (DIN: 00015924) as Whole-time Director of the Company.

(i) Voted in favour of the resolution:

Number of members Voted through remote e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
26	1,98,19,573	99.9924

(ii) Voted against the resolution:

Number of members Voted through remote e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
2	1505	0.0076

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number votes cast by them
NIL	NIL

D. M. ZAVERI & CO. COMPANY SECRETARIES

D. M. ZAVERI & Co.

Company Secretaries

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6. The Register, all other papers and relevant record relating to remote e-voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid 13th Annual General Meeting and thereafter the same will be handed over to the Company Secretary of the Company.

Thanking you,

For D. M. Zaveri & Co.
Practising Company Secretary

D. M. ZAVERI & CO. ★ COMPANY SECRETARIES ★ M. No. 5418 C.P. No. 4363

Dharmesh Zaveri
(Proprietor)

Membership No: 5418
C. P. No.: 4363

Place: Mumbai
Date: 11th September, 2015.

CERTIFIED TRUE COPY
For Cineline India Limited

Company Secretary