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CINEMAX

CINEMAX INDIA LIMITED

215 Atrium, 10th Floor, Opp. Divine School, J.B. Nagar, Andheri Kurla Road, Andheri-East, Mumbai-400093.
Tel No.: 022 6726 8888 Fax No.: 022 67268800, Email Id: investor@cinemax.co.in, Website: www.cinemax.co.in

To,
The Members

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

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

Shifting of Registered Office of the Company:

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

"RESOLVED THAT pursuant to the provisions of Section 17 and 146 read with Section 192A and other applicable provisions, if any, of the Companies Act, 1956 and subject to the approval of the Regional Director or Central Government / any other authority as may be prescribed from time to time and also subject to such permission, sanction or approval as may be required under the provisions of the said Act or under any other law for the time being in force or any statutory modification or amendment thereof, consent of the members be and is hereby accorded for shifting of registered office of the Company from the State of Maharashtra to the state of Delhi and accordingly Clause II of the Memorandum of Association be substituted by the following Clause :

"II. The Registered Office of the Company will be situated in the National Capital Territory of Delhi i.e the jurisdiction of the Registrar of Companies, NCT of Delhi and Haryana."

"RESOLVED FURTHER THAT upon the aforesaid resolution becoming effective, the Registered office of the Company be shifted from 215 Atrium, 10th Floor, Opp. Divine Child School, J.B. Nagar, Andheri Kurla Road, Andheri (East), Mumbai-400093, State of Maharashtra to 61, Basant Lok, Vasant Vihar, New Delhi, Delhi - 110057 (within the jurisdiction of the Registrar of Companies, NCT of Delhi and Haryana).

RESOLVED FURTHER THAT the Board of Directors of the Company or the Company Secretary, be and are hereby severally authorized to file the Petition along with other required documents and to appoint an Authorized Representative to appear for and represent the Company before the Regional Director or Central Government / any other authority as may be prescribed from time to time seeking approval for shifting the registered office of the Company and to do all such acts and things as may be deemed necessary in connection therewith and incidental and ancillary thereto."

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

BY Order of the Board
For Cinemax India Limited

Date: 1st March, 2013

Sd/-
Jatin Shah
Company Secretary

Notes:

1. The relative Explanatory Statement pursuant to Sections 173(2) and 192A (2) of the Companies Act, 1956, setting out material facts is annexed hereto.
2. The board of Directors vide Circular Resolution dated 1st March, 2013 has appointed Mr. Rakesh Sanghani, Practising Company Secretary, as Scrutinizer to conduct the voting through Postal Ballot, in fair and transparent manner and to receive and scrutinize the completed ballot forms from the members.
3. The Postal Ballot form and the self-addressed business reply envelop are enclosed for the use of Members. The attached self-addressed envelope is only for the limited purpose of this postal ballot process and the same should not

be used by the members for sending any other correspondence to the Company.

4. In case the form is signed by the Power of Attorney holder for and on behalf of the Member, it must be accompanied by a certified true copy of the power of attorney. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority.
5. You are requested to carefully read the instructions printed in the Postal Ballot form and return the said Postal Ballot form (no other form or photocopy of the Postal Ballot form is permitted) duly completed with the assent (for) or dissent (against), in the attached self addressed postage pre-paid envelope, so as to reach the Scrutinizer before the close of working hours (6:00 P.M.) on 10th April, 2013, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.

The Scrutinizer will submit his report to the Chairman/Company Secretary after completion of scrutiny and the results of the Postal Ballot will be announced on 12th April, 2013 at the present Registered Office of the Company at Cinemax India Limited, 215 Atrium, 10th Floor, Opp. Divine School, J.B., Nagar, Andheri Kurla Road, Andheri (E), Mumbai-400093.

The said date of declaration of result of the Postal Ballot (i.e. 12th April, 2013) shall be the date on which the Resolution would be deemed to have been passed, if approved by requisite majority.

6. All documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company during the Office hours on all working days up to 10th April, 2013.

Annexure to Notice

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

Consequent to purchase of 69.27% of the paid up equity share capital of the Company by Cine Hospitality Private Limited (CHPL) wholly owned subsidiary of PVR Limited from the erstwhile promoters of the Company in accordance with the Share Purchase Agreement (dated 29.11.2012) and further acquisition of share capital from the public shareholders of the Company by CHPL pursuant to SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, and accordingly CHPL shall hold the majority share capital of the Company.

Further, the registered office of both CHPL and PVR limited are situated at 61, Basant Lok, Vasant Vihar, New Delhi-110057. The Board of Directors of the Company vide Circular Resolution dated 1st March, 2013 has approved for the shifting of Registered Office of the Company from Mumbai in the state of Maharashtra to New Delhi in the state of Delhi to facilitate management of the affairs of the Company more economically, efficiently and conveniently by the Board of Directors of CHPL and PVR Limited as well as senior management of these companies.

Pursuant to provisions of Section 17 read with Section 146 of the Companies Act, 1956 shifting of Registered Office requires alteration in Clause II of the Memorandum of Association of the Company subject to approval of shareholders in the General Meeting by way of Special Resolution and confirmation of Regional Director or Central Government / any other authority as may be prescribed from time to time.

Accordingly, consent of the members is sought to change Clause II of the Memorandum of Association of the Company for shifting of Registered Office from the state of Maharashtra to the State of Delhi, by means of passing of special resolution through Postal Ballot in terms of the provisions of Section 192A of the Companies Act, 1956, read with the provisions of the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011.

The proposed change will in no way be prejudicial to the interests of any member of the Company, Employees or other stakeholders of your Company.

Members are requested to communicate their response by way of assent or dissent in writing in the Postal Ballot Form sent herewith in accordance with the instructions set out herein.

The Board recommends the Special Resolution for your approval.

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

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Date: 1st March, 2013

BY Order of the Board
For Cinemax India Limited

Sd/-
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POSTAL BALLOT FORM

Sr. No.

1.	Name(s) of Shareholder(s) (in BLOCK LETTERS) (including joint holders, if any)	:	
2.	Registered address of the sole/ First named Shareholder	:	
3.	Registered Folio No./ DP ID No. and Client ID No.* (*applicable to investors holding shares in dematerialised form)	:	
4.	Number of Shares held	:	

5. I/We hereby exercise my/our vote in respect of Special Resolution to be passed through postal ballot for the business stated in the Notice of the Company dated 1st March, 2013 by sending my/our assent or dissent to the said resolution, by placing the tick (✓) mark at the mark at the appropriate box below :

Item No.	Description of Resolution	No. of Shares	I/We assent to the resolution	I/We dissent to the resolution
			(FOR)	(AGAINST)
1.	Special Resolution to accord the consent of the members of the Company for shifting the Registered office of the Company from the State of Maharashtra to New Delhi and consequent change in the Clause II of the Memorandum of Association.			

Place :

Date :

Signature of the Member

Note : Please read carefully the instructions printed overleaf before exercising the vote.

INSTRUCTIONS

1. A member desirous of exercising his/her vote by Postal Ballot should complete this Ballot Form and send it to the Scrutinizer in the attached self addressed envelope. Postage will be borne and paid by the Company. Envelopes containing postal ballot forms, if deposited in person or sent by proxy at the expense of the member would also be accepted.
2. In the case where shares are held jointly, this Form should be completed and signed (as per specimen signature registered with the Company) by the first named member and in his absence by the next named joint holder(s). There will be one Postal Ballot Form for every Folio/Client ID irrespective of the number of joint holders.
3. In case where shares are held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Authorization to vote on the postal ballot along with the postal ballot form. Where the form has been signed by a representative of the President of India or of a Government of a State, a certified copy of the nomination should accompany the postal ballot form. A member may sign the form through an attorney appointed specifically for this purpose, in which case an attested true copy of the Power of Attorney should be attached to the postal ballot form.
4. A member need not use all his/her votes nor does he/her need to cast all his/her votes in the same way.
5. The Postal ballot shall not be exercised by a Proxy.
6. Incomplete and unsigned postal ballot forms will be rejected. Duly completed postal ballot forms should reach the Scrutinizer not later than the close of working hours (6:00 P.M.) on 10th April, 2013. Any postal ballot form received after this date will be treated as 'invalid' as if the reply from the member has not been received.
7. A member may request for a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer not later than the date specified above.
8. Voting rights shall be reckoned on the number of shares and paid-up value of the shares registered in the name of the Members as of the date of dispatch of the Notice to the members.
9. The Scrutinizer's decision on the validity of a Postal Ballot will be final.