AXIS TRUSTEE

ATSL/CO/12-13/SS16
January 17, 2013

To,

National Stock Exchange of India Ltd. Exchange Plaza, 5th Floor, Plot No.C/1, G Block, Bandra-Kurla Complex Bandra (E), Mumbai 400 051	**BSE Ltd.** Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400 001

Dear Sir,

Re.: Cine Hospitality Private Limited - Security Trustee for pledge of shares of Cinemax India Limited

We write in our capacity as Security Trustee of Cine Hospitality Private Limited for the pledge of shares of Cinemax India Limited.

In this connection, pursuant to regulations 29(1) of SEBI (SAST) Regulations 2011, we make the attached disclosures in respect of the equity shares of Cinemax India Limited that have been Pledge in our favour pursuant Pledge Agreement dated 27th November, 2012 executed in this regard. We wish to clarify that we don't hold any beneficial interest in the shares and the shares have been pledge in our favour in our capacity as Security and that these disclosures are being made as a matter of abundant caution.

Thanking you.

Yours faithfully,
For Axis Trustee Services Limited

Authorized Signatory

Disclosures under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1. Name of the Target Company (TC)	Cinemax India Limited		
2. Name(s) of the acquirer/pledgee and Persons Acting in Concert (PAC) with the acquirer	Axis Trustee Services Limited (ATSL) Acting As Security Trustee for Term Loan aggregating to Rs. 180 Crores sanctioned by Indostar Capital Finance Private Limited and L&T Finance Limited to Cine Hospitality Private Limited. Pledge is created over below mentioned shares to secure the facility.		
3. Whether the acquirer/ pledgee belongs to Promoter / Promoter group	No		
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	National Stock Exchange of India Limited BSE Limited		
5. Details of disposal as follows	Number	% w.r.t.total share/voting capital wherever applicable	% w.r.t. total diluted share/voting capital of the TC (*)
Before the acquisition/pledge under consideration, holding of :			
a) Shares carrying voting rights	Nil	Nil	Nil
b) Voting rights (VR) otherwise than by equity shares	Nil	Nil	Nil
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category	Nil	Nil	Nil
Total (a+b+c)	Nil	Nil	Nil
Details of Acquisition/Pledge:			
a) Shares carrying voting rights	1,93,94,816	69.27	69.27
b) VRs disposed otherwise than by equity shares	Nil	Nil	Nil
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding	Nil	Nil	Nil

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in each category) disposed			
Total (a+b+c)	1,93,94,816	69.27	69.27
After the Acquisition/Pledge, holding			
a) Shares carrying voting rights	1,93,94,816	69.27	69.27
b) VRs otherwise than by equity shares	Nil	Nil	Nil
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	Nil	Nil	Nil
Total (a+b+c)	1,93,94,816	69.27	69.27
6. Mode of acquisition Pledge	Axis Trustee Services Limited (ATSL) Acting As Security Trustee for Term Loan aggregating to Rs. 180 Crores sanctioned by Indostar Capital Finance Private Limited and L&T Finance Limited to Cine Hospitality Private Limited. Pledge is created over below mentioned shares to secure the facility pursuant to pledge Agreement dated 27.11.2012		
7. Date of acquisition/pledge of shares	January 16, 2013		
8. Equity share capital / total voting capital of the TC before the said disposal	2,80,00,000		
9. Equity share capital/ total voting capital of the TC after the said disposal	2,80,00,000		
10. Total diluted share/voting capital of the TC after the said disposal	2,80,00,000		

Note:
(*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

Signature of the Authorised Signatory

Place: Mumbai

Date: January 17, 2013

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