

Date: 18th June, 2018

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

Bombay Stock Exchange 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: Declaration of result of Postal Ballot under regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir,

In compliance to Regulation 44 (3) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, we wish to inform you that the members of the Company have approved following matters through Special Resolution.

1. To enhance borrowing limits of the company up to Rs. 1500 crores.
2. Creation of charge on the movable and immovable assets of the Company, both present and future, in respect of borrowings in terms of resolution No (1) above.

We enclosed herewith the voting results of postal ballots & remote e-voting, in relation to resolutions passed through postal ballot notice dated 11th May, 2018, also find enclosed copy of scrutinizer Report.

Kindly acknowledge the same.

Thanking you,

Yours faithfully
For Cineline India Limited

Rasesh Kanakia
Chairman



Date of declaration of results: 18th June, 2018.

Date of the AGME/POSTAL BALLOT	16th June, 2018.
Total Number of Shareholders on record date i.e. 11th May, 2018	22021
No. of shareholders present in the meeting either in person or through proxy:	Not Applicable
Promoter and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of shareholders attended the the meeting through Video Conferencing:	Not Applicable
Promoter and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution 1: To enhance borrowing limits of the Company upto Rs. 1500 crores.

Category	Mode of Voting	Total no. of shares held (1)	Special					% of Votes against on votes polled (7)=[(5)/(2)]*100
			Resolution required: Ordinary/Special	No	No	No	No	
Promoter and Promoter Group	E-Voting	1,93,94,916						
	PeEP/Postal ballot							
	Total							
Public – Institutional holders	E-Voting	25,962						
	PeEP/Postal ballot							
	Total							
Public-Non Institutional	E-Voting	85,79,122						
	PeEP/Postal ballot							
	Total							
Total	E-voting	2,80,00,000						
	PeEP/Postal ballot							
	Total							

Resolution 2: Creation of charge on the movable and immovable assets of the company, both present and future, in respect of borrowings in terms of resolution no.1.

Category	Mode of Voting	Total no. of shares held (1)	Special					% of Votes against on votes polled (7)=[(5)/(2)]*100
			Resolution required: Ordinary/Special	No	No	No	No	
Promoter and Promoter Group	E-Voting	1,93,94,916						
	PeEP/Postal ballot							
	Total							
Public – Institutional holders	E-Voting	25,962						
	PeEP/Postal ballot							
	Total							
Public-Non Institutional	E-Voting	85,79,122						
	PeEP/Postal ballot							
	Total							
Total	E-voting	2,80,00,000						
	PeEP/Postal ballot							
	Total							

DS 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 **Website:** www.dmzaveri.com

SCRUTINIZER REPORT ON POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with rule 22 of the Companies (Management and Administration) Rules, 2014]

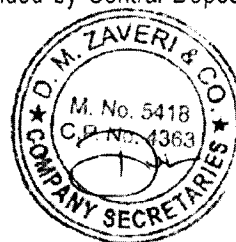
To,
The Chairman,
Cineline India Limited
215 Atrium, 10th Floor,
Opp. Divine High School, J.B.Nagar,
Andheri Kurla Road, Andheri East,
Mumbai – 400 093.

Sub: Report on passing of resolution through Postal Ballot Process

Dear Sir,

I, Dharmesh Zaveri, proprietor of D. M. ZAVERI & Co., Practising Company Secretaries, Mumbai, was appointed as Scrutinizer in the circular resolution passed by the board of directors of the company on 11th May, 2018, for the purpose of scrutinizing the physical postal ballot papers received by post and e-voting done through platform provided by Central Depository Services (India) Limited, in a fair and transparent manner and ascertaining the requisite majority as per the provisions of Section 110 of the Companies Act 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for time being in force as amended from time to time) by the Board of Directors of the Company on the resolution contained in the Postal Ballot Notice dated 11th May, 2018 of the Company.

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 e-voting and voting done through postal ballot received on the resolution contained in the Notice dated 11th May, 2018 of the Company. My responsibility as a scrutinizer for the e-voting and for the postal ballot voting is as per my engagement in this respect including to conduct e-voting, physical ballots voting process in fair and transparent manner and to make a Scrutinizer report of the Votes Cast "in favour" or "against" the resolution as stated below, based on the report generated from the e-voting system provided by Central Depository Services (India)



D. M. ZAVERI & Co.

Company Secretaries

DM 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 **Website:** www.dmzaveri.com

Limited ("CDSL"), the authorised agency engaged by the Company to provide e-voting facilities and for voting done by postal ballots.

I submit my report as under;

- 1.1. The Company has completed the dispatch/ e-mailing of Notice of Postal Ballot along with the Postal Ballot Forms and self-addressed pre-paid business reply envelopes through courier/ registered acknowledge post on Friday, 18th May, 2018 to the members of the Company, whose names appeared in the register of Members/ List of beneficiaries and by emails to those members whose email ID are registered either with depositories or with the Company as on cut-off date i.e. 11th May, 2018.
- 1.2. As prescribed in the said Rules, the Company has also published an advertisement on Friday, 18th May, 2018 and it carried the required information as specified in the said rules.
- 1.3. As mentioned in the Postal ballot notice all postal ballot forms received up to the closure of working hours i.e. 5.00 p.m. on Saturday, 16th June, 2018 being the last date and time fixed by the Company for receipt of the forms were considered and the e-voting module was disabled by CDSL for voting thereafter.
- 1.4. The particulars of all Postal ballot forms received from the members and details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from e-voting website of CDSL (www.evotingindia.com) have been entered into register maintained for the same.
- 1.5. All postal ballot forms received up to close of working hours i.e. 5.00 P.M. on Saturday, 16th June, 2018 were duly opened in my presence and the same were scrutinized and processed with the computer statement containing the shareholders name, Folio Number/ Client ID No. / DP ID, Postal Ballot No, No of Shares held, No of votes polled, assented, dissented and rejected if any, were generated. The shareholding and the signature of shareholders who have exercised their vote through postal ballot were verified with the records maintained by the Registrar & Share Transfer Agent namely M/s. Link Intime India Private Limited ("RTA").
- 1.6. Envelopes containing postal ballot forms which were returned undelivered were not opened.



D. M. ZAVERI & Co.

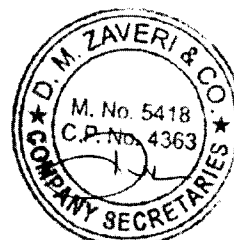
Company Secretaries

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 Website: www.dmzaveri.com

- 1.7. I have found 1(one) ballot form which was considered to be invalid due to duplicate voting. Further, we had also received 2(Two) on which no votes either in favour or against the resolutions were casted and hence the same were not considered for counting the votes.
- 1.8. I have also received a complete record of votes cast by electronic mode from CDSL, the agency for providing and supervising electronic platform on Saturday, 16th June, 2018 at 5.04 p.m. and which was closed by CDSL on Saturday, 16th June, 2018 at 5.00 p.m.
- 1.9. The details containing *inter alia*, list of Equity shareholders, who voted "FOR"/ "AGAINST" of the resolution that was put to vote, were generated from the physical ballot forms received by post and from report generated from e-voting platform provided by CDSL 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	No of ballot / e-voting entry	Nos
Item No 1: To enhance borrowing limits of the Company upto Rs. 1500 crores.(Special Resolution)									
E-voting	20018573	36	20017206	99.9932	4	1367	0.0068	0	0
Postal Ballot	2332	13	2088	89.5369	4	244	10.4631	1	1
Total	20020905	49	20019294	99.9920	8	1611	0.0080	1	1
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	No of ballot / e-voting entry	Nos
Item No 2: Creation of charge on the movable and immovable assets of the company, both present and future, in respect of borrowings in terms of resolution no.1 (Special Resolution)									
E-voting	20018573	36	20017206	99.9932	4	1367	0.0068	0	0
Postal Ballot	1432	12	1188	82.9609	4	244	10.4631	1	1
Total	20020005	48	20018394	99.9920	8	1611	0.0080	1	1



D. M. ZAVERI & Co.

Company Secretaries

DS 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 Website: www.dmzaveri.com

The special resolution passed by requisite majority is as under;

Reference to provisions of Companies Act, 2013	Type and description of special resolution
Special Resolution pursuant to Section 180(1)(c) and other applicable provisions of Companies Act, 2013 and the rules made thereunder.	To enhance borrowing limits of the Company up to Rs. 1500 crores.
Special Resolution pursuant to Section 180(1)(a) and other applicable provisions of Companies Act, 2013 and the rules made thereunder.	Creation of Charge on Movable and Immovable Properties of the company.

1.10. The Register, all other papers and relevant record relating to postal ballot shall remain in our safe custody until the Chairperson considers, approves and signs the Minutes and thereafter the same will be handed over to the Company.

1.11. The above mentioned special resolution is deemed to be passed by requisite majority as on the last date of receipt of postal ballot/ closing of e-voting i.e. 16th June, 2018.

1.12. You may accordingly declare the results of voting by postal ballot.

For D. M. Zaveri & Co
Practising Company Secretary


Dharmesh Zaveri
(Proprietor)
Membership No.: 5418
C.P. No.: 4363



Place: Mumbai
Date: 18th June, 2018


Mr. Rasesh Kanakia
Chairman.