



Date: 9th May, 2016

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 and Ordinary Resolution.

1. To enhance borrowing limits of the company up to 300 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.
3. Approval of Related Party Transaction with Kanakia Spaces Realty Private Limited.

We enclosed herewith the voting results of postal ballots & remote e-voting, in relation to resolutions passed through postal ballot notice dated 30th March, 2016, also find enclosed copy of scrutinizer Report.

Kindly acknowledge the same.

Thanking you,

Yours faithfully

For Cineline India Limited


Rasesh Kanakia
Chairman





Postal ballot results
Date of declaration of results:09.05.2016

Date of the AGM/EGM	N.A
Total Number of Shareholders on record date i.e. March 25, 2016	21733
No. of shareholders present in the meeting either in person or through proxy:	NA
Promoter and Promoter Group:	N.A
Public:	N.A
No. of shareholders attended the the meeting through Video Conferencing:	NA
Promoter and Promoter Group:	N.A
Public:	N.A

Resolution 1: To enhance borrowing limits of the Company upto Rs. 300Crores								
Resolution required:Ordinary/Special				Special Resolution				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1,93,94,916	-	-	-	-	-	-
	Poll/Postal Ballot		1,93,85,916	100	1,93,85,916	-	100	-
	Total		1,93,85,916	99.9536	1,93,85,916	-	100.0000	-
Public – Institutional holders	E-Voting	1,614	-	-	-	-	-	-
	Poll/Postal Ballot		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutional	E-Voting	86,03,470	7,839	0.0911	7,014	825	89.4757	10.5243
	Poll/Postal Ballot		6,67,764	7.7616	6,67,159	605	99.9094	0
	Total		6,75,603	7.8527	6,74,173	1,430	99.7883	0.2117
Total	E-voting	2,80,00,000	7,839	0.0280	7,014	825	89.4757	10.5243
	Poll/Postal Ballot		2,00,53,680	71.6203	2,00,53,075	605	99.9970	0
	Total		2,00,61,519	71.6483	2,00,60,089	1,430	99.9929	0.0071

Resolution 2: Creation of Charge								
Resolution required:Ordinary/Special				Special Resolution				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1,93,94,916	-	-	-	-	-	-
	Poll/Postal Ballot		1,93,85,916	100	1,93,85,916	-	100	-
	Total		1,93,85,916	99.9536	1,93,85,916	-	100.0000	-
Public – Institutional holders	E-Voting	1,614	-	-	-	-	-	-
	Poll/Postal Ballot		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutional	E-Voting	86,03,470	7,839	0.0911	7,014	825	89.4757	10.5243
	Poll/Postal Ballot		6,67,763	7.7616	6,67,358	405	99.9393	0
	Total		6,75,602	7.8527	6,74,372	1,230	99.8179	0.1821
Total	E-voting	2,80,00,000	7,839	0.0280	7,014	825	89.4757	10.5243
	Poll/Postal Ballot		2,00,53,679	71.6203	2,00,53,274	405	99.9980	0
	Total		2,00,61,518	71.6483	2,00,60,288	1,230	99.9939	0.0061

Resolution 3: Approval of Related Party Transaction with Kanakia Spaces Realty Private Limited								
Resolution required:Ordinary/Special				Ordinary Resolution				
Whether promoter/promoter group are interested in the agenda/resolution?				Promoter and Promoter group being related party, may be interested or concerned.				
Category	Mode of Voting	No. of shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1,93,94,916	-	-	-	-	-	-
	Poll/Postal Ballot		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public – Institutional holders	E-Voting	1,614	-	-	-	-	-	-
	Poll/Postal Ballot		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutional	E-Voting	86,03,470	7,839	0.0911	7,044	795	89.8584	10.1416
	Poll/Postal Ballot		6,67,763	7.7616	6,67,358	405	99.9393	0
	Total		6,75,602	7.8527	6,74,402	1,200	99.8224	0.1776
Total	E-voting	2,80,00,000	7,839	0.0280	7,044	795	89.8584	10.1416
	Poll/Postal Ballot		6,67,763	2.3849	6,67,358	405	99.9393	0
	Total		6,75,602	2.4129	6,74,402	1,200	99.8224	0.1776

For Cineline India Limited

[Signature]
Director



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

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]

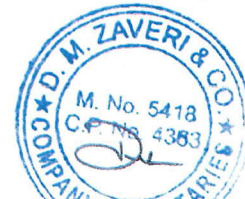
To,
The Chairman
Cineline India Limited
215 Atrium, 10th Floor, Opp.Divine
School, J.B. Nagar, Andheri Kurla
Road, Andheri(East),
Mumbai-400 093.

Sub: Report on passing of resolutions through Postal Ballot Process

Dear Sir,

I, Dharmesh Zaveri, proprietor of D. M. ZAVERI & Co., Company Secretaries, Mumbai, was appointed as Scrutinizer by the Board of Directors at its meeting held on 30th March, 2016 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) on the resolution contained in the Postal Ballot Notice dated 30th March, 2016 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 resolutions contained in the Notice dated 30th March, 2016 of the Company. My responsibility is restricted to responsibilities as the Scrutinizer as per applicable provisions of the Companies Act 2013 and Rules made thereunder and 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 e-voting system provided by Central Depository Services (India) Limited, the authorised agency engaged by the



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Company to provide e-voting facilities and the report generated electronically 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 on Wednesday, 6th April, 2016 to the members of the Company, whose names appeared on 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 25th March, 2016.
- 1.2. As prescribed in the Companies (Management and Administration) Rules, the Company has also published an advertisement on 7th April, 2016 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 upto the closure of working hours i.e. 5.00 p.m. on Friday, 6th May, 2016 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 Central Depository Services (India) Limited for voting thereafter.
- 1.4. The particulars of all Postal ballot forms received from the members have been entered into register maintained for the same.
- 1.5. All postal ballot forms received upto close of working hours i.e. 5.00 P.M. on Friday, 6th May, 2016 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.
- 1.6. Envelopes containing postal ballot forms which were returned undelivered were not opened.



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1.7. I have not found any defaced/ mutilated postal ballot form.

1.8. We found 1 invalid ballot paper.

1.9. Voting through e-voting was unblocked in presence of two witnesses Ms. Rinku Zalavadiya and Mr. Jeet Jani and I have received a complete record of votes cast by electronic mode from Central Depository Services (India) Limited, the agency for providing and supervising electronic platform on 6th May, 2016 which was closed by Central Depository Services (India) Limited on 6th May, 2016 at 5.00 p.m.

1.10. The details containing *inter alia*, list of Equity shareholders, who voted "FOR"/ "AGAINST" of the resolutions that put to vote, were generated from the physical ballot forms received by post and from report generated from e-voting platform provided by Central Depository Services (India) Limited 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	No of votes	%	No of ballot / e-voting entry	No of votes	%	Nos
Item 1: To enhance borrowing limits of the Company upto Rs. 300Crores (Special Resolution)								
E-voting	7839	14	7014	89.4757	3	825	10.5243	NIL
Poll	20053680	50	20053075	99.9970	6	605	0.0030	1
Total	20061519	64	20060089	99.9929	9	1430	0.0071	NIL
Item 2: Creation of Charge (Special Resolution)								
E-voting	7839	14	7014	89.4757	3	825	10.5243	NIL
Poll	20053679	50	20053274	99.9980	5	405	0.0020	1
Total	20061518	64	20060288	99.9939	8	1230	0.0061	NIL
Item 3: Approval of Related Party Transaction with Kanakia Spaces Realty Private Limited(Ordinary Resolution)								
E-voting	7839	15	7044	89.8584	2	795	10.1416	NIL
Poll	667763	40	667358	99.9393	6	405	0.0607	1
Total	675602	55	674402	99.8224	8	1200	0.1776	NIL



D. M. ZAVERI & Co.

Company Secretaries

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The ordinary/special resolution passed by requisite majority is as under;

Reference to provisions of Companies Act, 2013	Type and description of Ordinary/special resolution
1) Special Resolution: Pursuant to Section 180(1)(c) of Companies Act, 2013	Borrowing Powers of the Board
2) Special Resolution: Pursuant to Section 180(1)(a) of Companies Act, 2013	Creation of Charges on the Company's properties
3) Ordinary Resolution: Pursuant to Section 188 and other applicable of Companies Act, 2013	Approval of Related Party Transaction with Kanakia Spaces Realty Private Limited

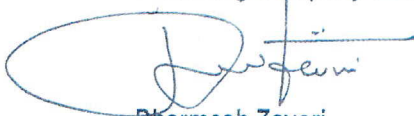
1.11.The Register, all other papers and relevant record relating to postal ballot shall remain in our safe custody until the Chairman considers, approves and signs the Minutes and thereafter the same will be handed over to the Company.

1.12.Promoter and Promoter group has not voted in the above mentioned resolution at Item No. 3 being a related party.

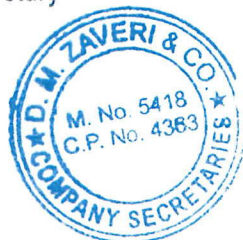
1.13.The above mentioned resolutions are deemed to be passed by requisite majority as on the date of announcement of result.

1.14.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: 7th May, 2016



Accepted by Chairman/ Director of
Cineline India Limited