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CINEMAX

Synopsis pursuant to Scheme of Arrangement for Demerger.

This is to inform you that, the Hon'ble High Court of Judicature at Bombay has sanctioned the Scheme of demerger i.e. Composite Scheme of Arrangement between the Company and Cinemax Exhibition India Limited (CEIL) and their respective Shareholders and Creditors under Sections 391 to 394 read with Sections 78, 100 to 103 of the Companies Act, 1956.

Accordingly, the Hon'ble High Court has interalia sanctioned the following:

1. **Demerger of Exhibition of Films business:**

The Scheme envisages the demerger of Theater Exhibition business of the Company into separate entity viz., Cinemax Exhibition India Limited ongoing concern basis in the manner provided for in the scheme.

2. **Appointment Date:**

Appointment date means the 1st Day of April, 2012.

3. **Issue and Allotment of Shares of Cinemax Exhibition India Limited in the ratio of 1:1.**

Each individual shareholder of Cinemax India Limited (CIL) {including their respective heirs, executors, administrators or other legal representatives or the successors – in – title} whose name shall appear in the Register of Members of CIL as on the Demerger Record Date shall be issued and allotted shares of CEIL in the following manner:

"1 (One) fully paid Equity Share of Rs. 5 (Rupees Five) each of CEIL shall be issued and allotted for every 1 (One) fully paid Equity Share of Rs. 10 (Rupees Ten) each held in CIL."

4. **Reduction in Face Value of shares of CIL.**

The reduction of the issued, subscribed and paid up equity share capital of CIL, effected by reducing the face value of the each equity shares of Cinemax India Limited from Rs. 10/- to Rs. 5/- per share, fully paid up and thereby reducing the aggregate issued , subscribed and paid-up capital of CIL from Rs. 28.00 crores to Rs. 14.00 crores.

5. **Listing of equity shares of Cinemax Exhibition India Limited:**

Equity shares of Cinemax Exhibition India Limited shall be listed on both National Stock Exchange Limited (NSE) and Bombay Stock Exchange Limited (BSE), subject to approval received for the same.

CINEMAX INDIA LTD. MUMBAI



6. Name change of both the Companies:

Subject to approval from Registrar of Companies, Maharashtra, name of both the Companies shall change as follows:

a) Name of Cinemax India Limited shall change to Cinemax Properties Limited; and
b) Name of Cinemax Exhibition India Limited shall change to Cinemax India Limited.

7. Effective date of the Scheme:

Certified True copy of the High Court Order sanctioning the Scheme was filed by us vide form 21 for demerger and reduction of share capital with the Registrar of Companies, Maharashtra on 20th April, 2012 in respect of both the companies and accordingly, 20th April, 2012 is the effective date of the Scheme.

This is for your information and records.

Yours Truly,
For **Cinemax India Limited**

Jatin Shah
Company Secretary