

CINELINE



CINELINE INDIA LIMITED

Corporate Identity Number: L92142MH2002PLC135964

Registered Office Address: 2nd Floor, A & B Wing, Vilco Centre, Subhash Road, Opp. Garware Vile Parle (East). Mumbai City, Maharashtra – 400 057, India

Contact Number: 91-22-67266688

E-mail ID: investor@moviemax.co.in | **Website:** www.moviemax.co.in

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the **Extra-Ordinary General Meeting (“Meeting”)** of the Members of Cineline India Limited (**“Company”**) will be held on **Wednesday, January 8, 2025, at 11.00 A.M. (IST)** through Video Conferencing (**“VC”**)/Other Audio Visual Means (**“OAVM”**) to transact the following business, with or without modifications. The venue of the Meeting shall be deemed to be the registered office address of the Company at 2nd Floor, A & B wing, Vilco Centre, Subhash Road, Opp Garware, Vile Parle (E), Mumbai, Vile Parle (East), Mumbai - 400057, Maharashtra, India.

SPECIAL BUSINESSES:

ITEM NO. 1: Issue of upto 38,46,153 (thirty eight lakhs forty six thousand one hundred fifty three) Warrants each convertible into, or exchangeable for, one equity shares of the company within the period of 18 (eighteen) months in accordance with the applicable law on preferential basis.

To consider and if thought fit, to pass, with or without modification(s), the following resolution, as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 23, Section 42, Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 as amended including rules notified thereunder (**“Act”**) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended (**“Rules”**) and other applicable provisions, if any (including any statutory modifications(s) or re-enactment thereof, for the time being in force), Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**“SEBI ICDR Regulations”**), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (**“SEBI Listing Regulations”**), enabling provisions of the Memorandum and Articles of Association of the Company, applicable rules, notifications and circulars issued by the Reserve Bank of India (**“RBI”**) and such other acts / rules / regulations as maybe applicable and subject to necessary approvals / consents, if any, from the competent statutory and / or regulatory authorities, as maybe applicable or necessary including the Securities and Exchange Board of India (**“SEBI”**), National Stock Exchange of India Limited (**“NSE”**), BSE Limited (**“BSE”**), RBI and subject to such terms and condition(s), alteration(s), correction(s), change(s) and/or modification(s) as may be prescribed by any of the competent statutory and / or regulatory authorities while granting consent(s), permission(s) or approval(s), and which may be agreed to by the board of directors of the Company (hereinafter referred to as the

“Board” which terms shall be deemed to include any committee(s) which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this resolution) and subject to any other alteration(s), modification(s), condition(s), correction(s), change(s) and variation(s) that may be decided by the Board in its absolute discretion, the consent of the members of the Company be and is hereby accorded to offer, issue and allot, from time to time in one or more tranches, upto 38,46,153 (Thirty Eight Lakhs Forty Six Thousand One Hundred Fifty Three) Warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company having face value of ₹5/- (Indian Rupees Five Only) (**“Equity Share”**) each (**“Warrants”**) at a price (including the Warrant subscription price and the Warrant exercise price) of ₹117 (Indian Rupees One Hundred Seventeen Only) each payable in cash (**“Warrant Issue Price”**), aggregating upto ₹44,99,99,901/- (Indian Rupees Forty Four Crore Ninety Nine Lakhs Ninety Nine Thousand and Nine Hundred and One only) (**“Total Warrant Issue Size”**) on a preferential basis to certain members of the promoter group and to a person belonging to non-promoter category of the Company as listed below (**“Warrant Holder(s)”/“Proposed Warrant Allottee(s)”**) subject to the maximum entitlement of each Warrant Holder as specified below and upon receipt of ₹29.25/- (Indian Rupees Twenty-Nine and Twenty-Five Paise only) for each Warrants, which is equivalent to 25% of the Warrant Issue Price as upfront payment (**“Warrant Subscription Price”**) entitling the Warrant Holder(s) to apply for and get allotted one Equity Share against every Warrant held, in one or more tranches within a maximum period of 18 (eighteen) months from the date of allotment of Warrants, on payment of ₹87.75/- (Indian Rupees Eighty-Seven and Seventy-Five Paise only) which is equivalent to 75% of the Warrant Issue Price (**“Warrant Subscription Price”**), for each Warrant proposed to be converted (**“Warrant Issue”**), in such manner and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the terms of this issue, provisions of SEBI ICDR Regulations, or other applicable laws in this respect and on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the Members:

Sr. No.	Name of the proposed Warrants Allottees	Category	No. of Warrants to be allotted (upto)	Investment Amount upto (in ₹)
1.	Ashish Rasesh Kanakia	Promoter Group	5,34,188	6,24,99,996
2.	Niyati Rasesh Kanakia	Promoter Group	5,34,188	6,24,99,996
3.	Vrutant Himanshu Kanakia	Promoter Group	5,34,188	6,24,99,996
4.	Vrusti Benefit Trust	Promoter Group	5,34,188	6,24,99,996
5.	Utpal Sheth	Non-Promoter (Public Category)	17,09,401	19,99,99,917
Total			38,46,153	44,99,99,901

RESOLVED FURTHER THAT in accordance with Regulation 161 of the SEBI ICDR Regulations the ‘Relevant Date’ for the purpose of calculating the floor price for the issue of equity shares be and is hereby fixed as **Monday, December 9, 2024** (**“Relevant Date”**) being the 30 (thirty) days prior to the date on which the Meeting will be held to consider and if deem fit to approve the Warrants Issue and the floor price for the preferential issue on the aforesaid Relevant Date pursuant to Regulation 164(1) of the SEBI ICDR Regulations is ₹116.93/- (Indian Rupees One Hundred Sixteen and Ninety-three Paise Only), which is determined and certified by KSNC & Co. LLP, Chartered Accountants, FRN: W100609, vide its Certificate dated December 10, 2024 issued by CA Kshitij Shah, Partner at KSNC & Co. LLP, Chartered Accountants.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Warrants shall be subject to the following terms and conditions:

1. In accordance with the provisions of Chapter V of SEBI ICDR Regulations, at least 25% (Twenty-Five Per Cent) of the Warrant Issue Price, shall be paid by the Warrant Holders to the Company on or before allotment of the Warrants and the balance consideration i.e., 75% (Seventy-Five Per Cent) of the Warrant Issue Price shall be paid at the time of exercise of option to apply for Equity shares of the Company, against each such Warrants held by the Warrant Holder. Accordingly, the Company shall issue Warrant on receipt of Warrant Subscription Price which is equivalent to 25% of the Warrant Issue Price and balance amount of Warrant Issue Price shall be paid at the time of conversion of Warrant into Equity Shares of the Company;
2. The Warrant Holders subject to applicable Law including SEBI ICDR Regulations shall be entitled to exercise his option to convert any or all of the Warrants into Equity Shares of the Company in one or more tranches after giving a written notice to the Company, specifying the number of Warrants proposed to be exercised along with the aggregate Warrant Exercise Price payable thereon, without any further approval from the shareholders of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of equity shares of the Company to the Warrant Holders;
3. The respective Warrant Holders shall make payment of Warrant Subscription Price and Warrant Exercise Price from their own bank account into the designated bank account of the Company;
4. In terms of Regulation 166 of the SEBI ICDR Regulations, the price of Warrants determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments, if applicable. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the Warrants shall continue to be locked- in till the time such amount is paid by the Warrant Holder;
5. Upon exercise of the option by the Warrant Holder(s), the Company shall issue and allot appropriate number of fully paid-up Equity Shares and perform all such actions as are required including to credit the same into the designated securities demat account of the Warrant Holder;
6. The tenure of Warrants shall not exceed 18 (eighteen) months from the date of allotment. If the entitlement against the Warrants to apply for the Equity Shares of the Company is not exercised by the Warrant Holders within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant Holders to apply for Equity Shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant Holders on such Warrants shall stand forfeited;
7. The Company shall receive necessary approval in accordance with applicable law including SEBI ICDR Regulations, SEBI Listing Regulations, from the regulators including NSE, BSE, RBI and/or Registrar of Companies in relation to issuance of Warrants and Equity Shares upon conversion of Warrants;
8. The Warrants and Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of

Association of the Company and shall rank pari passu with the then existing Equity Shares of the Company, including entitlement to voting powers and dividend;

9. The Warrants by itself, until exercised and converted into Equity Shares, shall not give to the Warrant Holders thereof any rights with respect to that of an equity shareholder of the Company;
10. The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under Regulation 167(1) of the SEBI ICDR Regulations read with proviso thereto;
11. The allotment of Warrants shall be completed within a period of 15 (Fifteen) days from the passing of this resolution, provided that, where the allotment pursuant to this resolution is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals;
12. The entire pre-preferential allotment shareholding, if any, of the Warrant Holders in the Company shall also be subject to lock-in as per the provisions of Regulation 167(6) of the SEBI ICDR Regulations.
13. The monies received by the Company from the Warrant Holder(s) for application of the Warrants pursuant to this preferential issue shall be kept by the Company in a separate bank account.

RESOLVED FURTHER THAT the Board be and is hereby authorized to, do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, without being required to seek any further consent or approval of the Members, including without limitation to issue and allot Warrants and Equity Shares upon exercise/conversion of the Warrants, to issue certificates/clarifications on the issue and allotment of Warrants and thereafter allotment of Equity Shares further to exercise of the Warrants, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the Warrants including deciding the size and timing of any tranche of the Warrants), entering into contracts, arrangements, agreements, memorandum, documents to give effect to the aforesaid resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of Warrants and listing and trading of Equity Shares issued on exercise of Warrants), including making applications to NSE and BSE for obtaining of in-principle approval and final listing and trading approval, filing of requisite documents with the Registrar of Companies, Mumbai ("**ROC**"), National Securities Depository Limited ("**NSDL**"), Central Depository Services (India) Limited ("**CDSL**"), RBI and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise / conversion of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Equity Shares to the respective dematerialized securities account of the Warrant Holders, and to delegate all or any of the powers conferred on it by this resolution to any director(s) and officer(s) including Key Managerial Personnel of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, without limitation in connection with the issue and utilization of proceeds thereof, and take all steps and decisions in this regard, without being required to seek any further consent or approval of the members of the

Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and are hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s) or any Officer(s) of the Company to give effect to the above resolutions including execution and filing of necessary application with regulators including NSE, BSE, RBI, Registrar of Companies, NSDL, and/or CDSL and/or to represent the Company before any governmental authorities and to appoint Consultants, Professional Advisors and Legal Advisors to give effect to the aforesaid resolution.”

ITEM NO. 2: Sale of the Hotel - Hyatt Centric, Goa, owned by R&H Spaces Private Limited, a significant wholly owned subsidiary of the Company.

To consider and if thought fit, to pass, with or without modification(s), the following resolution, as a **Special Resolution**:

“**RESOLVED THAT** pursuant to provisions of Section 180(1)(a) of the of the Companies Act, 2013 read with relevant rules made thereunder, and any other applicable provisions, if any, including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force (“**Act**”) and in accordance with the relevant provisions of the Memorandum of Association and the Articles of Association of the Company and in terms of approval of members of the Company obtained on 19th June 2024 and subject to the consents, permissions, sanctions, approvals as and where required from financial institutions, bankers, Governmental, Regulatory and any other Authority and subject to such conditions as may be imposed by them or any of them and accepted by the Board of Directors of the Company (“**Board**”), the consent of the members of the company be and is hereby accorded to sale of the Hotel - Hyatt Centric, Goa and the land appurtenant thereto along with all related assets owned by R&H Spaces Private Limited, a significant wholly owned subsidiary of the Company (“**Undertaking**”) as the Board may deem fit in the interest of the Company, to such prospective buyer(s) as may be identified by the Board (not being any related party) for a total consideration not less than ₹270 crore (Indian Rupees Two Hundred and Seventy Crores Only) with whom the Board may finalise the agreement and on such terms and conditions as may be deemed fit by the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to identify prospective buyers (not being related party of the Company) and to negotiate and enter into definitive contract including Sale Deed and/or Conveyance Deed with such buyer in relation to sale and transfer of Undertaking on such form and manner as the Board may deem fit in its sole discretion and any of the director of the Board be and is hereby severally authorized to finalize and execute the required transactional documents including but not limited to Agreement(s) for sale, indemnities, guarantees, declarations, undertakings, forms, letters and such other documents with such modification/s as may be required from time to time and to do and perform or cause to be done all such acts, deeds, matters and things, as may be required or deemed necessary and/or expedient in their discretion, to settle any questions, difficulties, doubts that may arise in this regard, as they may in their absolute discretion deem fit and finalize all issues as may be deemed necessary or expedient in their own discretion and in the best interest of the Company to give effect to the resolution for completion of the transaction, without being required to seek any further consent or approval of the Shareholders and to delegate all or any of the powers or authorities herein conferred

to any Director/s or other Officer/s of the Company, or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary.

RESOLVED FURTHER THAT the Board be and is hereby authorized to, do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, without being required to seek any further consent or approval of the Members, including without limitation execute agreement(s), document(s), deed(s) and/or any other document(s)/writing(s) that may be required, on behalf of the Company in relation to the transfer and vesting of the Undertaking and to make applications to regulatory and government authorities for the purpose of obtaining all approvals and sanctions as may be required and to do all other acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution including to represent the Company before any governmental authorities and to appoint Consultants, Valuer, Professional Advisors and Legal Advisors to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT the Board be and are hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s) or any Officer(s) of the Company to give effect to the above resolutions.”

By Order of the Board of Directors
For **Cineline India Limited**

Sd/-

Rasesh Kanakia
Chairman and Executive Director
DIN: 00015857

Place: Mumbai

Date: 10 December 2024

CINELINE INDIA LIMITED

Corporate Identity Number: L92142MH2002PLC135964

Registered Office Address:

2nd Floor, A & B wing, Vilco Centre,
Subhash Road, Opp Garware, Vile Parle (E),
Mumbai- 400057

Contact:

E-mail ID: investor@cineline.co.in

Website: www.cineline.co.in

Extra Ordinary General Meeting through Video Conferencing facility or Other Audio-Visual Means:

Notes:

1. The Ministry of Corporate Affairs (“**MCA**”) has issued dated September 25, 2023 and September 19, 2024 (collectively referred to as **MCA Circulars**) and Securities and Exchange Board of India (“**SEBI**”) vide Circular dated October 7, 2023 and October 3, 2024 (“**SEBI Circular**”) permitted the holding of the Meeting viz. extra-ordinary general meeting through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), MCA Circulars and SEBI Circular, the Meeting of the Company is being convened and conducted through VC/OAVM. Members participating through the VC/OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act. The deemed venue for the Meeting will be place from where the Chairman of the Board conducts the meeting. Since the Meeting will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
2. **Proxies, Attendance Slip & route map of the Meeting venue:** Pursuant to MCA Circulars and SEBI Circular, since the Meeting will be held through VC/OAVM, the physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Meeting and hence the Proxy Form, Attendance Slip and route map of the Meeting venue are not annexed to this notice.
3. **Authorised Representative:** Institutional/corporate shareholders (i.e., other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its board or governing body resolution/authorization etc., authorizing its representative to attend the Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said resolution/authorization shall be sent to investor@cineline.co.in not less than 48 (forty eight) hours before the commencement of the Meeting i.e., by 11 A.M. (IST) on Monday, January 6, 2025.
4. **Explanatory Statement:** The Explanatory Statement pursuant to Section 102 of the Act, setting out the material facts concerning each item of special business to be transacted at the Meeting forms part of this notice.
5. **Cut-off date for electronically dispatch of this notice:** Members of the Company, holding Equity Shares either in dematerialised form or physical form, as on **Friday, December 6, 2024** (“**Cut-off Date**”) shall be entitled for receiving of the notice of the Meeting on their registered email id. Any person, who acquires Equity Shares of the Company and become Member of the Company after sending of the notice and holding Equity Shares as on Cut-off Date may obtain login ID and password by writing to Registrar & Share Transfer Agent of the Company, Link Intime India Private Limited at e-mail id rnt.helpdesk@linkintime.co.in.
6. **Communication:** Notice of the Meeting are being sent electronically to the Members whose E-mail IDs are registered with the Depository Participant(s) and / or Company's Registrar and Share Transfer Agents. Any member, who has not registered his Email id, may register his / her Email ID with Registrar and Share Transfer Agents and may also request for a copy of this

notice. The notice of Meeting is available at the website of the Company at www.cineline.co.in and website of the Stock Exchanges i.e., National Stock Exchange Limited of India at www.nseindia.com and BSE Limited at www.bseindia.com.

7. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. Link Intime India Private Limited is our Registrar and Transfer Agent of the Company. All the investor related communication and grievances may be addressed to them at their following address:

Link Intime India Private Limited (Cineline Division)

Address:

C-101, 247 Park, L.B.S. Marg,
Vikhroli (West), Mumbai – 400083,
Maharashtra, India.

Tel No: 022-2596 0320 / Fax No: 022-2596 0329

Email ID: rnt.helpdesk@linkintime.co.in

Website: www.linkintime.co.in

9. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (“DP”). Changes intimated to the DP will then be automatically reflected in the Company’s records which will help the Company and the Company’s Registrars and Transfer Agents viz. Link Intime India Private Limited (“LIPL”) to provide efficient and better services.
10. Members holding shares in physical form are requested to intimate such changes to LIPL. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or LIPL for assistance in this regard.
11. SEBI vide its circular dated January 25, 2022 has mandated that in case of transmission or transposition of securities, the transfer of securities and request for issue of duplicate shares shall be processed only in dematerialized form. In compliance with the aforesaid notifications, the members are advised to dematerialize their shares immediately.
12. Non-Resident Indian Members are requested to inform the LIPL immediately about the change in residential status on their return to India, if any.
13. **Nomination Facility:** Members holding shares in the physical form and desirous of making / changing Nomination in respect of their shareholdings in the Company, as permitted under Section 72 of the Act and rules made thereunder, are requested to submit the prescribed Form No. SH-13, as applicable for this purpose to the Company’s Registrar and Share Transfer Agents who will provide the form on request. In respect of shares held in electronic / demat form, the Members may please contact their respective depository participant.

14. The voting rights of members shall be in proportion to their Equity Shares of the paid-up equity share capital of the Company as on the Cut-off Date i.e Tuesday, December 31, 2024.
15. Any person who is not a Member as on the Cut-off Date should treat this Notice for information purposes only.
16. All the relevant documents referred to in this Meeting and its notice and other documents including Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 and Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act, shall be available electronically for inspection by the Members at the Meeting. Members seeking to inspect such documents or have any other queries, may write to us at investor@cineline.co.in or + 91-22-35023666.
17. If you have any queries or issues regarding attending Meeting or e-voting then you may write an email to instameet@linkintime.co.in or call on +91 (022) 4918 6175.
18. All grievances connected with the facility for voting by electronic means may be addressed to instameet@linkintime.co.in or call on +91 (022) 4918 6175.

INFORMATION AND OTHER INSTRUCTIONS RELATING TO E-VOTING ARE AS UNDER:

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

Individual Shareholders holding securities in demat mode with NSDL:

METHOD 1 - If registered with NSDL IDeAS facility

Users who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter user id and password. Post successful authentication, click on "Access to e-voting".
- c) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

User who have not registered for NSDL IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of NSDL:

- a) Visit URL: <https://www.evoting.nsdl.com/>
- b) Click on the "Login" tab available under 'Shareholder/Member' section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL:

METHOD 1 – If registered with CDSL Easi/Easiest facility

Users who have registered for CDSL Easi/Easiest facility.

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/home/login> or www.cdslindia.com.
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

Users who have not registered for CDSL Easi/Easiest facility.

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of CDSL.

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant:

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, members shall navigate through “e-voting” tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -
A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

Shareholders holding shares in **NSDL form, shall provide ‘D’ above*

► Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

► Click “confirm” (Your password is now generated).

3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
4. Enter your User ID, Password, and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.
- 5.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘**Favour / Against**’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).

4. After selecting the desired option i.e. Favour / Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on '**No**' and accordingly modify your vote.

Guidelines for Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund"):

STEP 1 – Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under "Corporate Body/ Custodian/Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sr.No. 2 above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on "Investor Mapping" tab under the Menu Section
- c) Map the Investor with the following details:
 - a. 'Investor ID' -
 - i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
 - ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
 - b. 'Investor's Name' - Enter full name of the entity.
 - c. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.
 - d. 'Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the "Report Section".

STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on 'Votes Entry' tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter '16-digit Demat Account No.' for which you want to cast vote.

- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select '**View**' icon for '**Company's Name / Event number**'. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Individual shareholders holding securities in physical form has forgotten the password:

If an Individual shareholder holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund") has forgotten the password:

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on '**Login**' under '**Corporate Body/ Custodian/Mutual Fund**' tab and further Click '**forgot password?**'
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

GENERAL INSTRUCTIONS

1. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of Tuesday, 31st December, 2024
2. The e-voting period commences on Saturday, 4th January 2025 (9.00 a.m. IST) and ends on Tuesday, 7th January 2025 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Tuesday, 31st December, 2024 i.e. cut-off date for the purpose of voting, may cast their vote electronically.
3. The facility for e-voting shall also be available at the EGM. Members who have already cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote at the EGM. Only those Members who attend the EGM and have not cast their votes through remote e-voting and are otherwise not barred from doing so will be allowed to vote through the e-voting facility available at the EGM.
4. Any person, who acquires shares of the Company and becomes its Member after the sending of Notice of the EGM and holds shares as on the cut-off date for voting i.e. Tuesday, 31st December, 2024, may obtain the login ID and password by sending a request to enotices@linkintime.co.in. However, if he/she is already registered with LIPL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
5. Mr. Dharmesh Zaveri, proprietor of M/s. D. M. Zaveri & Co., Company Secretaries (FCS No. 5418 CP. No. 4363) has been appointed as the Scrutinizer to scrutinize the remote e-voting and ensure that the voting process at the EGM is conducted in a fair and transparent manner.
6. The Scrutinizer shall after the conclusion of voting at the EGM, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than forty eight hours of the conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour/against, if any, to the Chairperson or a person authorized in writing, who shall countersign the same and declare the result of the voting forthwith.
7. The Results declared along with the Report of the Scrutinizer shall be placed on the website of the Company www.moviemax.co.in and on the LIPL website <https://instavote.linkintime.co.in> and shall also be forwarded to BSE Limited (BSE) and National Stock Exchange of India Ltd (NSE).

Process and manner for attending the Extra Ordinary General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & Click on "Login".

► Select the "Company" and 'Event Date' and register with your following details: -

A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No

• Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**

• Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**

• Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/Company.

► Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Instructions for Shareholders/ Members to Speak during the Extra Ordinary General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request with the company.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the Extra Ordinary General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Extra Ordinary General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Extra Ordinary General Meeting will be eligible to attend/ participate in the Extra Ordinary General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND CHAPTER V OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018

Item No. 1: Issue of upto 38,46,153 (thirty eight lakhs forty six thousand one hundred fifty three) Warrants each convertible into, or exchangeable for, one equity shares of the company within the period of 18 (eighteen) months in accordance with the applicable law on preferential basis

It is proposed to issue and allot upto 38,46,153 (Thirty Eight Lakhs Forty Six Thousand One Hundred Fifty Three) Warrants each convertible into, or exchangeable for, one equity share within the period of 18(eighteen) months in accordance with the applicable law at a price of ₹117/- (Indian Rupees One Hundred Seventeen Only) each (including the Warrant Subscription price and the Warrant Exercise Price) aggregating upto ₹44,99,99,901/- (Indian Rupees Forty Four Crore Ninety Nine Lakhs Ninety Nine Thousand and Nine Hundred and One only) to certain Members of the Promoter Group and to a person belonging to non-promoter category of the Company on preferential basis since raising funds through preferential issue is considered to be cost & time effective way for raising additional capital.

The issue and allotment of Warrants Issue including resultant equity shares arising out of exercise of option attached to Warrants to the Proposed Warrants Allottees has been approved by the Board of the Company in its meeting held on Tuesday, December 10, 2024, subject to the approval of members of the Company and other necessary approval(s).

Necessary information or details in respect of the proposed Preferential Issue of Warrants in terms of Section 42 and 62(1)(c) of the Companies Act, 2013 read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations") are as under:

1. Particulars of the offer including date of passing of Board resolution, kind of Securities offered, maximum number of securities to be issued and the issue price:

The Board of Directors of the Company at their Meeting held on Tuesday, December 10, 2024, had, subject to the approval of the Members of the Company ("Members") and such other approvals as may be required, approved the issue of convertible Warrants on a preferential basis, for cash consideration, in the following manner:

Sr. No.	Name of the proposed Warrants Allottees	Category	No. of Warrants to be allotted (upto)	Investment Amount upto (in ₹)
1.	Ashish Rasesh Kanakia	Promoter Group	5,34,188	6,24,99,996
2.	Niyati Rasesh Kanakia	Promoter Group	5,34,188	6,24,99,996
3.	Vrutant Himanshu Kanakia	Promoter Group	5,34,188	6,24,99,996
4.	Vrusti Benefit Trust	Promoter Group	5,34,188	6,24,99,996
5.	Utpal Sheth	Non-Promoter (Public Category)	17,09,401	19,99,99,917
Total			38,46,153	44,99,99,901

2. Objects of the Warrant Issue:

The proceeds of the Warrant Issue shall be utilized to meet the funding requirements for the growth in the business of the Company, general corporate purposes and the working capital requirements.

Description	Amount in ₹
Issue proceeds shall be utilized to meet the funding requirements for the growth in the business of the Company, general corporate purposes and the working capital requirements	44,99,99,901

3. Maximum number of Warrants to be issued:

Issuance of up to 38,46,153 (Thirty Eight Lakhs Forty Six Thousand One Hundred Fifty Three) Warrants at a price of ₹117/- (Indian Rupees One Hundred Seventeen Only) each (including the Warrant Subscription Price and the Warrant Exercise Price) aggregating upto ₹44,99,99,901/- (Indian Rupees Forty Four Crore Ninety Nine Lakhs Ninety Nine Thousand and Nine Hundred and One only).

4. Intent of the Promoters, Director(s) or Key Managerial Personnel or Senior Management of the Company to subscribe to the offer:

Certain members of the promoter group of the Company intent to participate in the Warrants Issue, the details of which are disclosed in below table:

Sr. No.	Name of the proposed Warrants Allottees	Category	No. of Warrants to be allotted (upto)	Investment Amount upto (in ₹)
1.	Ashish Rasesh Kanakia	Promoter Group	5,34,188	6,24,99,996
2.	Niyati Rasesh Kanakia	Promoter Group	5,34,188	6,24,99,996
3.	Vrutant Himanshu Kanakia	Promoter Group	5,34,188	6,24,99,996
4.	Vrusti Benefit Trust	Promoter Group	5,34,188	6,24,99,996
Total			21,36,752	24,99,99,984

5. Shareholding pattern of the issuer before and after the Preferential Issue:

The shareholding pattern of the Company giving the position as on the latest available BENPOS dated **Friday, December 6, 2025**, prior to the approval of Board of Directors of the Company and issuance of notice to the Members of the Company and after assuming conversion of all Warrants into Equity Shares is mentioned hereinbelow:

Sr. No.	Category of Shareholders	Pre-issue		Post-issue #	
		No. of Equity Shares	% of Share holding	No. of Equity Shares	% of Share holding
(A).	Promoter & Promoter Group				
1.	Indian				
a.	Individuals / HUF	1,05,31,835	30.7351	1,21,34,399	31.8383

Sr. No.	Category of Shareholders	Pre-issue		Post-issue #	
		No. of Equity Shares	% of Share holding	No. of Equity Shares	% of Share holding
b.	Any Others (Specify)				
	Promoters Trusts	1,33,17,333	38.8641	1,38,51,521	36.3437
	Bodies Corporate	280	0.0008	280	0.0008
2.	Foreign				
	Total Promoter & Promoter Group (A)	2,38,49,448	69.6000	2,59,86,200	68.1828
B.	Public Shareholders				
1.	Institutions				
	Foreign Portfolio Investors	4,64,839	1.3565	4,64,839	1.2196
	NBFCs registered with RBI	11,967	0.0349	11,967	0.0314
2.	Non-Institutions				
	Individuals	72,76,950	21.2364	8986351	23.5784
	Body Corporates	21,59,595	6.3024	21,59,595	5.6664
	Any Other (including HUF, NRI, LLP, Clearing Member)	5,03,635	1.4698	5,03,635	1.3214
	Total Public Shareholding (B)	1,04,16,986	30.4000	1,21,26,387	31.8172
	Total (A+B)	3,42,66,434	100.00	3,81,12,587	100.00

Assuming all the Warrants will be converted into Equity Shares of the Company.

6. Time frame within which the Warrant Issue shall be completed:

Pursuant to Regulation 170 of SEBI ICDR Regulations, preferential allotment of the Warrants Issue and required to be completed within a period of 15 (fifteen) days from the date of passing of the special resolution of the members of the Company or within the statutory time limits prescribed by the regulatory authorities subject to all the necessary approvals being in place. If any approval or permissions by any regulatory or statutory authority(ies) for allotment is pending, the period of 15 (fifteen) days shall commence from the date of such approval or permission being obtained.

7. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue:

Name of the proposed allottee	Identity of Natural Persons who are the Ultimate Beneficial Owners	Pre-issue equity share holding		Number of Warrants proposed to be issued	#Post-issue equity holding after exercise / conversion of Warrants	
		Number of Equity Shares	%		Number of Equity Shares	%
Ashish Rasesh Kanakia	Not Applicable	10,42,133	3.04	5,34,188	15,76,321	4.14
Niyati Rasesh Kanakia		10,42,133	3.04	5,34,188	15,76,321	4.14
Vrutant Himanshu Kanakia		10,42,133	3.04	5,34,188	15,76,321	4.14
Vrusti Benefit Trust	Name of present Trustees: a. Himanshu Babubhai Kanakia; b. Hiral Himanshu Kanakia; and c. Vrusti Himanshu Kanakia Name of present beneficiary: a. Hiral Himanshu Kanakia; and b. Vrusti Himanshu Kanakia Name of Settlor: Devyani Ishwarbhai Gandhi Name of Protector: None	10,42,133	3.04	5,34,188	15,76,321	4.14
Utpal Sheth	Not applicable	Nil	Nil	17,09,401	17,09,401	4.49

Assuming all the Warrants will be converted into Equity Shares of the Company.

8. Relevant Date and Warrant Issue Price:

In terms of Regulation 161 read with proviso thereto of the SEBI ICDR Regulations, the "Relevant Date" for the purpose of calculating the floor price for the Warrants Issue including Equity Shares to be allotted pursuant to the exercise of conversion of the Warrants Issue is determined to be **Monday, December 9, 2024 ("Relevant Date")**. Accordingly, the floor price for the Preferential Issue on the aforesaid Relevant Date pursuant to Regulation 164(1) of the SEBI ICDR Regulation has been working out to be **₹116.93/- (Indian Rupees One Hundred Sixteen and Ninety-three Paise Only)** which is determined and certified by KSNC & Co. LLP, Chartered Accountants, FRN: W100609, vide its Certificate dated December 10, 2024 issued by CA Kshitij Shah, Partner at KSNC & Co. LLP, Chartered Accountants.

9. Basis or Justification of Warrant Issue:

9.1. While the Equity Shares of the Company are listed on NSE as well as on BSE, however, the Equity Shares were frequently traded on, and the trading volume of Equity Shares

of the Company was higher on NSE during the preceding 90 trading days prior to the Relevant Date. Therefore, trading volume of the Equity Shares on the NSE has been considered to determine the issue price of Warrant Issue.

- 9.2. In terms of the provisions Regulation 164 of SEBI ICDR Regulations the price at which Warrants shall be allotted shall not be less than higher of the following:

Sr. No.	Particulars	Amount (In ₹)
A.	90 trading days volume weighted average price of Equity Shares quoted on the NSE preceding the Relevant Date determined in adherence to proviso of Regulation 164(1)(a) of SEBI ICDR Regulations	116.93
B.	10 trading days volume weighted average price of Equity Shares quoted on the NSE preceding the Relevant Date determined in adherence to proviso of Regulation 164(1)(a) of SEBI ICDR Regulations	112.78
C.	Method of determination floor price in terms of Articles of Association of the Company determined in adherence to proviso of Regulation 164(1) of SEBI ICDR Regulations	Not Applicable
D.	Value determined in terms of Regulation 166A of Regulation 164(1) of SEBI ICDR Regulations	114.23
Floor Price = whichever is higher from A. / B. / C. or D.		116.93

- 9.3. Pursuant to above, the minimum issue price determined in accordance with Regulations 164 read with Regulation 161 of the SEBI ICDR Regulations is ₹116.93/- (Indian Rupees One Hundred Sixteen and Ninety-three Paise Only). In view of the above, the Board of the Company has fixed the Warrant Issue (i.e., the price including the Warrant Subscription Price and the Warrant Exercise Price) at ₹117 (Indian Rupees One Hundred Seventeen Only) which is above the minimum price as determined in compliance with the requirements of the SEBI ICDR Regulations.
- 9.4. The Company confirm that in terms of Regulation 166A of the SEBI ICDR Regulations, the proposed preferential issue will not result in a change in control of the Company.
- 9.5. The Company confirm that total allotment to the allottee or allottees acting in concert in the present preferential issue or in the same financial year i.e. 2024-25 is less than 5% of the post issue fully diluted share capital of the issuer.
- 9.6. The Company confirm that the Articles of Association of the Company doesn't contain any article which provides for determination of price in case of preferential issue.

10. Name and address of valuer who performed valuation

In terms of SEBI (ICDR) Regulations, the Company has obtained a valuation report from Mrs. Dipti Zaveri, a registered valuer (IBBI Reg. No. IBBI/RV/03/2020/13005) having his office at 145, 1st Floor, Kesar Residency, Charkop Sector 3, Kandivali (West), Mumbai-400067 and

the price determined by such independent registered valuer is ₹114.23/- (Rupees One Hundred Fourteen and Twenty-three Paise only) per Equity Share.

The valuation report obtained from an independent registered valuer, Mrs. Dipti Zaveri, in terms of Regulation 166A of the SEBI (ICDR) Regulations shall be available for inspection to the Members at the Meeting and is made available on the website of the Company [https://moviemax.co.in/uploads/investor/EGM/Valuation%20Report%20as%20per%20Regulation%20166A%20of%20SEBI%20\(ICDR\)%20Regulations,%202018.pdf](https://moviemax.co.in/uploads/investor/EGM/Valuation%20Report%20as%20per%20Regulation%20166A%20of%20SEBI%20(ICDR)%20Regulations,%202018.pdf)

11. Undertaking as to re-computation of price and lock-in of specified securities:

If applicable, the Company shall re-compute the price of the Warrants and/or the number of Equity Shares to be allotted on exercise of the Warrants in terms of the provision of Regulation 166 of the SEBI ICDR Regulations or any other applicable laws, where it is required to do so. The Company further undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the Warrants shall continue to be locked-in till the time such amount is paid by the Proposed Allottee.

12. Change in control if any in the Company that would occur consequent to the Warrant Issue:

There shall be no change in the management or control of the Company pursuant to the proposed issue and allotment of Warrants including their conversion thereof into Equity Shares.

13. The current and proposed status of the Proposed Allottee(s) post the Warrants Issue:

The current and post Warrants Issue status of the proposed allottees belong to Promoter Group will remain as promoter group and remaining proposed allottee will be non-promoter (public category) in terms of SEBI ICDR Regulations.

14. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

The Company has not made any allotment on preferential basis during the year.

15. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Warrants are issued for cash consideration including at the time of conversion of Warrants into Equity shares, thus this disclosure is not applicable.

16. Lock-in period:

16.1. The Warrants and Equity Shares issued pursuant to the exercise of the Warrants proposed to be issued shall be locked-in as prescribed under the SEBI ICDR Regulations from time to time.

16.2. The pre-preferential allotment shareholding, if any, of the Proposed Allottees, in the Company shall also be subject to lock-in as per the provisions of the SEBI ICDR Regulations.

17. Listing:

The Company will make an application to NSE and BSE at which the existing Equity Shares are presently listed, for listing Equity Shares that will be issued on conversion of Warrants. Such Equity Shares, once allotted, shall rank pari passu with the then existing Equity Shares of the Company, including voting rights and dividend.

18. Practising Company Secretary Certificate:

A copy of the certificate issued by from the Practicing Company Secretary, Mr. Dharmesh Zaveri of D. M. Zaveri & Co, having his office at Kandivali (West), Mumbai, certifying that the proposed Warrants Issue is being made in accordance with the requirements contained in Chapter V of the SEBI ICDR Regulations, will be available electronically for inspection by the members during the Meeting to be held on Wednesday, January 8, 2025 and is also made available on the website of the Company i.e. [https://moviemax.co.in/uploads/investor/EGM/Certificate%20from%20PCS%20on%20compliance%20with%20Regulation%20163\(2\)%20of%20SEBI%20\(ICDR\)%20Regulations.%202018.pdf](https://moviemax.co.in/uploads/investor/EGM/Certificate%20from%20PCS%20on%20compliance%20with%20Regulation%20163(2)%20of%20SEBI%20(ICDR)%20Regulations.%202018.pdf)

19. Material terms of proposed Warrants Issue:

The material terms of the proposed preferential issue of the Warrants are stipulated in the special resolution as set out at Item No. 1 of this Notice.

20. Other Disclosures/Undertaking:

- 20.1. The Proposed Allottees has not sold any Equity Shares during the 90 trading days (viz. from Tuesday, July 30, 2024, to Monday, December 9, 2024) preceding the Relevant Date.
- 20.2. It is hereby confirmed that neither the Company nor its Directors and any of its Promoters is a wilful defaulter or a fraudulent borrower.
- 20.3. It is hereby confirmed that none of the Proposed Allottees have pre-preferential shareholding if any in the Company pledge with the banks/ financial institutions, and hence, the undertaking from the Company and allottee(s) as per format in respect of pledge of their pre-preferential holding is not required to be obtained.
- 20.4. It is hereby confirmed that none of its promoters or directors of the Company is a fugitive economic offender.
- 20.5. It is hereby confirmed that entire pre-preferential shareholding of proposed allottees are held in dematerialized form.
- 20.6. It is hereby confirmed that preferential issue of warrants convertible into equity shares of the Company are to be made fully paid up at the time of allotment and to be held in dematerialized form.

- 20.7. It is hereby confirmed that have none of the Promoter/ Promoter Group have failed to exercise any warrants issued by the Company in the last one year preceding the relevant date.
- 20.8. It is hereby confirmed that the Company has adhered to conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchanges.
- 20.9. It is hereby confirmed that the Company has obtained Permanent Account Number ('PAN') of the proposed allottees and the beneficial owners to proposed allottee.
- 20.10. It is hereby confirmed that none of the proposed allottees and the beneficial owners to proposed allottees have not been directly or indirectly, debarred from accessing the capital market or have been restrained by any regulatory authority from, directly or indirectly, acquiring the said securities.
- 20.11. It is hereby confirmed that the Company does not have any outstanding dues to SEBI, stock exchanges or depositories.
- 20.12. The present preferential issue is less than 100 Crores and hence the Company is not required to appoint any credit rating agency as monitoring agency in terms of Regulation 162A of SEBI (ICDR) Regulations, 2018.
- 20.13. Relevant documents referred to in the accompanying notice and the explanatory statement will also be available for electronic inspection without any fee by the members from the date of circulation of this notice up to the date of meeting. Members seeking to inspect such documents can send an email to investor@cineline.co.in.
- 20.14. None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise or to the extent of their shareholding in the said resolution, except Mr. Rasesh Kanakia, Chairman, Mr. Himanshu Kanakia, Managing Director and Mrs. Hiral Kanakia, Whole Time Director and Mrs. Rupal Rasesh Kanakia, Mr. Ashish Rasesh Kanakia, Ms. Niyati Rasesh Kanakia, Mr. Vrutant Himanshu Kanakia and Ms. Vrushti Himanshu Kanakia being their relatives are deemed to be interested in the resolution to the extent of proposed allotment of Warrants to certain members of the promoter group of the Company and to the extent of their shareholding, if any, in the Company.
- 20.15. In terms of the provisions of Section 42, Section 62(1)(c) of the Act read with Rules and other applicable provisions, if any, Regulation 160 and any other applicable regulations of the SEBI ICDR Regulations the Warrant Issue requires prior approval of the members / shareholders of the Company by way of a special resolution.
- 20.16. The Board believes that the proposed Warrant Issue are in the best interest of the Company and its members/shareholders and therefore recommends the special resolution as set out herein in the accompanying notice for your approval.
- 20.17. Pursuant to Regulation 23(4) of the SEBI Listing Regulations all related parties shall not vote on all resolutions for approval of material related party transactions, irrespective of the fact whether the entity is a related party to a particular transaction or not. However, Section 188 of the Act, read with relevant rules and other applicable provisions does not list down the proposed preferential issue as a related party transaction and thereby permits the related party to vote on the transaction which are not covered under section 188(1) of the Act. This notice is given accordingly in terms of the said SEBI Listing Regulations and the said provisions of the Act for consideration of the resolution and the related parties votes shall be ignored for compliance with Regulation 23(4) of the SEBI Listing Regulations but shall be taken into consideration for compliance with the provisions of the Act.

The Board of Directors believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out in the Item No. 1 in the accompanying notice for approval by the Members.

Accordingly, the approval of the Members of the Company is hereby sought by way of special resolution for authorizing the Board of Directors of the Company to create, offer, issue and allot convertible Warrants and Equity shares as specifically described in the resolutions set out at Item No. 1 of this Notice.

Item No. 2: Sale of Undertaking

The Board of Directors of the Company in its meeting held on 22nd May, 2024 considered and approved the sale or disposal of 100% shareholding of the Company in R&H Spaces Private Limited, a material wholly owned subsidiary of the Company which owns Hotel - Hyatt Centric, Goa to the potential buyer, at an enterprise value not less than ₹270 Crores, subject to requisite applicable approvals including shareholder approval. Consequently, approval from the shareholders was obtained on 19th June, 2024 to conclude the sale transaction on or before 30th September, 2024, subject to the fulfilment of any applicable conditions precedents, if any. Later on 30th September, 2024 the Board extended the timeline for identifying a buyer and finalizing the transaction to 31st March 2025, subject to the fulfilment of any applicable conditions precedents, if any.

The Board of Directors of the Company at its meeting held on 10th December 2024 has inter alia considered and approved sale of the Hotel - Hyatt Centric, Goa, owned by R&H Spaces Private Limited, a significant wholly owned subsidiary of the Company by way of sale of building being Hotel-Hyatt Centric, Goa and the land appurtenant thereto along with all related assets by R&H Spaces Private Limited with an option, as previously approved, to sale the Investments in 100% equity shares of R&H Spaces Private Limited on such terms and conditions as may be agreed between the Company and the potential buyers (other than promoter/promoter group/group companies), for an aggregate consideration of not less than ₹270 crore (Indian Rupees Two Hundred and Seventy Crores Only), subject to obtaining all requisite approvals, including shareholder consent. The Board aims to identify a buyer and finalize the sale process by 31st March 2025, subject to the fulfilment of any applicable condition precedent.

Since, the aforesaid authorization may inter alia involve divestment by way of sale, disposal, either in whole, by Company in its wholly owned subsidiary ("Subsidiary") of its entire interests/stake in R&H Spaces Private Limited, a material wholly owned subsidiary to any prospective buyer to be identified by the Board, on mutually agreeable terms and conditions as may be agreed by the Boards of Directors of the Subsidiary, which post such divestment may result in the Company ceasing to exercise its control over subsidiary.

In terms of Regulation 24(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") the Company shall not dispose of shares in its material subsidiary resulting in reduction of its shareholding (either on its own or together with other subsidiaries) to less than 50 per cent or cease the exercise of control over the subsidiary without passing a special resolution in its general meeting.

Further, Regulation 24(6) of the SEBI Listing Regulations, provides that no company shall sell, dispose of assets amounting to more than 20 per cent of the assets of the material subsidiary on an aggregate basis during a financial year without passing a special resolution in its general meeting.

Section 180(1)(a) of the Companies Act, 2013 provides that the Board of Directors of a Company shall only with the consent of the members by way of Special Resolution in a General Meeting, sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company. The hypothecation/mortgage/ creation of charge by the Company of its properties as and when undertaken, may be considered to be the disposal of all or any part of the Company's undertakings, for the borrowings and would attract the provisions of the said Section 180(1)(a) of the Companies Act, 2013.

In view of the above provision the Board of Directors believe that the proposed sale is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out in the Item Nos. 2 in the accompanying notice for approval by the Members. Accordingly, the approval of the Members of the Company is hereby sought by way of special resolution for authorization to the Board of Directors of the Company to sale the entire shareholding of its material subsidiary.

The approval of the shareholders sought shall be considered as compliance under Regulation 24(5) and 24(6) of the SEBI Listing Regulations and Section 180(1)(a) of the Companies Act, 2013.

None of the directors(s) and key managerial personnel of the Company or their relatives are concerned or interested directly or indirectly except to the extent of their interest as a shareholder(s)

By Order of the Board of Directors
For **Cineline India Limited**

Sd/-

Rasesh Kanakia
Chairman and Executive Director
DIN: 00015857

Place: Mumbai

Date: 10 December 2024

CINELINE INDIA LIMITED

Corporate Identity Number: L92142MH2002PLC135964

Registered Office Address:

2nd Floor, A & B wing, Vilco Centre,
Subhash Road, Opp Garware, Vile Parle (E),
Mumbai- 400057

Contact:

E-mail ID: investor@cineline.co.in

Website: www.cineline.co.in