



Date: - 10th June, 2022

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,

BSE Limited

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the **Extra-Ordinary General Meeting ("EGM")** of the Members of Cineline India Limited ("**Company**") will be held on **Monday, July 4, 2022, 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 Kanakia Future City, Residential Building No.2, CTS No. 101, Village Tirandaz, Powai, Mumbai - 400076, Maharashtra, India.

Special Businesses:

Item No. 1: Issue of upto 27,00,000 (Twenty Seven Lakhs) warrants each convertible into, or exchangeable for, one equity share of the Company within the period of 18 (eighteen) months in accordance with the applicable law to the members of the promoter group of the Company 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 27,00,000 (Twenty Seven Lakhs) 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 ₹130/- (Indian Rupees One Hundred Thirty Only) each payable in cash ("**Warrant Issue Price**"), aggregating upto ₹35,10,00,000/- (Thirty Five Crores Ten Lakhs Only) ("**Total Warrant Issue Size**") on a preferential basis to certain members of the promoter group of the Company 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 ₹75/- (Indian Rupees Seventy Five Only) for each Warrants, which is equivalent to 57.69% 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 ₹55/- (Indian Rupees Fifty Five Only) which is equivalent to 42.31% 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 Allottee	Category	No. of Warrants (upto)	Investment Amount upto (in ₹)
1.	Ashish Rasesh Kanakia	Promoter Group	6,75,000	8,77,50,000/-
2.	Niyati Rasesh Kanakia	Promoter Group	6,75,000	8,77,50,000/-
3.	Vrutant Himanshu Kanakia	Promoter Group	6,75,000	8,77,50,000/-
4.	Vrusti Benefit Trust	Promoter Group	6,75,000	8,77,50,000/-
Total			27,00,000	35,10,00,000/-

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 Warrant issue including equity shares to be allotted pursuant to the exercise of conversion of Warrants be and is hereby determined as Friday, June 3, 2022 ("**Relevant Date**") (Saturday June 4, 2022 being stock exchange holiday) being the weekday 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 ₹127.73/- (Indian Rupees One Hundred Twenty Seven and Seventy Three Paise Only) , which is determined and certified by KSNC & Co. LLP, Chartered Accountants, FRN: W100609, vide its Certificate dated June 7, 2022, 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, atleast 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 57.69% 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 laws 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 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 received 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 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: To consider and approve sale of property of the Company viz. Eternity Mall located at Nagpur.

“**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 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 sell the Eternity Mall owned by the Company along with the land bearing KH No. 312/2, 313/1, C.S. No. 1784/1, being, situate at Ward No. 71, Mauje Sitabuldi, Taluka & District - Nagpur, Maharashtra, Pincode – 440012 upon which the above said Eternity Mall is constructed (“**Undertaking**”) on “as is where is” basis or 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 upto ₹ 60,00,00,000/- (Indian Rupees Sixty 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 of Undertaking on such form and manner as the Board may deem fit in its sole discretion without being required to seek any further consent or approval of the Members.

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

Place: Mumbai

Date: June 7, 2022

CINELINE INDIA LIMITED

Corporate Identity Number: L92142MH2002PLC135964

Registered Office Address:

Kanakia Future City,
Residential Building No.2,
CTS No.101, Village Tirandaz, Powai,
Mumbai - 400076, Maharashtra, India.

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. In view of the Covid-19 pandemic, the Ministry of Corporate Affairs (“**MCA**”) has issued General Circular No. 14/2020 dated 8th April 2020, General Circular No. 17/2020 dated 13th April 2020, General Circular No. 22/2020 dated 15th June, 2020, General Circular No. 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December 2020, General Circular No. 10/2021 dated 23rd June 2021 and General Circular No. 20/2021 dated 8th December 2021 and General Circular No. 3/2022 dated May 5, 2022 (collectively referred to as “**MCA Circulars**”) and Securities and Exchange Board of India (“**SEBI**”) vide Circular dated 15th January, 2021 and 12th May, 2020 (“**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 Saturday, July 2, 2022.
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, June**

- 3, 2022 ("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 i.e. June 27, 2022 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 notification dated 8th June 2018 has amended Regulation 40 of the Listing Regulations, 2015 and it has been stated that (except in case of transmission or transposition of securities), the transfer of securities shall be processed only in dematerialized form with effect from 1st April, 2019. 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 Monday, June 27, 2022.
15. Any person who is not a Member as on the Cut-off Date should treat this Notice for information purposes only.
16. Members seeking any information with regard to the Accounts, operations, etc are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.
17. **Go Green Initiative:** Members holding Shares in physical form are requested to register their email IDs with the Company's Registrar and Share Transfer Agents and Members holding Shares in electronic / demat mode are requested to register their email IDs with their respective Depository Participants. Members whose email IDs have undergone any change or whose IDs require any correction, may kindly update the same with the RTA or the DPs, as stated above.
18. **Mandatory PAN Submission:** The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding Shares in electronic form are, therefore, requested to submit the PAN details to their Depository Participants with whom they are maintaining their demat accounts. Members holding Shares in physical form can submit their PAN details to the Company's RTA, Link Intime India Private Limited.
19. **Unclaimed Dividend:** Members are requested to note that as per Section 124(5) of the Companies Act, 2013, dividends not encashed/ claimed within seven years from the date of declaration will be transferred to the Investor Education and Protection Fund. After transfer of the said amount to IEPF, no claims in this respect shall lie against the Company. Members are requested to contact M/s. Link Intime India Private Limited /

Secretarial Department of the Company for encashing the unclaimed dividends standing to the credit of their account.

20. 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.
21. 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.
22. 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:

1. Individual Shareholders holding securities in demat mode with NSDL
 1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
 2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL
 1. Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdsindia.com/myeasi/home/login> or www.cdsindia.com and click on New System Myeasi.

2. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
 3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
 4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
3. Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your 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. Open the internet browser and launch the 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 t least one numeral, at least one alphabet

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

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:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

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 toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 22- 23058542-43.

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical 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>

- o Click on ‘**Login**’ under ‘**SHARE HOLDER**’ tab and further Click ‘**forgot password?**’
- o 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 minimum 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

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 Monday, June 27, 2022.
2. The e-voting period commences on Friday, July 01, 2022 (9.00 a.m. IST) and ends on Sunday, July 03, 2022 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Monday, June 27, 2022 i.e. cut-off date, 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. Monday, June 27, 2022, 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.cineline.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>

► 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).

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

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 3 days in advance with the company on the email id i.e. investor@cineline.co.in created for the general meeting.
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/ moderator 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.

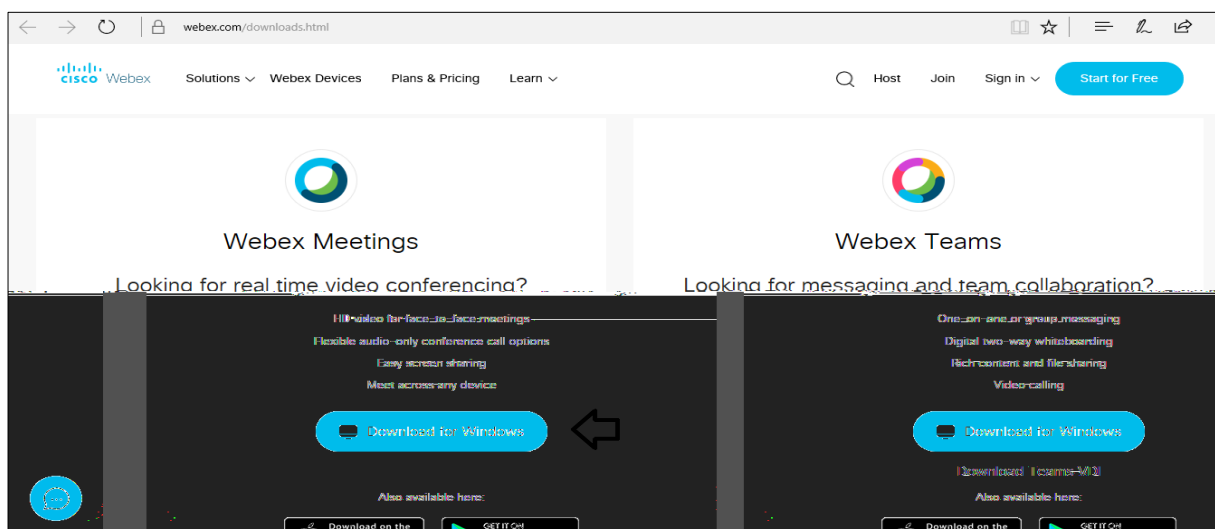
In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

Annexure

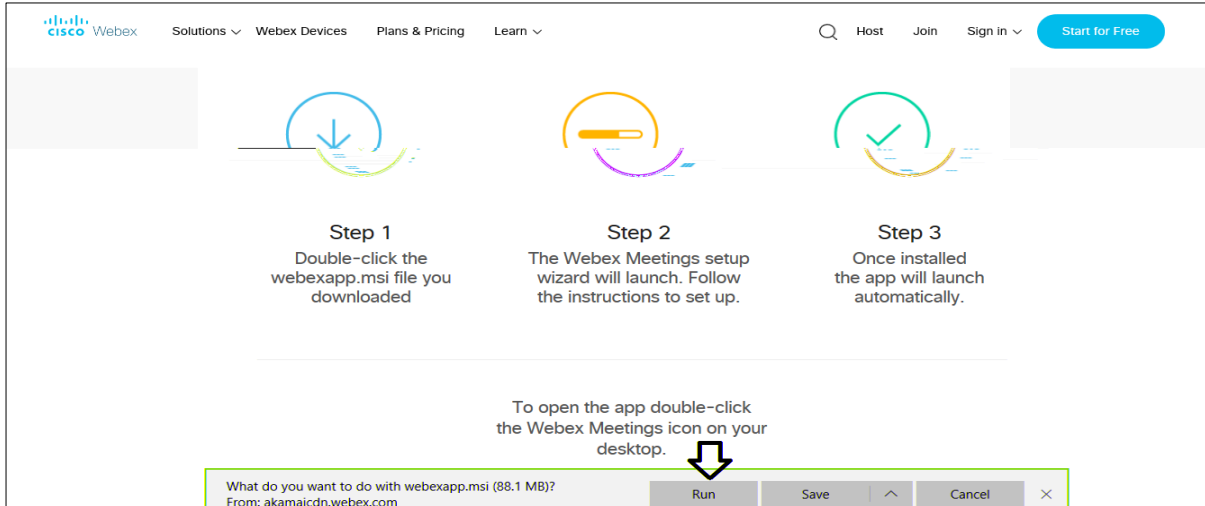
Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET

For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

- a) Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>



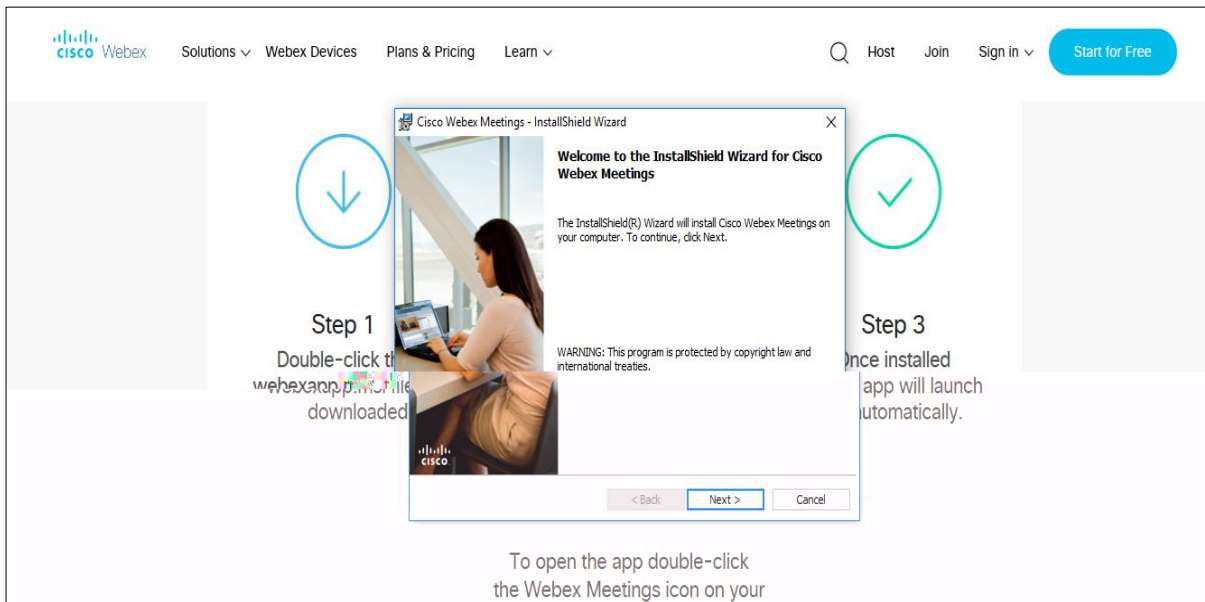
Regd. Office: Kanakia Future City, Residential Building No.2, CTS No. 101, Village Tirandaz, Powai, Mumbai - 400 076
Tel: 91-22-35023666 / 35023777 Email: investor@cineline.co.in Website: www.cineline.co.in
Corporate Identity Number (CIN) : L92142MH2002PLC135964



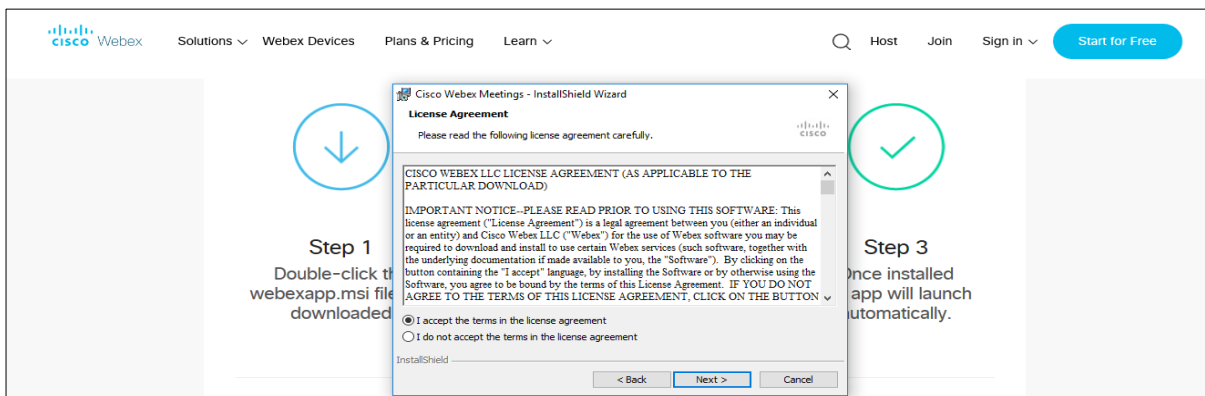
The screenshot shows the Cisco Webex website with a navigation bar at the top. The main content area displays three steps for installing the Webex Meetings app:

- Step 1:** Double-click the webexapp.msi file you downloaded. (Accompanied by a download icon)
- Step 2:** The Webex Meetings setup wizard will launch. Follow the instructions to set up. (Accompanied by a setup wizard icon)
- Step 3:** Once installed the app will launch automatically. (Accompanied by a checkmark icon)

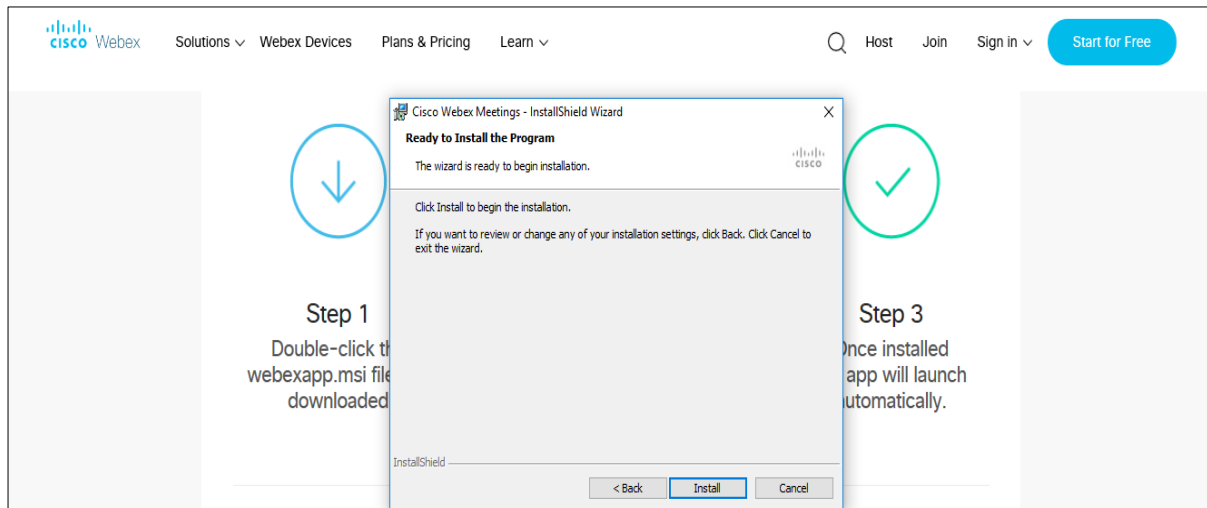
Below the steps, a text box states: "To open the app double-click the Webex Meetings icon on your desktop." An arrow points to a Windows file explorer window showing the file "webexapp.msi (88.1 MB)" with the "Run" button highlighted.



This screenshot is similar to the previous one, but with the "Cisco Webex Meetings - InstallShield Wizard" window overlaid in the center. The window displays the "Welcome to the InstallShield Wizard for Cisco Webex Meetings" message and a "Next >" button. The background steps and icons remain visible.



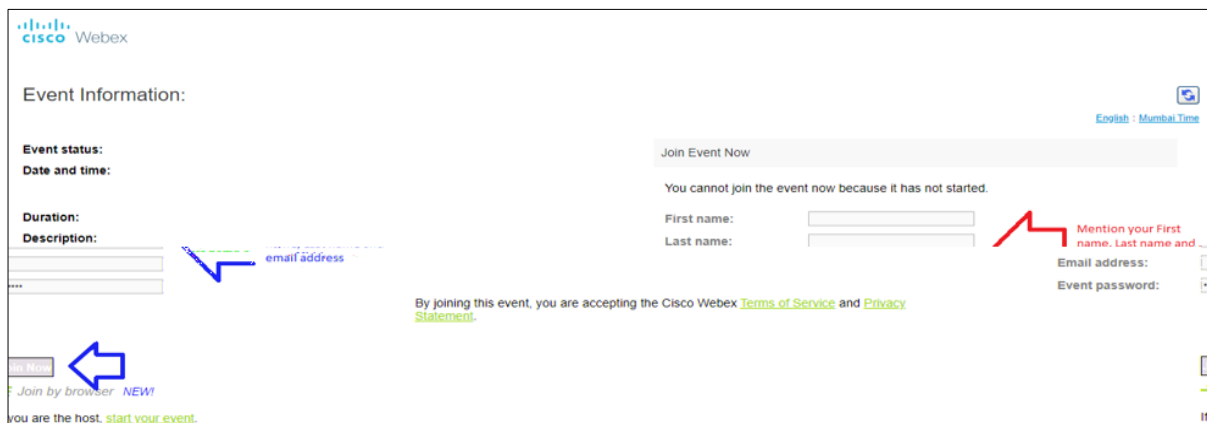
This screenshot is similar to the previous ones, but with the "Cisco Webex Meetings - InstallShield Wizard" window overlaid, showing the "License Agreement" screen. The window contains the "CISCO WEBEX LLC LICENSE AGREEMENT" text and radio buttons for "I accept the terms in the license agreement" (which is selected) and "I do not accept the terms in the license agreement". The "Next >" button is highlighted. The background steps and icons remain visible.



Or

- b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:

Step 1	Enter your First Name, Last Name and Email ID and click on Join Now.
1 (A)	If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
1 (B)	If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or Run a temporary application . Click on Run a temporary application , an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now



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: Warrants Issue

It is proposed to issue and allot upto 27,00,000 (Twenty Seven Lakhs) 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 ₹130/- (Indian Rupees One Hundred Thirty Only) each (including the Warrant Subscription price and the Warrant Exercise Price) aggregating upto ₹35,10,00,000/- (Thirty Five Crores Ten Lakhs Only) to certain Members of the Promoter Group 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 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, June 7, 2022, subject to the approval of members of the Company and other necessary approval(s).

The following disclosures for the Warrants Issue and Equity Issue on preferential basis are made in accordance with the Act and the SEBI ICDR Regulations:

Necessary information or details in respect of the proposed Warrants Issue 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, June 7, 2022, had, subject to the approval of the Members of the Company ("Members") and such other approvals as may be required, approved the issue of following:

Issue of convertible Warrants on a preferential basis, for cash consideration, in the following manner:

Sr. No.	Name of the Proposed Allottee	Category	No. of Warrants (upto)	Investment Amount upto (in ₹)
1.	Ashish Rasesh Kanakia	Promoter Group	6,75,000	8,77,50,000/-
2.	Niyati Rasesh Kanakia	Promoter Group	6,75,000	8,77,50,000/-
3.	Vrutant Himanshu Kanakia	Promoter Group	6,75,000	8,77,50,000/-
4.	Vrusti Benefit Trust	Promoter Group	6,75,000	8,77,50,000/-
Total			27,00,000	35,10,00,000/-

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.

3. Maximum number of Warrants to be issued:

Issuance of up to 27,00,000 (Twenty Seven Lakhs) Warrants at a price of ₹ 130/- (Indian Rupees One Hundred Thirty Only) each (including the Warrant Subscription Price and the Warrant Exercise Price) aggregating upto ₹ 35,10,00,000/- (Thirty Five Crores Ten Lakhs Only).

4. Intent of the Promoters, Director(s) or Key Managerial Personnel of the Company to participate in the proposed Warrant Issue:

The Proposed Warrant Allottees mentioned below, who are also members of the promoter group of the Company intend to participate in Warrant Issue:

Sr. No.	Name of the Proposed Allottee	Category	No. of Warrants (upto)	Investment Amount upto (in ₹)
1.	Ashish Rasesh Kanakia	Promoter Group	6,75,000	8,77,50,000/-
2.	Niyati Rasesh Kanakia	Promoter Group	6,75,000	8,77,50,000/-
3.	Vrutant Himanshu Kanakia	Promoter Group	6,75,000	8,77,50,000/-
4.	Vrusti Benefit Trust	Promoter Group	6,75,000	8,77,50,000/-
Total			27,00,000	35,10,00,000/-

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

The shareholding pattern of the Company giving the position as on the latest available BENPOS dated **Friday, June 3, 2022**, 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	85,06,835	26.9490	1,05,31,835	30.7351

Regd. Office: Kanakia Future City, Residential Building No.2, CTS No. 101, Village Tirandaz, Powai, Mumbai - 400 076
 Tel: 91-22-35023666 / 35023777 Email: investor@cineline.co.in Website: www.cineline.co.in
 Corporate Identity Number (CIN) : L92142MH2002PLC135964

Sr. No.	Category of Shareholders	Pre-issue		Post-issue #	
		No. of Equity Shares	% of Share holding	No. of Equity Shares	% of Share holding
b.	Central / State Government	0	0	0	0
c.	Financial Institutions / Banks	0	0	0	0
d.	Any Others (Specify)				
i	Bodies Corporate	280	0.0009	280	0.0009
ii	Promoters Trusts	1,26,42,333	40.0499	1,33,17,333	38.8641
2.	Foreign				
	Total Promoter & Promoter Group (A)	2,11,49,448	66.9998	2,38,49,448	69.600
B.	Public Shareholders				
1.	Institutions	0	0	0	0
2.	Non-Institutions				
a.	Individuals	48,87,564	15.4835	48,87,564	14.2634
b.	Any Other	55,29,109	17.5158	55,29,109	16.1356
	Total Public Shareholding (B)	1,04,16,986	33.0002	1,04,16,986	30.40
	Total (A+B)	3,15,66,434	100	3,42,66,434	100

Assuming all the Warrants is 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 is 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 them and change in control, if any, in the issuer consequent to the preferential issue:

Name of the proposed allottee	Name of Ultimate Beneficial Owner	Pre-issue equity share holding	Number of Warrants/ proposed to be issued	Post-issue equity holding #

Regd. Office: Kanakia Future City, Residential Building No.2, CTS No. 101, Village Tirandaz, Powai, Mumbai - 400 076
 Tel: 91-22-35023666 / 35023777 Email: investor@cineline.co.in Website: www.cineline.co.in
 Corporate Identity Number (CIN) : L92142MH2002PLC135964

		Number of Equity Shares	%		Number of Equity Shares	%
Ashish Rasesh Kanakia	Not Applicable	3,67,133	1.16%	6,75,000	10,42,133	3.04%
Niyati Rasesh Kanakia		3,67,133	1.16%	6,75,000	10,42,133	3.04%
Vrutant Himanshu Kanakia		3,67,133	1.16%	6,75,000	10,42,133	3.04%
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	3,67,133	1.16%	6,75,000	10,42,133	3.04%

Assuming all the Warrants is 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 **Friday, June 3, 2022 (“Relevant Date”)**. Accordingly, the floor price for the Warrant Issue on the aforesaid Relevant Date pursuant to Regulation 164(1) read with Regulation 161 of the SEBI ICDR Regulation has been worked out to be **₹ 127.73/- (Indian Rupees One Hundred Twenty Seven and Seventy Three Paise Only)**.

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, 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	120.11/-
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)(b) of SEBI ICDR Regulations	127.73/-
C.	Method of determination of 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 SEBI ICDR Regulations	Not Applicable
Floor Price = whichever is higher from A. / B. / C. or D.		127.73/-

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 **₹127.73/- (Indian Rupees One Hundred Twenty Seven and Seventy 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 ₹ 130/- (Indian Rupees One Hundred Thirty 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 Regulation 166A of the SEBI ICDR Regulations is not applicable in relation to the Warrant Issue.

9.5. 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. 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.

11. 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.

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

Current and post Warrants Issue status of the Proposed Allottees is promoter group in terms of SEBI ICDR Regulations.

13. 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.

However, The Company had issued 14,68,532 number of Equity Shares pursuant to conversion of Warrants issued in terms of the resolutions passed in last Annual General Meeting of the Company held on September 03, 2021 ("Warrants 2021"). Below are the details of said Equity Shares issued on May 9, 2022, upon conversion of Warrants 2021:

Sr. No	Name of the Persons	Category	Equity Shares issued pursuant to conversion of Warrants 2021
1.	Ashish Rasesh Kanakia	Promoter Group	3,67,133
2.	Niyati Rasesh Kanakia	Promoter Group	3,67,133
3.	Vrutant Himanshu Kanakia	Promoter Group	3,67,133
4.	Vrusti Benefit Trust	Promoter Group	3,67,133
	TOTAL		14,68,532

14. 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 thus this disclosure is not applicable.

15. Lock-in period:

15.1. 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.

15.2. 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.

16. Listing:

The Company will make an application to NSE and BSE on 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.

17. Practising Company Secretary Certificate:

A copy of the certificate issued by the Practicing Company Secretary, Mr. Dharmesh Zaveri of D. M. Zaveri & Co, having his office at 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 Monday, July 4, 2022 and is made available on the website of the Company i.e. www.cineline.co.in.

18. 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.

19. Other Disclosures/Undertaking:

19.1. The Proposed Allottees have not sold any Equity Shares during the 90 trading days (viz. from Thursday, January 20, 2022, to Thursday, June 2, 2022) preceding the Relevant Date.

19.2. It is hereby confirmed that neither the Company nor its Directors and to the Company's Knowledge any of its Promoters is a wilful defaulter.

- 19.3. 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.
- 19.4. 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 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.
- 19.5. 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.
- 19.6. 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.
- 19.7. 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 transactions 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 recommends the Special Resolution set out at Item No. 1 of the Notice for approval by the Members.

Item No. 2: Sale of Undertaking

The Company has re-entered into the film exhibition business to create a strong consumer-oriented brand in this segment. In this regard, the Company intends to focus on its core business of film exhibition.

In view of above the Board of Directors of the Company in the meeting held on Tuesday, June 7, 2022 subject to shareholders approval has approved to sell the Eternity Mall located in Nagpur, owned by the Company along with the land bearing KH No. 312/2, 313/1, C.S. No. 1784/1 being, situate at Ward No. 71, Mauje Sitabuldi, Taluka & District - Nagpur, Maharashtra, Pincode – 440012 upon which the above said Eternity Mall is constructed ("Undertaking") on "as is where is" basis or 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 upto ₹ 60,00,00,000 (Sixty Crores Only). The sale proceeds of the Undertaking shall be utilized by the Company in expansion of its film exhibition business and to repay its debt and become an asset & debt light Company.

As per the provision of Section 180(1)(a) of the Companies Act, 2013, which inter alia, provides that sale, lease or otherwise disposing off the whole or substantially the whole of an undertaking of a Company requires approval of the members by way of Special Resolution, the Company is desirous of seeking members consent for such proposal contained in the Special Resolution appended.

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)

The Board recommends the Special Resolution set out at Item No. 2 of the Notice for approval by the Members.

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

Sd/-

Rasesh Kanakia
Chairman and Executive Director

Place: Mumbai

Date: June 7, 2022

CINELINE INDIA LIMITED

Corporate Identity Number: L92142MH2002PLC135964

Registered Office Address:

Kanakia Future City,
Residential Building No.2,
CTS No.101, Village Tirandaz, Powai,
Mumbai - 400076, Maharashtra, India.

Contact:

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

Website: www.cineline.co.in