

29th August, 2025**National Stock Exchange of India Limited**

Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra Kurla Complex,
Bandra (East), Mumbai - 400 051

BSE Limited

Corporate Relationship Department
1st Floor, New Trading Ring,
PJ Towers, Dalal Street,
Fort, Mumbai - 400 001

Company Code: CINELINE (NSE) / 532807(BSE)

Sub: Notice of Twenty-Third Annual General Meeting**Dear Sir,**

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith Notice of the 23rd Annual General Meeting (AGM) of the Company which is scheduled to be held on Friday, 26th September, 2025 at 11:00 A.M. (IST) through Video Conferencing/Other Audio-Visual Means.

The Notice of the AGM is being dispatched to the Members of the Company only through electronic mode in accordance with the relevant circulars of the Ministry of Corporate Affairs and SEBI. The detailed instructions related to remote e-voting, participation in the e-AGM and voting thereat are specified in the Notes annexed to the Notice of the AGM.

The Notice of the AGM shall also be made available on the Company's website www.moviemax.co.in

Kindly take the above on record.

Thanking You,
Yours faithfully,
For Cinline India Limited

Dhwani Vora
Company Secretary & Compliance Officer

Encl: As above**Cinline India Limited**

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

Tel.: +91-22-67266688, Email: investor@cinline.co.in,

Corporate Identity Number (CIN): L92142MH2002PLC135964; www.moviemax.co.in

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 ANNUAL GENERAL MEETING

Notice is hereby given that the **23rd Annual General Meeting** (“Meeting”) of the Members of Cinline India Limited (“Company”) will be held on **Friday, 26 September 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.

ORDINARY BUSINESSES:

Item No. 1: Adoption of financial statements.

To consider and adopt: (a) the audited standalone financial statements of the Company for the Financial Year ended 31 March 2025, along with the notes forming part thereof and the report of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statements of the Company for the Financial Year ended 31 March 2025 along with the notes forming part thereof and the report of Auditors thereon.

Item No. 2: Appointment of Director

To re-appoint Mr. Rasesh Kanakia (DIN: 00015857), who retires by rotation and being eligible, offers himself for re-appointment as a Director of the Company.

SPECIAL BUSINESS

Item No. 3: Re-appointment of Mr. Rasesh Kanakia (DIN: 00015857) as Executive Director 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 the provisions of Sections 196, 197 and 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and Rules made thereunder including the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, Articles of Association of the Company, (including any statutory modifications or re-enactment thereof for the time being in force), subject to necessary approvals, if any, the consent of the members be and is hereby accorded for the re-appointment of Mr. Rasesh Kanakia (DIN: 00015857) as Chairman of the

Company for a period of 5 (five) years commencing from 01 May 2026 and end on 30 April 2031 effective from expiry of his present term ending on 30 April 2026, on the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting (including the remuneration to be paid in the event of loss or inadequacy of Profits in any financial year during the tenure of his appointment), with the liberty and powers to the Board of Directors to increase, alter and vary the salary, commission and perquisites and other terms in such manner as the Board in its absolute discretion deems fit and is acceptable to Mr. Rasesh Kanakia within the limits specified in Section 197 and Schedule V to the Companies Act, 2013 or any amendments, modifications, re-enactments thereof in force from time to time in this behalf;

RESOLVED FURTHER THAT pursuant to the regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the members of the Company be and is hereby accorded to pay the remuneration to Mr. Rasesh Kanakia within the annual increment as per discretion of the Board and subject to review of the Nomination and Remuneration Committee, keeping in view Company’s and individual performance, notwithstanding that the remuneration payable to him in any year exceeds ₹ 5 Crores or 2.5% of the net profits of the Company, whichever is higher or the aggregate annual remuneration of all the Executive Directors exceeds 5% of the net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013, during the currency of his tenure i.e. upto 31 April 2031.

RESOLVED FURTHER THAT the Board of the Company, be and is hereby authorised to do all such acts, deeds and action as it may, in its absolute discretion, consider necessary, expedient, usual, proper or incidental for giving effect to this Resolution, enter into agreement or issue letter if necessary, and to settle questions, remove any difficulty or doubt that may arise from time to time and to take such action or give such directions as may be necessary or desirable and to obtain any approvals, permissions or sanctions which may be necessary or desirable, as it may think fit.”

Item No. 4: Re-appointment of Mr. Himanshu Kanakia (DIN: 00015908) as Executive Director 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 the provisions of Sections 196, 197 and 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and Rules made thereunder including the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, Articles of Association of the Company, (including any statutory modifications or re-enactment thereof for the time being in force), subject to necessary approvals, if any, the consent of the Company be and is hereby accorded for the re-appointment of Mr. Himanshu Kanakia (DIN: 00015908) as Managing Director of the Company for a period of 5 (five) years commencing from 01 May 2026 and end on 30 April 2031 effective from expiry of his present term ending on 30 April 2026, on the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting (including the remuneration to be paid in the event of loss or inadequacy of Profits in any financial year during the tenure of his appointment), with the liberty and powers to the Board of Directors to increase, alter and vary the salary, commission and perquisites and other terms in such manner as the Board in its absolute discretion deems fit and is acceptable to Mr. Himanshu Kanakia within the limits specified in Section 197 and Schedule V to the Companies Act, 2013 or any amendments, modifications, re-enactments thereof in force from time to time in this behalf;

RESOLVED FURTHER THAT pursuant to the regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the members of the Company be and is hereby accorded to pay the remuneration to Mr. Himanshu Kanakia within the annual increment as per discretion of the Board and subject to review of the Nomination and Remuneration Committee, keeping in view Company’s and individual performance, notwithstanding that the remuneration payable to him in any year exceeds ₹ 5 Crores or 2.5% of the net profits of the Company, whichever is higher or the aggregate annual remuneration of all the Executive Directors exceeds 5% of the net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013, during the currency of his tenure i.e. upto 31 April, 2031.

RESOLVED FURTHER THAT the Board of the Company, be and is hereby authorised to do all such acts, deeds and action as it may, in its absolute discretion, consider necessary, expedient, usual, proper or incidental for giving effect to this Resolution, enter into agreement or issue letter if necessary, and to settle questions, remove any difficulty or doubt that may arise from time to time and to take such action or give such directions as may be necessary or desirable and to obtain any approvals, permissions or sanctions which may be necessary or desirable, as it may think fit.”

Item No. 5: To approve the extension of the tenure of the loan given to the related party under Section 185 of Companies Act, 2013.

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 Sections 185 of the Companies Act, 2013 (“Act”) read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) and other applicable provisions of the Act and the rules and regulations made thereunder and the enabling provisions of the Memorandum and Articles of Association of the Company and in continuation of the resolution passed by the shareholders of the Company in the Seventeenth Annual General Meeting of the Company held on 26 September 2019, approval of members obtained through postal ballot process on 22 December 2019, and resolution passed by the shareholders of the Company in the Twentieth Annual General Meeting of the Company held on 22 September 2022 consent of the members be and is hereby accorded to the Board of Directors of the Company to extend the tenure of the loan granted (“**Loan**”) up to ₹ 50 Crores (Rupees Fifty Crores only) availed by Kanakia Spaces Realty Private Limited (“KSRPL”) (CIN No.U45201MH2004PTC146948), in one or more tranches, on existing terms and conditions as agreed between the Company and KSRPL under Section 185 of the Companies Act, 2013 in which any of the Director of the Company from time to time is interested or deemed to be interested;

RESOLVED FURTHER THAT the aforementioned loan shall be utilised by KSRPL for the purpose of its principal business activities.

RESOLVED FURTHER THAT keeping the best interest of the Company, any approval accorded by the Board of Directors and shareholders of the Company under Section 185 of the Companies Act, 2013 under this resolution shall be in force till the period any amendment to the said resolution will be made by the Board of Directors and Shareholders thereof.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, Board of Directors of the Company and/or any person authorised by the Board from time to time be and is hereby empowered and authorised to do all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party, finalise the terms and conditions and execute such agreements, documents and writings and to make such filings as may be necessary, expedient and desirable”, in order to give effect to this Resolution in the best interest of the Company.”

Item No. 6: To approve material related party transaction.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**.

“RESOLVED THAT pursuant to the provisions of Regulation 2(1)(zc), 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) (as amended from time to time) and applicable provisions of the Companies Act, 2013 (“the Act”) and Rules made thereunder, and the enabling provisions of the Memorandum and Articles of Association of the Company, the Company’s policy on related party transactions as well as subject to such approval(s), consent(s) and or permission(s) as may be required and based on the recommendation of the Audit Committee consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include the Audit Committee of the Company and any duly authorised committee of Directors constituted /empowered by the Board, from time to time, to exercise its powers conferred by this resolution) for extending the tenure of the loan granted (“**Loan**”) up to ₹ 50 Crores (Rupees Fifty Crores only) being the material related party transaction to Kanakia Spaces Realty Private Limited (“KSRPL”) (CIN No.U45201MH2004PTC146948), a ‘Related Party’ of the Company as per the provisions of Regulation 2(1)(zb) of SEBI LODR, in one or more tranches, for the principal business activities of KSRPL on existing terms and conditions as agreed between the Company and KSRPL.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, Board of Directors of the Company and/or any person authorised by the Board from time to time be and is hereby empowered and authorised to do all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party, finalise the terms and conditions and execute such agreements, documents and writings and to make such filings as may be necessary, expedient and desirable, in order to give effect to this Resolution in the best interest of the Company.”

Item No. 7: To approve related party transaction in respect to holding of office or place of profit in the Company by Mr. Ashish Rasesh Kanakia

To consider, and if thought fit, pass the following Resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the provisions section 188 and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), other applicable laws and in accordance with the recommendation of the Nomination and Remuneration Committee, the Audit Committee and the Board of Directors, consent of the

members of the Company be and is hereby accorded that Mr. Ashish Rasesh Kanakia, who is relative of Whole-time Director & Chairman of the Company, is permitted to hold office or place of profit in the Company, on a maximum remuneration (excluding allowances and reimbursement of expenses in line with the Company’s Policy) of ₹1,50,00,000/- (Rupees One Crores Fifty Lakhs Only) per annum as fixed pay and ₹ 50,00,000 (Rupees Fifty Lakhs only) as perquisites on such terms and conditions as set out in the explanatory statement attached hereto which shall be deemed to form part hereof, subject to alteration and variation in the terms and conditions of the said appointment and remuneration, from time to time, in line with the policy of the Company and within the limits approved by the Members and subject to such approvals, as may be necessary.

RESOLVED FURTHER THAT the consent of the members be and is hereby accorded to the Nomination & Remuneration Committee/Board of Directors of the Company, to finalise and decide the change in designation/revisions in the remuneration payable to Mr. Ashish Rasesh Kanakia from time to time in accordance with the Company’s policy on performance measurement and such other applicable/ relevant policies and to perform and execute all such acts, deeds, matters and things (including delegating such authority), as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary and as the Board may in its absolute discretion deem necessary, desirable or expedient, including but not limited to finalising the terms and conditions, methods and modes, finalising and executing necessary documents, including contracts, schemes, agreements and such other papers, documents as may be required, filing applications and seeking all necessary approvals from relevant authorities (if required) to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby further authorised to delegate all or any of the powers herein conferred to directors(s), committee(s), officer(s) representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things as may be considered necessary or expedient and also to execute such documents, writings etc. as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects.”

Item No. 8: To Appoint M/s. D. M. Zaveri & Co., Practising Company Secretaries, Mumbai, a Peer Reviewed Firm (ICSI Unique Code: S2001MH046100) as the Secretarial Auditors of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution.

RESOLVED THAT pursuant to the provisions of Regulation 24A & other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) read with Circulars issued thereunder from time to time and Section 204 and other applicable provisions of the Companies Act, 2013, if any read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (“**the Act**”), and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded for appointment of M/s

D. M. Zaveri & Co., Practising Company Secretaries, Mumbai, a Peer Reviewed Firm (ICSI Unique Code: S2001MH046100), as Secretarial Auditors of the Company for a period of 5 consecutive years, from 01 April 2025 to 31 March 2030 (‘the Term’), on such terms & conditions, including remuneration as may be determined by the Board of Directors (hereinafter referred to as the ‘Board’ which expression shall include any Committee thereof or person(s) authorised by the Board).

RESOLVED FURTHER THAT approval of the Members is hereby accorded to the Board to avail or obtain from the Secretarial Auditor, such other services or certificates or reports which the Secretarial Auditor may be eligible to provide or issue under the applicable laws at a remuneration to be determined by the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution and for matters connected therewith or incidental thereto.”

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

Sd/-
Rasesh Kanakia
Chairman and Executive Director
DIN: 00015857

Place: Mumbai
Date: 30 July 2025

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: 91-22-67266688
E-mail ID: investor@cineline.co.in
Website: www.moviemax.co.in

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3: Re-appointment of Mr. Rasesh Kanakia (DIN: 00015857) as Executive Chairman of the Company.

Mr. Rasesh Kanakia, Executive Chairman of the Company will complete his present term on 30 April 2026. The Board of Directors in the meeting held on 30 July 2025, on the recommendation of the Nomination and Remuneration Committee, recommended for the approval of the Members, the re-appointment of Mr. Rasesh Kanakia as Executive Chairman of the Company, as set out in the Resolution relating to his re-appointment. The principal terms and conditions of appointment of Mr. Rasesh Kanakia (herein after referred to as an "Executive Chairman") are as follows:

A. Tenure of Appointment:

The appointment of the Executive Chairman is for a period of five years with effect from 01 May 2026.

B. Nature of Duties:

The Executive Chairman shall devote his whole time and attention to the business of the Company and shall perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of one or more of its associated companies and / or subsidiaries, including performing duties as assigned to the Executive Chairman from time to time by serving on the Boards of such associated companies and / or subsidiaries or any other executive body or any committee of such a company.

C. Remuneration:

I. Basic Salary:

Current Basic Salary of up to ₹ 2,00,000/- (Rupees Two Lakh Only) per month in the range of ₹ 1,25,000/- to ₹ 2,00,000/-. The annual increments which will be effective from 01 April each year, will be decided by the Board based on the recommendations of the Nomination and Remuneration Committee ("NRC") or by the NRC on authority of the Board and will be performance-based and take into account the Company's performance as well, provided that the total remuneration shall not exceed the limits specified under the Companies Act, 2013.

II. Benefits, Perquisites & Allowances:

- a. Housing Allowances: As per the rules of the Company.
- b. Medical Reimbursement incurred for himself and his family: As per the rules of the Company.

- c. Personal accident / Medical Insurance: As may be decided by the Board/Nomination and Remuneration Committee.
- d. Leave Travel Assistance: As per the rules of the Company.
- e. Provident Fund, Gratuity: Company's contribution to the Provident Fund and payment of gratuity shall be as per the rules of the Company.
- f. Club Memberships: Subscription or reimbursement of membership fees (including admission and life membership) for two clubs in India and/or abroad.
- g. Leave/Leave Encashment: As per the rules of the Company.
- h. Personal Accident Insurance: As may be decided by the Board/Nomination and Remuneration Committee.
- i. Benefits, if any, assigned under Keyman Insurance Policy.
- j. Other Allowances: As may be decided by the Board/ Nomination and Remuneration Committee from time to time, subject to the provisions of the Companies Act, 2013 and Schedule V thereto.

Explanation:

Perquisites shall be evaluated as per Income-tax Rules, wherever applicable and in the absence of any such rule, perquisites shall be evaluated at actual cost.

III. Commission/Performance Bonus:

An amount as may be decided by the Board of Directors, on the recommendations of the Nomination and Remuneration Committee, from year to year.

IV. Amenities:

- a. Conveyance Facilities: The Company shall provide car with chauffeur.
- b. Communication facilities: The Company shall provide telephone, cellular phone, telefax, internet and other communication facilities at the Director's residence.
- c. Mr. Rasesh Kanakia shall be entitled to the expenses actually incurred on traveling and board and lodging for self and also for spouse and attendant, if required, accompanying him during domestic and overseas business trips.

Explanation:

The amenities shall not be included for the purposes of computation of the Chairman's remuneration as aforesaid.

D. Minimum Remuneration:

Notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of the Executive Chairman, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Salary, Benefits, Perquisites, Allowances and Commission subject to further approvals as required under Schedule V of the Companies Act, 2013, or any modification(s) thereto.

E. Other Terms of Appointment:

- a. The Executive Chairman shall not become interested or otherwise concerned, directly or through his spouse and / or children, in any selling agency of the Company.
- b. The terms and conditions of the appointment of the Executive Chairman may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the Executive Chairman, subject to such approvals as may be required.
- c. The Agreement may be terminated by either party by giving to the other party six months' notice of such termination or the Company paying six months' remuneration in lieu thereof.
- d. The employment of the Executive Chairman may be terminated by the Company without notice or payment in lieu of notice:
 - if the Executive Chairman is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company to which he is required to render services; or
 - in the event of any serious repeated or continuing breach (after prior warning) or non-observance by the Executive Chairman of any of the stipulations contained in the Agreement;
- e. Upon the termination by whatever means of the Executive Chairman's employment:
 - the Executive Chairman shall immediately cease to hold offices held by him in any holding company, subsidiaries or associated

companies without claim for compensation for loss of office by virtue of Section 167(1)(h) of the Act and shall resign as trustee of any trusts connected with the Company;

- the Executive Chairman shall not without the consent of the Company, at any time thereafter represent himself as connected with the Company or any of the subsidiaries or associated companies.
- f. All Personnel Policies of the Company and the related Rules which are applicable to other employees of the Company shall also be applicable to the Executive Chairman, unless specifically provided otherwise.
 - g. The terms and conditions of appointment of the Executive Chairman also include clauses pertaining to adherence with the Company's Code of Conduct, non-solicitation and maintenance of confidentiality.
 - h. If and when the Agreement expires or is terminated for any reason whatsoever, the Executive Chairman will cease to be the Executive Chairman, and also cease to be a Director. If at any time, the Executive Chairman ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the Executive Chairman, and the Agreement shall forthwith terminate. If at any time, the Executive Chairman ceases to be in the employment of the Company for any reason whatsoever, he shall cease to be a Director and Executive Chairman of the Company.

Requisite Notice under Section 160 of the Act proposing the re-appointment of Mr. Rasesh Kanakia has been received by the Company, and consent has been filed by Mr. Rasesh Kanakia pursuant to Section 152 of the Act. Also Mr. Rasesh Kanakia is not disqualified from being appointed as Director in terms of applicable provision of section 164 of the Act.

The Directors are of the view that the appointment of Mr. Rasesh Kanakia as Executive Chairman will be beneficial to the operations of the Company and the remuneration payable to him is commensurate with his abilities and experience and accordingly recommend the Resolutions at Item Nos. 3 of the accompanying Notice for approval by the Members of the Company by way of Special Resolution.

In compliance with the provisions of Sections 196, 197 and other applicable provisions of the Act, read with Schedule V to the Act, the terms of remuneration specified above are now being placed before the Members for their approval. The brief profile of Mr. Rasesh Kanakia is given in the annexure and forms part of this Notice.

The Resolution and Explanatory Statement should be considered as disclosure and information under applicable statutory provisions including that of the written memorandum pursuant to section 190 of the Act.

Mr. Rasesh Kanakia, Mr. Himanshu Kanakia and Mrs. Hiral Kanakia, who are related to each other, are deemed interested in the said resolution No. 3.

None of the other Directors or Key Managerial Persons and their relatives, are deemed to be interested in the said resolution No. 3

Item No. 4: Re-appointment of Mr. Himanshu Kanakia (DIN: 00015908) as Executive Managing Director of the Company.

Mr. Himanshu Kanakia, Executive Managing Director of the Company will complete his present term on 30 April 2026. The Board of Directors in the meeting held on 30 July 2025, on the recommendation of the Nomination and Remuneration Committee, recommended for the approval of the Members, the re-appointment of Mr. Himanshu Kanakia as Executive Managing Director of the Company, as set out in the Resolution relating to his re-appointment. The principal terms and conditions of appointment of Mr. Himanshu Kanakia (herein after referred to as an “Executive Managing Director”) are as follows:

A. Tenure of Appointment:

The appointment of the Executive Managing Director is for a period of five years with effect from 01 May 2026.

B. Nature of Duties:

The Executive Managing Director shall devote his whole time and attention to the business of the Company and shall perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of one or more of its associated companies and / or subsidiaries, including performing duties as assigned to the Executive Managing Director from time to time by serving on the Boards of such associated companies and / or subsidiaries or any other executive body or any committee of such a company.

C. Remuneration:

I. Basic Salary:

Current Basic Salary of up to ₹ 2,00,000/- (Rupees Two Lakh Only) per month in the range of ₹ 1,25,000/- to ₹ 2,00,000/-. The annual increments which will be effective from 01 April each year, will be decided by the Board based on the recommendations of the Nomination and Remuneration Committee (“NRC”)

or by the NRC on authority of the Board and will be performance-based and take into account the Company’s performance as well, provided that the total remuneration shall not exceed the limits specified under the Companies Act, 2013.

II. Benefits, Perquisites & Allowances:

- a. Housing Allowances: As per the rules of the Company.
- b. Medical Reimbursement incurred for himself and his family: As per the rules of the Company.
- c. Personal accident / Medical Insurance: As may be decided by the Board/Nomination and Remuneration Committee.
- d. Leave Travel Assistance: As per the rules of the Company.
- e. Provident Fund, Gratuity: Company’s contribution to the Provident Fund and payment of gratuity shall be as per the rules of the Company.
- f. Club Memberships: Subscription or reimbursement of membership fees (including admission and life membership) for two clubs in India and/or abroad.
- g. Leave/Leave Encashment: As per the rules of the Company.
- h. Personal Accident Insurance: As may be decided by the Board/Nomination and Remuneration Committee.
- i. Benefits, if any, assigned under Keyman Insurance Policy.
- j. Other Allowances: As may be decided by the Board/ Nomination and Remuneration Committee from time to time, subject to the provisions of the Companies Act, 2013 and Schedule V thereto.

Explanation:

Perquisites shall be evaluated as per Income-tax Rules, wherever applicable and in the absence of any such rule, perquisites shall be evaluated at actual cost.

D. Commission/Performance Bonus:

An amount as may be decided by the Board of Directors, on the recommendations of the Nomination and Remuneration Committee, from year to year.

E. Amenities:

- a. Conveyance Facilities: The Company shall provide car with chauffeur.

- b. Communication facilities: The Company shall provide telephone, cellular phone, telefax, internet and other communication facilities at the Director's residence.
- c. Mr. Himanshu Kanakia shall be entitled to the expenses actually incurred on traveling and board and lodging for self and also for spouse and attendant, if required, accompanying him during domestic and overseas business trips.

Explanation:

The amenities shall not be included for the purposes of computation of the Managing Director's remuneration as aforesaid.

F. Minimum Remuneration:

Notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of the Executive Chairman, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Salary, Benefits, Perquisites, Allowances and Commission subject to further approvals as required under Schedule V of the Companies Act, 2013, or any modification(s) thereto.

G. Other Terms of Appointment:

- a. The Executive Managing Director shall not become interested or otherwise concerned, directly or through his spouse and / or children, in any selling agency of the Company.
- b. The terms and conditions of the appointment of the Executive Managing Director may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the Executive Managing Director, subject to such approvals as may be required.
- c. The Agreement may be terminated by either party by giving to the other party six months' notice of such termination or the Company paying six months' remuneration in lieu thereof.
- d. The employment of the Executive Managing Director may be terminated by the Company without notice or payment in lieu of notice:
 - if the Executive Managing Director is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company to which he is required to render services; or

- in the event of any serious repeated or continuing breach (after prior warning) or non-observance by the Executive Managing Director of any of the stipulations contained in the Agreement;
- e. Upon the termination by whatever means of the Executive Managing Director's employment:
 - the Executive Managing Director shall immediately cease to hold offices held by him in any holding company, subsidiaries or associated companies without claim for compensation for loss of office by virtue of Section 167(1)(h) of the Act and shall resign as trustee of any trusts connected with the Company;
 - the Executive Managing Director shall not without the consent of the Company, at any time thereafter represent himself as connected with the Company or any of the subsidiaries or associated companies.
- f. All Personnel Policies of the Company and the related Rules which are applicable to other employees of the Company shall also be applicable to the Executive Managing Director, unless specifically provided otherwise.
- g. The terms and conditions of appointment of the Executive Managing Director also include clauses pertaining to adherence with the Company's Code of Conduct, non-solicitation and maintenance of confidentiality.
- h. If and when the Agreement expires or is terminated for any reason whatsoever, the Executive Managing Director will cease to be the Executive Managing Director, and also cease to be a Director. If at any time, the Executive Managing Director ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the Executive Managing Director, and the Agreement shall forthwith terminate. If at any time, the Executive Managing Director ceases to be in the employment of the Company for any reason whatsoever, he shall cease to be a Director and Executive Managing Director of the Company.

Requisite Notice under Section 160 of the Act proposing the re-appointment of Mr. Himanshu Kanakia has been received by the Company, and consent has been filed by Mr. Himanshu Kanakia pursuant to Section 152 of the Act. Also Mr. Himanshu Kanakia is not disqualified from being appointed as Director in terms of applicable provision of section 164 of the Act.

The Directors are of the view that the appointment of Mr. Himanshu Kanakia as Executive Managing Director will be beneficial to the operations of the Company and the remuneration payable to him is commensurate with his abilities and experience and accordingly commend the Resolutions at Item Nos. 4 of the accompanying Notice for approval by the Members of the Company by way of Special Resolution.

In compliance with the provisions of Sections 196, 197 and other applicable provisions of the Act, read with Schedule V to the Act, the terms of remuneration specified above are now being placed before the Members for their approval. The brief profile of Mr. Himanshu Kanakia is given in the annexure and forms part of this Notice.

The Resolution and Explanatory Statement should be considered as disclosure and information under applicable statutory provisions including that of the written memorandum pursuant to section 190 of the Act.

Mr. Rasesh Kanakia, Mr. Himanshu Kanakia and Mrs. Hiral Kanakia, who are related to each other, are deemed interested in the said resolution No. 4.

None of the other Directors or Key Managerial Persons and their relatives, are deemed to be interested in the said resolution No.4.

Item No. 5: To approve the extension of the tenure of the loan given to the related party under Section 185 of Companies Act, 2013.

Pursuant to the provisions of Section 185 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 (the "Rules") (as amended from time to time), no company shall, directly or indirectly, advance any loan, including any loan represented by a book debt to, or give any guarantee or provide any security in connection with any loan taken by (a) any director of company, or of a company which is its holding company or any partner or relative of any such director; or (b) any firm in which any such director or relative is a partner.

However, a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the Company is interested, subject to the condition that (a) a special resolution is passed by the Company in general meeting and the loans are utilised by the borrowing company for its principal business activities.

Accordingly, the Members of the Company by means of special resolution passed at Seventeenth Annual General Meeting held on 26 September 2019 had authorised the Board of Directors to grant financial assistance up to ₹ 150 Crores (Rupees One Hundred and Fifty Crores Only)

to Kanakia Spaces Realty Private Limited ("KSRPL") for its principal business activities in one or more tranches over a period of time on the terms and conditions as set out in the Notice of the Seventeenth Annual General Meeting.

Further, upon the request from KSRPL, the Company granted additional financial assistance ("Proposed Loan") up to ₹ 50 Crores (Rupees Fifty Crores Only) for the principal business activities of KSRPL in one or more tranches over a period of time upon the approval of members obtained through postal ballot process on 22 December 2019.

Thereafter, the members in the 20th (Twentieth) Annual General Meeting ("AGM") of the Company held on 22 September 2022 approved the extension of the tenure of the loan availed by KSRPL.

In line with the above, the revision in terms of the Loan requires the approval of the members of the Company by way of a Special Resolution, since the Company and KSRPL have common directors i.e. Mr. Rasesh Kanakia and Mr. Himanshu Kanakia. therefore the Board of Directors of your Company now proposes for extending the tenure of the loan for a further period and accordingly it is placed before the members.

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 5 of this Notice, in relation to the details as stated above and thus the Board of Directors recommends the said Resolution for the approval of the shareholders of the Company as a Special Resolution.

All the Directors except for the Independent Directors are concerned or interested in the aforesaid resolution, financially or otherwise.

Item No. 6: To approve the material related party transaction.

In terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 all material related party transactions requires prior approval of the Members of the Company by means of an Ordinary Resolution, even if such transaction(s) are in the ordinary course of business and at an arm's length pricing basis. A transaction with a related party shall be considered material if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent (10%) of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

In terms of Sub Clause (4) of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as the transaction is material in nature and is likely to exceed 10% of the annual consolidated turnover of the Company as per the audited financial statements of the Company as on 31 March 2025 therefore it require approval of the shareholders through resolution.

The Audit Committee of the Company, at its meeting held on 30 July 2025, approved the extension of the tenure of the Loan granted, without modifying the other existing terms and recommended to the Board of Directors for approval subject to fulfilment of other requirements, if any. The Board of Directors of the Company, at its meeting held on 30 July 2025, unanimously approved the revised terms of the Loan, subject to the approval of the members of the Company and other requisite approvals and requirements, if any.

In view of the above, Resolution Nos. 6, is placed for approval by the Members of the Company.

The Management has provided the Audit Committee of the Company with relevant details of the proposed RPT, including material terms and basis of pricing. The Audit Committee

(including the Independent Directors), after reviewing all necessary information, has granted its approval for entering into the below mentioned material related party transaction, subject to approval by the Members at the AGM. The Audit Committee has noted that the said transaction(s) will be at an arm's length pricing basis and will be in the ordinary course of business.

The particulars of the material related party transactions, which are required to be stated in the Explanatory Statement, as per Industry Standards on "**Minimum information to be provided to the Shareholders for approval of Related Party Transactions**", SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11 November 2024 and Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 are as follows:

Sr. No	Description	Details of the related party transaction									
Summary of information provided by the Management to the Audit Committee for approval of the proposed RPT											
1.	Basic details of the related party										
	(a) Name of the related party	Kanakia Spaces Realty Private Limited									
	(b) Country of incorporation of the related party	India									
	(c) Nature of business of the related party	Real Estate Development Activities									
2.	Relationship and ownership of the related party										
	(a) Relationship with the Company, including nature of its concern or interest (financial or otherwise) <ul style="list-style-type: none"> Shareholding of the Company whether direct or indirect, in the related party. Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the Company Shareholding of the related party, whether direct or indirect, in the Company. 	KSRPL is managed by Mr. Rasesh Kanakia, and Mr. Himanshu Kanakia who are also the Directors of the Company. The Company does not hold any shares in KSRPL Not Applicable No, KSRPL does not holds any shares in the Company.									
3.	Details of previous transactions with the related party										
	(a) Total amount of all the transactions undertaken by the Company with the related party during the last financial year.	<table border="1"> <thead> <tr> <th style="text-align: center;">Sr. No.</th> <th style="text-align: center;">Nature of Transactions</th> <th style="text-align: center;">FY 2024-25 In ₹</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">1</td> <td>Loan</td> <td style="text-align: right;">12,50,00,000</td> </tr> <tr> <td style="text-align: center;">2</td> <td>Interest Receivable</td> <td style="text-align: right;">30,55,931</td> </tr> </tbody> </table>	Sr. No.	Nature of Transactions	FY 2024-25 In ₹	1	Loan	12,50,00,000	2	Interest Receivable	30,55,931
Sr. No.	Nature of Transactions	FY 2024-25 In ₹									
1	Loan	12,50,00,000									
2	Interest Receivable	30,55,931									
	(b) Total amount of all the transactions undertaken by the Company with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	<table border="1"> <thead> <tr> <th style="text-align: center;">Sr. No.</th> <th style="text-align: center;">Nature of Transactions</th> <th style="text-align: center;">FY 2024-25 In ₹</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">1</td> <td>Loan</td> <td style="text-align: right;">12,50,00,000</td> </tr> <tr> <td style="text-align: center;">2</td> <td>Interest Receivable</td> <td style="text-align: right;">30,55,931</td> </tr> </tbody> </table>	Sr. No.	Nature of Transactions	FY 2024-25 In ₹	1	Loan	12,50,00,000	2	Interest Receivable	30,55,931
Sr. No.	Nature of Transactions	FY 2024-25 In ₹									
1	Loan	12,50,00,000									
2	Interest Receivable	30,55,931									
	(c) Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the Company during the last financial year.	No such defaults occurred during the last financial year.									
4.	Amount of the proposed transaction(s)										
	(a) Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee and shareholders.	50 Crores									
	(b) Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes									

Sr. No	Description	Details of the related party transaction										
	(c) Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	19.67%										
	(d) Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	12.87%										
	(e) Financial performance of the related party for the immediately preceding financial year:	<table border="1"> <thead> <tr> <th style="text-align: center;">Particulars</th> <th style="text-align: center;">FY 2023-24 (In ₹)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>3,88,47,52,470</td> </tr> <tr> <td>Profit After Tax</td> <td>78,24,28,819</td> </tr> <tr> <td>Net worth</td> <td>14,37,39,213</td> </tr> </tbody> </table>	Particulars	FY 2023-24 (In ₹)	Turnover	3,88,47,52,470	Profit After Tax	78,24,28,819	Net worth	14,37,39,213		
Particulars	FY 2023-24 (In ₹)											
Turnover	3,88,47,52,470											
Profit After Tax	78,24,28,819											
Net worth	14,37,39,213											
5.	Basic details of the proposed transaction											
	(a) Specific type of the proposed transaction	Extension of Loan already granted										
	(b) Tenure of the proposed transaction (particular tenure in years or months shall be specified)	Repayable on demand made by the Company as and when required or within three (3) years, whichever is earlier (or such extended period as may be mutually agreed between Company and KSRPL subject to requisite approvals)										
	(c) Whether omnibus approval is being sought?	No										
	(d) Value of the proposed transaction during a financial year If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Not Applicable as the loan is already availed and the repayment terms is extended in the proposed resolution.										
	(e) Justification for the proposed RPT	The Company received a request from Kanakia Spaces Realty Private Limited ("KSRPL") to grant financial assistance for it's for the principal business activities.										
	(f) Details of the promoter(s)/ director(s)/ key managerial personnel of the Company who have interest in the transaction, whether directly or indirectly:	<table border="1"> <thead> <tr> <th style="text-align: center;">Name of the Promoter/ director / KMP</th> <th style="text-align: center;">Shareholding of the Promoter/ director / KMP, whether direct or indirect, in the related party</th> </tr> <tr> <th style="text-align: center;">(a)</th> <th style="text-align: center;">(b)</th> </tr> </thead> <tbody> <tr> <td>Mr. Rasesh Kanakia</td> <td>50%</td> </tr> <tr> <td>Mr. Himanshu Kanakia</td> <td>50%</td> </tr> <tr> <td>Mrs. Hiral Kanakia</td> <td>Nil</td> </tr> </tbody> </table>	Name of the Promoter/ director / KMP	Shareholding of the Promoter/ director / KMP, whether direct or indirect, in the related party	(a)	(b)	Mr. Rasesh Kanakia	50%	Mr. Himanshu Kanakia	50%	Mrs. Hiral Kanakia	Nil
Name of the Promoter/ director / KMP	Shareholding of the Promoter/ director / KMP, whether direct or indirect, in the related party											
(a)	(b)											
Mr. Rasesh Kanakia	50%											
Mr. Himanshu Kanakia	50%											
Mrs. Hiral Kanakia	Nil											
	(g) A copy of the valuation or other external party report, if any such report has been relied upon	N/A										
6.	Value of the proposed transaction (monetary value)	Loan up to ₹ 50 Crores (Rupees Fifty Crores Only) given through one or more tranches over a period of time.										
7.	The percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	19.67%										
8.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis											
9.	Source of funds in connection with the proposed transaction.	Surplus available with the Company										

Sr. No	Description	Details of the related party transaction	
		Particulars	Amount (In ₹)
10.	Where any financial indebtedness is incurred to give loan	Nature of indebtedness	NIL
		Total cost of borrowing	NIL
		Tenure	
		Other details	NIL
11.	Rate of interest at which the Company is borrowing from its bankers/ other lenders. Note: Disclosure shall be made of borrowings undertaken by the Company with a comparable maturity profile to the loan/ICD being granted by the listed entity.	NIL	
12.	Proposed interest rate to be charged by the Company from the related party	<ul style="list-style-type: none"> Interest at the rate of 14.00% p.a. Payment of interest to be made on quarterly basis 	
13.	Maturity / due date	24 September 2028	
14.	Repayment schedule & terms	Repayable on demand made by the Company as and when required or within three (3) years, whichever is earlier (or such extended period as may be mutually agreed between Company and KSRPL subject to requisite approvals)	
15.	Whether secured or unsecured?	unsecured	
16.	If secured, the nature of security & security coverage ratio	N/A	
17.	The purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the transaction.	The funds will be utilised by the beneficiary for its principal business activities.	
18.	Latest credit rating of the related party Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any		
19.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request. In addition, state the following: a. Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; b. Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting; c. Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation; d. Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016. Note: Past defaults that are no longer subsisting and have been cured or regularised need not be disclosed.	There is no such default.	
20.	Any other information that may be relevant		

As per Regulation 23(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all entities falling within the definition of related parties shall abstain from voting on these resolutions and accordingly, the promoters and the promoter group entities shall not vote on these resolutions.

Accordingly, as per Regulation 23 of SEBI LODR, approval of the shareholders is sought to enable the Company to enter into material related party transaction to extend the tenure of the Loan granted, without modifying the other existing terms for the principal business activities of KSRPL in one or more tranches over a period of time.

The Board of Directors of your Company recommends the Resolution as set out in Item No. 6 of the accompanying notice for the approval of members of the Company by way of Special Resolution.

All the Directors except for the Independent Directors are concerned or interested in the aforesaid resolution, financially or otherwise.

Item No. 7. To approve related party transaction in respect to holding of office or place of profit in the Company by Mr. Ashish Rasesh Kanakia

In terms of the provisions of Section 177, 188 and other applicable provisions of the Companies Act, 2013 (the 'Act'), the Audit Committee, Nomination and Remuneration Committee and the Board of Directors of the Company at their meetings held on 30 July 2025 have recommended the appointment and remuneration of Mr. Ashish Rasesh Kanakia, relative of Whole-time Director and Chairman of the Company to an Office or Place of Profit.

Section 188(1)(f) of the Companies Act, 2013 read with Rule 15(3) (i) of Companies (Meetings of Board and its Powers) Rules, 2014 as amended, provides that related party's appointment to any office or place of profit in the Company carrying monthly remuneration exceeding ₹2,50,000/- shall be subject to approval by the Board of Directors of the Company and the Members of the Company.

Further, fourth proviso to Section 188(1) of the Act prescribes that nothing in this sub-section shall apply to any transactions entered into by the company in its ordinary course of business other than transactions which are not on an arm's length basis. Although, the above transaction is at arms' length basis and in ordinary course of business for the Company.

Brief Profile

Mr. Ashish Kanakia completed his Bachelor's degree in Business Administration and joined the family business with an intention to learn and grow. For close to 3 years he has been working closely with cinema core teams. He is constantly looking at adding substantial value to customers through innovation in product and services. He strives to differentiate the offerings from competition and providing an

edge to the organisation. He is currently the Chief Executive Officer of the Company.

Given below is a statement of disclosures as required under the Companies (Meetings of Board and its Powers) Rules, 2014:

- a) Name of the related party: Mr. Ashish Rasesh Kanakia.
- b) Name of the director or key managerial personnel who is related, if any: Mr. Rasesh Babubhai Kanakia.
- c) Nature of relationship: Mr. Ashish Rasesh Kanakia is son of Mr. Rasesh Babubhai Kanakia.
- d) Nature, material terms, monetary value and particulars of the contract or arrangement:

In line with the Policy of the Company, Mr. Ashish Rasesh Kanakia to hold the Office or Place of Profit as Chief Executive Officer on a remuneration payable upto maximum limit of ₹1,50,00,000/- (Rupees One Crore Fifty Lakhs Only) as fixed and variable pay per annum and ₹ 50,00,000 (Rupees Fifty Lakhs only) in the form of perquisites per annum, as may be approved by the Board or any committee thereof as may be authorised by the Board.

- e) Brief Profile and any other information relevant or important for the members to take a decision on the proposed resolution: As mentioned above.

The Board, based on the recommendation of the Audit Committee and Nomination and Remuneration Committee, unanimously, recommends the ordinary resolution as set out in Item No. 6 of this notice.

None of the Directors or Key Managerial Personnel or their relatives, other than Mr. Rasesh Babubhai Kanakia, Mr. Himanshu Babubhai Kanakia and Mrs. Hiral Himanshu Kanakia, Directors of the Company and their relatives, are deemed to be concerned or interested financially or otherwise, in the resolution set out at Item No. 6 of this Notice.

Item No. 8: Appointment of M/s. D. M. Zaveri & Co., Practising Company Secretaries, Mumbai, a Peer Reviewed Firm as the Secretarial Auditors of the Company.

Pursuant to the Regulation 24A & other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with provisions of Section 204 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Companies Act, 2013, if any ("the Act"), the Audit Committee and the Board of Directors at their respective meetings held on 12 May 2025 have approved subject to approval of Members, appointment of M/s D. M. Zaveri & Co., Practising Company Secretaries, Mumbai, a Peer Reviewed Firm as Secretarial Auditors for a term of 5 (Five) consecutive years from 01 April 2025 till 31 March 2030.

Credentials of the Secretarial Auditor:

M/s. D. M. Zaveri & Co., a reputed firm of practicing Company Secretaries with over 24 years of experience. The Firm is specialised in delivering comprehensive professional services across Corporate Laws, Secretarial Audit, Due Diligence Audits, Compliance Audits, SEBI Regulations and FEMA Regulations Securities law including Corporate Governance & CSR, Capital markets, RBI, etc. M/s. D. M. Zaveri & Co. were appointed as Secretarial Auditors of the Company for conducting secretarial audit for the previous financial years upto financial year 2024-25 and the same is not considered as a term of Appointment of Secretarial Auditor as per Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "LODR Regulations"). In terms of Regulation 24A of LODR Regulations read with SEBI notification dated 12 December 2024, and other applicable provisions, the Company can appoint a peer reviewed firm as secretarial auditors for not more than two (2) terms of five (5) consecutive years. M/s. D. M. Zaveri & Co. is eligible for appointment for a period of five years. Over the years, M/s. D. M. Zaveri & Co., has built a diverse client base and has served many corporate clients. Its clientele spans across corporates in the public sector, listed and multinational companies, leading corporates, MSMEs and firms.

M/s. D. M. Zaveri & Co. has given their consent to act as Secretarial Auditors of the Company and confirmed that their appointment, if made, would be within the limits specified by the Institute of Companies Secretaries of India. They have further confirmed that they are not disqualified to be appointed as Secretarial Auditors in term of provisions of the Companies Act, 2013, the Companies Secretaries Act, 1980 and Rules and Regulations made thereunder, and the SEBI Listing Regulations read with SEBI Circular dated 31 December 2024. The firm is Peer reviewed in terms of the guidelines issued by the ICSI.

Terms and conditions of appointment & remuneration:

- a) **Term of appointment:** 5 (Five) consecutive years commencing from 01 April 2025 up to 31 March 2030.
- b) **Fee:** As may be fixed by the Board of Directors of the Company from time to time plus applicable taxes and other out-of-pocket expenses in connection with the Secretarial audit for Financial Years ending 31 March 2026. The proposed fee is based on knowledge, expertise, industry experience, time and efforts required

to be put in by the Secretarial auditor, which is in line with the industry benchmark. Besides the Secretarial Audit services, the Company may also obtain certifications from them under various statutory regulations and certifications required by banks, statutory authorities, audit related services and other permissible non-secretarial audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board of Directors in consultation with the Audit Committee. The above fee excludes the proposed remuneration to be paid for the purpose of secretarial audit of subsidiaries, if any.

Fee for subsequent year(s): The Board of Directors and the Audit Committee shall approve revisions to the remuneration for the remaining part of the tenure.

Basis of recommendations:

The Audit Committee and the Board of Directors have approved & recommended the aforementioned proposal for approval of Members taking into account the eligibility of the firm, qualification, experience, independent assessment & expertise of Mr. Dharmesh Zaveri, Proprietor of M/s. D. M. Zaveri & Co. for providing Secretarial audit related services, competency of the staff and Company's previous experience based on the evaluation of the quality of audit work done by them in the past.

The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with M/s. D. M. Zaveri & Co.

Based on the recommendations of the Audit Committee, the Board of Directors have approved and recommended the aforesaid proposal for approval of members taking into account the eligibility of the firm's qualification, experience, independent assessment & expertise in providing secretarial audit related services, competency of the staff and Company's previous experience based on the evaluation of the quality of audit work done by them in the past., the Board of Directors recommends passing of the Ordinary Resolution under Item No. 7 of the accompanying Notice for approval of Members.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No.7.

Annexure

Details of Directors seeking appointment/re-appointment at the Annual General Meeting, Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Particulars	Mr. Rasesh Kanakia	Mr. Himanshu Kanakia
DIN	00015857	00015908
Date of Birth	14 September 1961	01 January 1964
Date of Appointment	22 May 2002	01 May 2006
Nationality	Indian	Indian
Qualification	Owner President Management Programme from Harvard University	Engineer
Experience in Functional Area	<p>Mr. Rasesh Kanakia is the Chairman since incorporation and has as career spanning of around 36 years. He began his career as a real estate consultant in the year 1984 and subsequently ventured into real estate development in the year 1986. He has been pioneer in getting the Company into exhibition business.</p> <p>As the Chairman of our Company, he looks after critical functions of the management viz., Finance, Strategic management and Public Relations.</p>	<p>Mr. Himanshu B. Kanakia, Managing Director is the member of the Board since incorporation and has as career spanning of around 36 years. He forms an integral part of the Company and is the energy behind the day to day management. He has contributed largely to the success of the Company with his keen focus on the management, operations and the administration of the Company. In his guidance the Kanakia Group has developed and successfully delivered 14 million sq. ft. of the commercial, residential, entertainment, education and industrial spaces.</p>
Directorship in other Companies (Public Limited Companies)	NIL	NIL
Membership/ Chairmanship of Board Committees of other Companies (Includes only Audit Committee and Stakeholders Relationship Committee)	Member of Audit Committee and Stakeholders Relationship Committee.	Member in Stakeholder Relationship Committee Meeting
Number of Board Meetings attended in FY 2024-25	6 Meetings	6 Meetings
No. of shares held in the Company	12,73,924	12,73,824
Terms & Conditions of Appointment/Re-appointment	Re-appointed as Executive Chairman of the Company for a period of 5 (five) years i.e. 01 May 2026 to 30 April 2031 effective from expiry of his present term ending on 30 April 2026, and liable to retire by rotation.	Re-appointed as Managing Director of the Company for a period of 5 (five) years i.e. 01 May 2026 to 30 April 2031 effective from expiry of his present term ending on 30 April 2026, and liable to retire by rotation.
Relationship with other Directors/Manager/KMP	Brother of Mr. Himanshu Kanakia and brother in-law of Mrs. Hiral Kanakia	Husband of Mrs. Hiral Kanakia and Brother of Mr. Rasesh Kanakia
Resignation details in the listed entities during the last three years.	Nil.	Nil

Particulars	Mr. Rasesh Kanakia	Mr. Himanshu Kanakia
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	He is a Promoter of the Company and holds 12,73,924 Equity shares (i.e. 3.72%) of the Company of Face Value of ₹ 5/- (Rupees Five only) each. The relationship with Managerial personnel is as stated above.	He is a Promoter of the Company and holds 12,73,824 Equity shares (i.e. 3.72%) of the Company of Face Value of ₹ 5/- (Rupees Five only) each. The relationship with Managerial personnel is as stated above.
Remuneration	The remuneration details are given in the Corporate Governance Section of the Annual Report.	The remuneration details are given in the Corporate Governance Section of the Annual Report.

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

Sd/-
Rasesh Kanakia
Chairman and Executive Director
DIN: 00015857

Place: Mumbai
Date: 30 July 2025

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.moviemax.co.in

ANNUAL GENERAL MEETING THROUGH VIDEO CONFERENCING FACILITY OR OTHER AUDIO-VISUAL MEANS:

Notes:

1. The Government of India, Ministry of Corporate Affairs has allowed conducting Annual General Meeting (“the AGM”) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispensed the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated 08 April 2020, Circular No. 17/2020 dated 13 April 2020 and Circular No. 20/2020 dated 05 May 2020 and Circular No. 02/2021 dated 13 January 2021 and Circular No. 21/2021 dated 14 December 2021 and 02/2022 dated 05 May 2022, 10/2022 dated 28 December 2022, 09/2023 dated 25 September 2023 and 9/2024 dated 19 September 2024 (“**MCA Circulars**”) and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15 January 2021 and Circular No. SEBI/HO/DDHS/P/CIR/2022/0063 dated 13 May 2022, SEBI/HO/CRD/PoD-2/P/CIR/2023/4 dated 05 January 2023, Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 07 October 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 03 October 2024 issued by the Securities Exchange Board of India (“**SEBI Circular**”) prescribing the procedures and manner of conducting the AGM through VC/OVAM. In terms of the said circulars, the AGM of the Members will be held through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only. The deemed venue of the AGM shall be the Registered Office of the Company. The procedure for joining the AGM through VC / OAVM is mentioned in this Notice.
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/authorisation etc., authorising its representative to attend the Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said resolution/authorisation shall be sent to investor@cinline.co.in not less than 72 (seventy-two) hours before the commencement of the Meeting i.e., by 11.00 A.M (IST) on Tuesday, 23 September 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. **Prior registration of Speakers at AGM:** Members who would like to speak during the meeting, express views or ask questions, shall register as a speaker by sending email at investor@cinline.co.in. Please mention name, folio or DP ID and client ID, email, mobile number etc. The said request should reach the Company on or before 22nd September, 2025. If any member would like to ask question or want information, please mention the same in the aforementioned request. This would help to conduct meeting smoothly keeping in view the AGM is being held through VC
6. **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 Tuesday, 19 August 2025. (“**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, MUFG Intime India Private Limited at e-mail id rnt.helpdesk@in.mpms.mufig.com.
7. **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.moviemax.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.
8. 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.
9. MUFG Intime India Private Limited (Formerly known as 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:

**MUFG Intime India Private Limited
(Formerly known as Link Intime India Private Limited) (Cinline 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@in.mpms.mufig.com

Website: www.in.mpms.mufig.com

9. Members holding shares in dematerialised 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. MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) (“MUFG”) to provide efficient and better services.
10. Members holding shares in physical form are requested to intimate such changes to MUFG. Members holding shares in physical form are requested to consider converting their holding to dematerialised form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or MUFG for assistance in this regard.
11. SEBI vide its circular dated 25 January 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 dematerialised form. In compliance with the aforesaid notifications, the members are advised to dematerialise their shares immediately.
12. Non-Resident Indian Members are requested to inform the MUFG 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. Thursday, 18 September 2025.
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@in.mpms.mufg.com or call on +91 (022) 4918 6175.
18. All grievances connected with the facility for voting by electronic means may be addressed to instameet@in.mpms.mufg.com or call on +91 (022) 4918 6175.

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

Remote e-Voting Instructions for shareholders:

- i) The e-voting facility (remote e-voting and e-voting at the AGM) will be provided by MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited)
- ii) The remote e-voting period commences on Monday, 22 September 2025 (9.00 a.m IST) and ends on Thursday, 25 September 2025 (5.00 p.m. IST). The remote e-voting module shall be disabled by MUFG Intime India Private Limited for voting thereafter. During this period, Members of the Company, holding shares as on the cut-off date, may cast their vote electronically.
- iii) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- iv) A person who is not a Member as on the Cut-Off Date should treat this Notice of AGM for information purpose only.

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/ CIR/P/0155 dated 11 November 2024, shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email id correctly in their demat accounts to access remote e-Voting facility.

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.nsd.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 “MUFG InTime” 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 “MUFG InTime” 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 “MUFG InTime” 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 – Individual Shareholders registered/opted for CDSL Easi/Easiest facility

Shareholders who have registered for CDSL Easi/Easiest facility.

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/home/login> or HYPERLINK “<http://www.cdslindia.com/>”www.cdslindia.com HYPERLINK “<http://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 “LINK INTIME”/ MUFG InTime 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

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

- a) To register, visit URL:
HYPERLINK “<https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration%20/>”<https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/>
<https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- 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” / MUFG InTime 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 -Individual Shareholders directly visiting the e-voting website of CDSL.

- a) Visit URL: HYPERLINK “<http://www.cdslindia.com/>”<https://www.cdslindia.com/> HYPERLINK “<http://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 “LINK INTIME” / MUFG InTime”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:

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

1. Visit URL: <https://instavote.linkintime.co.in>

Shareholders who have not registered for INSTAVOTE facility:

2. Click on “**Sign Up**” under ‘SHARE HOLDER’ tab and register with your following details:

A. User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company..

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 **NSDL form**, shall provide ‘D’ above*

Shareholders holding shares in **physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘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).
- ▶ Enter Image Verification (CAPTCHA) Code
- ▶ Click “Submit” (You have now registered on InstaVote).

Shareholders who have registered for INSTAVOTE facility:

3. Click on “Login” under ‘SHARE HOLDER’ tab.
 - a) User ID: Enter your User ID
 - b) Password: Enter your Password
 - c) Enter Image Verification (CAPTCHA) Code
 - d) Click “Submit”
4. Cast your vote electronically:
 - a) After successful login, you will be able to see the “Notification for e-voting”.
 - b) Select ‘View’ icon.
 - c) E-voting page will appear.
 - d) 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).
 - e) After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
 - f) 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 – Custodian / Corporate Body/ Mutual Fund 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 organisation 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 InstaVote Login credentials.
- 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 Investor’s Name as updated with DP.
- 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 or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.

- E Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). 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

Visit URL: HYPERLINK “https://instavote.linkintime.co.in/”HYPERLINK “https://instavote.linkintime.co.in” and login with credentials as received in Step 1 above.

Click on ‘Votes Entry’ tab under the Menu section.

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.

Enter ‘16-digit Demat Account No.’ for which you want to cast vote.

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).

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. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2: VOTES UPLAOD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials.
- 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, Organisation 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, 19 August 2025
2. The e-voting period commences on Sunday, 21 September 2025 (9.00 a.m. IST) and ends on Wednesday, 24 September 2025 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialised form, as on Thursday, 18 September 2025 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 AGM. Members who have already cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote at the AGM. Only those Members who attend the AGM 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 AGM.
4. Any person, who acquires shares of the Company and becomes its Member after the sending of Notice of the AGM and holds shares as on the cut-off date for voting i.e. Thursday, 18 September 2025, may obtain the login ID and password by sending a request to enotices@in.mpms.mufg.com 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 Scrutiniser to scrutinise the remote e-voting and ensure that the voting process at the AGM is conducted in a fair and transparent manner.
6. The Scrutiniser shall after the conclusion of voting at the AGM, 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 AGM, a consolidated Scrutiniser’s Report of the total votes cast in favour/against, if any, to the Chairperson or a person authorised 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 Scrutiniser shall be placed on the website of the Company www.moviemax.co.in and on the LIPL website <https://instameet.in.mpms.mufg.com> 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.in.mpms.mufig.com> & 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 scrutiniser 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.