



17+ YEARS OF PROVEN RECORD



**CITY PULSE MULTIPLEX LIMITED
& LUVV KUSH GROUP**

29 Screens All Over Gujarat

CORPORATE INFORMATION

BOARD OF DIRECTORS*

Arpit Mehta	Managing Director
Rajal Arpit Mehta	Director & Chief Financial Officer
Luvv Mehta	Director (Executive)
Nalini Mehta	Director (Executive)
Rajnikant Mehta	Whole Time Director
Rajal Ashit Mehta	Non-Executive Director
Hitendra Kanodia	Independent Director
Samir Mehta	Independent Director
Smit Barot	Independent Director

COMPANY SECRETARY

Mrs. Divya Agrawal

STATUTORY AUDITOR

O R Maloo & Co.

Chartered Accountants

403, Shaival Plaza, Gujarat College Road,
Ellisbridge, Ahmedabad - 380006

BANKERS

Axis Bank

REGISTRAR AND SHARE TRANSFER AGENT

Accurate Securities and Registry Private Limited

203, Shangrila Arcade, Nr. Shyamal Cross Road,
Satellite, Ahmedabad, Gujarat - 380015

REGISTERED OFFICE

401, Sachet – I, Swastik Cross Road, Navrangpura,
Ahmedabad – 380009

* Notes

Smit Barot and Bhushan Vaishnav appointed as Additional Directors (Independent) on June 12, 2018.

Luvv Mehta and Rajal Ashit Mehta appointed as Additional Directors (Executive) on March 1, 2018.

Appointment of all four above was ratified and duly confirmed by Members in previous AGM.

Bhushan Vaishnav resigned w.e.f November 23, 2018

Samir Mehta appointed w.e.f. October 6, 2018

Arpit Mehta, Rajal Mehta and Hitendra Kanodia appointed on Board w.e.f July 31, 2019



CITY PULSE MULTIPLEX LIMITED
& LUVV KUSH GROUP

COMMITTEES OF THE BOARD

Audit Committee*

Smit Barot – Chairman
Samir Mehta – Member
Luvv Mehta – Member

Nomination and Remuneration Committee*

Smit Barot – Chairman
Samir Mehta – Member
Luvv Mehta – Member

Stakeholder Relationship Committee*

Rajnikant Mehta – Chairman
Smit Barot – Member
Luvv Mehta – Member

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NOTICE

NOTICE is hereby given that the 19th Annual General Meeting of the Members of City Pulse Multiplex Limited will be held on Friday, the 27th day of September, 2019 at 11:30 a.m., at Wow Cinepulse, 6th Floor, Sparsh Arcade, Zundal Circle, Road, Opposite Bharat Petroleum, Chandkheda, Ahmedabad – 382424 to transact the following business:

ORDINARY BUSINESS:

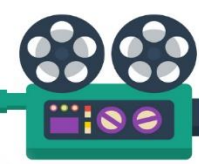
1. To consider and adopt the Financial Statements of the Company for the financial year ended March 31, 2019, and the Reports of the Board of Directors and the Auditors.
2. To appoint a Director in place of Smt. Nalini Rajnikant Mehta (DIN: 07158793), who retires by rotation, and being eligible to offer himself for re-appointment.

SPECIAL BUSINESS:

1. **To give approval for Related Party Transactions and in this regard pass the following Resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force), and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the members of the Company be and is hereby accorded to the Board of Directors to approve related party transactions, which are not on arm's length basis, entered or to be entered into by the Company for an amount not exceeding ₹ 20 Cr., severally for each of the following parties:

Name of Related Party	Nature
Wow Cine Pulse Multiplex Private Limited	188 (1) (a) to (f)
Luvv Kush Infraprojects Private Limited	188 (1) (a) to (f)



RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to perform and execute all such deeds, matters and things including delegation of such authority as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto.”

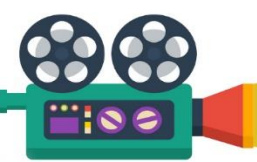
2. To approve change in designation of Mr. Luvv Mehta and pass with or without modification(s), the following resolution as an Special Resolution:

RESOLVED THAT pursuant recommendation from Board and pursuant to Section 149 and 152 of Companies Act, 2013 read with rules and regulations made there under and as amended, Approval of Members be and is hereby accorded for change in designation of Luvv Mehta (DIN: 08019908) from Non-Executive Director to Executive Director at a monthly remuneration as may be approved by the Board in consultation with Nomination and Remuneration committee, liable to retire by rotation w.e.f July 31, 2019;

RESOLVED FURTHER THAT all the members of the Board be and are hereby, collectively authorized to submit forms and necessary explanations as may be required to give effect to the above resolution.

3. To appoint Shri Arpit Mehta as Executive Director and pass with or without modification(s), the following resolution as an Ordinary Resolution

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed thereunder (including any statutory modification(s) or enactment thereof for the time being in force), ShriArpit Mehta (DIN: 00213945), Who was appointed as Additional Executive Director of the Company by the Board of Directors w.e.f. July 31, 2019 and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose ShriArpit Mehta as a candidate for the office of a Director of the Company, be and is hereby appointed as Executive Director of the Company, liable to retire by rotation;



RESOLVED FURTHER THAT all the members of the Board be and are hereby, collectively authorized to submit forms and necessary explanations as may be required to give effect to the above resolution”

4. To appoint Smt. Rajal Arpit Mehta as Executive Director and pass with or without modification(s), the following resolution as an Ordinary Resolution

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed thereunder (including any statutory modification(s) or enactment thereof for the time being in force), Smt. RajalArpit Mehta (DIN: 00213996), Who was appointed as Additional Executive Director of the Company by the Board of Directors w.e.f. July 31, 2019 and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose Smt. RajalArpit Mehta as a candidate for the office of a Director of the Company, be and is hereby appointed as Executive Director of the Company, liable to retire by rotation at monthly remuneration as may be approved by the Board in consultation with Nomination and Remuneration Committee;

RESOLVED FURTHER THAT all the members of the Board be and are hereby, collectively authorized to submit forms and necessary explanations as may be required to give effect to the above resolution”

5. To appoint Shri Hitendra Kanodia as Independent Director and if thought fit, to pass, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed thereunder as read with Schedule IV to the Act, (including any statutory modification(s) or enactment thereof for the time being in force), Shri Hitendra Kanodia (DIN: 02278388), Who was appointed as Independent (Additional) Director of the Company by the Board of Directors w.e.f. July 31, 2019, and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose ShriHitendraKanodia (DIN: 02278388) as a candidate for the office of a Director of the Company, be and is hereby appointed as an Independent



Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years upto July 30, 2024.

6. Appointment of Shri Arpit Mehta as Managing Director and in this regard pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013 approval of the members of the Company be and is hereby accorded to the appointment of Shri Arpit Mehta (DIN: 00213945), as Managing Director of the Company with effect from July 31, 2019 to July 30, 2024, as well as the payment of salary, commission and perquisites (hereinafter referred to as “remuneration”), upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with the authority to the Board of Directors to alter and vary the terms and conditions of the said appointment and / or agreement in such manner as may be agreed to between the Board of Directors and appointee Managing Director.

RESOLVED FURTHER THAT the remuneration payable to Shri Arpit Mehta (DIN: 00213945) shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

7. To appoint Shri Samir Mehta as Independent Director and if thought fit, to pass, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed thereunder as



read with Schedule IV to the Act, (including any statutory modification(s) or enactment thereof for the time being in force), Shri Samir Mehta (DIN: 08250911), Who was appointed as Independent (Additional) Director of the Company by the Board of Directors w.e.f. October 6, 2018, and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose Shri Samir Mehta (DIN: 08250911) as a candidate for the office of a Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years upto October 5, 2023.

On behalf of the Board of Directors

Sd/-

Luvv Mehta

Director

(DIN:08019908)

July 31, 2019

Ahmedabad

Notes:

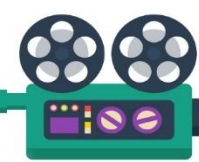
- A member entitled to attend and vote at the Annual General Meeting ("the meeting") is entitled to appoint a proxy to attend and vote instead of himself and such a proxy need not be a member.
- The instrument appointing proxy/proxies in order to be effective must be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting.
- Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send to the company a duly certified board resolution authorizing their said representative(s) to attend and vote on their behalf at the meeting.
- The Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed hereto.
- Pursuant to the provisions of Section 91 of the Act, the Register of Members and Share Transfer Books will remain closed on all days from Friday, September 20, 2019 to Friday, September 27, 2019, both days inclusive.



- Members/Proxies are requested to bring the attendance slip along with their copy of the Annual Report to the Meeting.
- Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions in writing to the Company Secretary at least ten days before the date of the Meeting, so that the information required may be made available at the Meeting.
- Members holding shares in physical form and desirous to convert their shares in dematerialized form are requested to send their request along with share certificates to the Depository Participant. Further, all the members are requested to provide their email ID, if any, to the Company and RTA in following manner:

Name	Folio No. DP ID/Client ID	E-mail ID

- Relevant documents referred to in the accompanying Notice and the Explanatory Statement will be available for inspection by the members at the registered Office of the Company between 11.00 AM and 1.00 P.M. on all working days up to the date of the Annual General Meeting.
 - Members holding shares in dematerialized form are requested to intimate all changes with respect to their address/bank details/mandate etc. to their respective Depository Participant. The Company or its share transfer agent will not act on any direct request from these members for change of such details. However request for any change in respect of shares held in physical form should be sent to Company or Registrar & Share Transfer Agent.
- I. Messrs. Richi Prerak & Associates, Practicing Company Secretaries, have been appointed as the scrutinizers to scrutinize the voting in fair and transparent manner.
 - II. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 Hrs from the conclusion of the AGM a scrutinizer's report of the total votes cast



in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.wowcinepulse.com immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be communicated to Stock Exchange where the shares of the Company are listed.



EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

Item No. 1 from Special Business

The Company frequently enters into transactions with parties as defined under section 2 (76) of the Companies Act, 2013. The Company is currently making all the transactions with related parties in ordinary course of business, which are approved by the audit committee and Board of Directors of the Company. The Company may, in future have to enter into certain business transactions with related parties during, which may not be on arm's length basis, and as Section 188 requires Member's approval, the Company proposes to take prior approval from Members for Nature and amount of transactions, which may have to be entered in future by the Company.

The Board further assures that the management of the Company either expressly or impliedly shall not enter into any related party transaction to take any personal benefit or to defeat interest of the Company.

Wow Cine Pulse Multiplex Pvt. Ltd. and Luvv Kush Infraprojects Pvt. Ltd. and their related parties as covered under 2(76) & 2(77) of the Companies Act, 2013 are interested in the said resolution.

The Board recommends above resolution to be passed as an ordinary resolution.

Item No. 2 from Special Business:

Dr. Luvv Mehta, is a part of Promoter Group and is associated in the Business since long. His involvement in Business operations have been increasing with passage of time and thus, the Board of the Company have recommended to alter his position from Non-Executive to Executive to enable him enter into Financial Transactions with the Company, as and when required with the permission from Board and Committees.

None of the Directors (except Mr. Luvv Mehta and his relatives) or Key Managerial Personnel of Company and their relatives are concerned or interested, financially or otherwise in the said resolution.

The Board recommends above resolution to be passed as a Special resolution.