



NOTICE

NOTICE is hereby given that the 20th Annual General Meeting of the Members of City Pulse Multiplex Limited will be held on Friday, the 25th day of September, 2020 at 11:30 a.m., at Registered office of the company through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') facility 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, 2020, and the Reports of the Board of Directors and the Auditors.
2. To appoint a Director in place of Shri. Rajnikant Ashabhai Mehta (DIN: 07158793), who retires by rotation, and being eligible to offer himself for re-appointment.
3. To ratify the appointment of M/S S. D. Mehta & Co. as Statutory 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 sub-section 8 of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including statutory modifications or reenactments thereof for the time being in force) and after taking into account the recommendations of Audit committee, M/S S. D. Mehta & Co, Chartered Accountants (Registration No. 137193W), be and are hereby ratified as the Statutory Auditors of the Company for auditing the Accounts for F.Y. 2019-20 whose appointment was made by Board in their Meeting held on January 30, 2020, to hold office until the conclusion of ensuing Annual General Meeting pursuant to the casual vacancy in the office of auditor caused due to resignation by the erstwhile auditors, on such remuneration plus Goods & Service Tax as applicable and reimbursement of out of pocket expenses in connection with the audit as may be mutually agreed upon by the Board of Directors upon the recommendations by the Audit Committee and the Statutory Auditors."

4. To appoint M/S S. D. Mehta & Co. as Statutory 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 sub-section 8 of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including statutory modifications or re-enactments thereof for the time being in force) and after taking into account



the recommendations of Audit committee and subject to approval of members, M/SS. D. Mehta & Co, Chartered Accountants (Registration No. 137193W), be and are hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of 20th Annual General Meeting of the company until the conclusion of the 25th Annual General Meeting to be held in the year 2024-25, on such remuneration plus Goods & Service Tax as applicable and reimbursement of out-of pocket expenses in connection with the audit as may be mutually agreed upon by the Board of Directors upon the recommendations by the Audit Committee and the Statutory Auditors.”

SPECIAL BUSINESS:

5. 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 Rs.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)
ArpitRajnikant Mehta	188 (1) (a) to (f)
LuvvArpit Mehta	188 (1) (a) to (f)
RajalArpit Mehta	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.”



CITY PULSE
MULTIPLEX LIMITED



6. To appoint ShriSirishbhai Patel as Professional 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), ShriSirishbhai Patel (DIN: 08644437), Who was appointed as Additional ProfessionalExecutiveDirector of the Company by the Board of Directors w.e.f. December24, 2019 and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose ShriSirishbhai Patel as a candidate for the office of aExecutive Director of the Company, be and is hereby appointed as Professional 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.”

**On behalf of the Board of Directors
of City Pulse Multiplex Limited**

Sd/-
ArpitkumarRajnikant Mehta
ManagingDirector
(DIN: 00213945)

August 22, 2020
Ahmedabad



Notes:

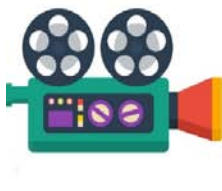
- In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its circular dated 5 May 2020 read with circulars dated 8 April 2020 and 13 April 2020 (collectively referred to as 'MCA Circulars') and SEBI circular dated 12 May 2020 permitted the holding of the Annual General Meeting ('AGM') through VC/OAVM facility, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the 'Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and MCA Circulars, the AGM of the Company is being conducted through VC/OAVM, hereinafter called as 'e-AGM'.
- The deemed venue for Twentieth e-AGM shall be the registered office of the Company
- Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this e-AGM is being held pursuant to the MCA Circulars through VC/OAVM facility, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the e-AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- Corporate members intending to send their authorized representative(s) to attend the meeting(e-AGM) 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.
- The facility of joining the e-AGM through VC/OAVM will be opened 15 minutes before and will be open upto 15 minutes after the scheduled start time of the e-AGM, i.e. from 11.15 A.M. to 11.45 A.M. This rule would however not apply to participation of shareholders holding 2% or more shareholding, promoters, institutional investors, directors, key and senior managerial personnel, auditors etc.
- 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 18, 2020 to Friday, September 25, 2020, both days inclusive.



- In terms of section 101 and 136 of the Act, read together with the Rules made thereunder, the listed companies may send the notice of annual general meeting and the annual report, including Financial Statements, Board Report etc. by electronic mode. Pursuant to the said provisions of the Act read with MCA Circulars, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website at www.wowcinepulse.com and website of the Stock Exchanges i.e. BSE Ltd. at www.bseindia.com.
- 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

- 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.
- Since the meeting will be conducted through VC/OAVM facility, the Route Map is not annexed in this Notice.
- Instructions for e-voting and joining the e-AGM are as follows:



Voting at e-AGM:

- The Members / shareholders shall be given opportunity to vote at the E-AGM itself. Ballot papers are enclosed to this Notice, which shall be printed and filled and sent on cs@wowcinepulse.com before, during the E-AGM or at time of voting allowed by the chairman at the conclusion of the Meeting.
- No E Voting facility is required for SME listed companies and thus company has not hired any E Voting agency for the same.
- Chairman shall also allow oral voting at meeting, where present members shall speak out their Name and folio / Client ID and shall convey their assent or dissent for all or any particular resolution, which shall be duly recorded and kept for records.
- Upon oral recording accompanied by Ballots, scrutinizer shall consider the same and count votes accordingly and issue scrutinizers report.
- Members attending the e-AGM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.

Instructions for members for attending the e-AGM:

- i. Members will be able to attend the e-AGM through VC/OAVM or view the live webcast of AGM provided by Zoom Meet at <https://zoom.us/j/91034056094> using their login credentials. The link for e-AGM will be available in member's login.
- ii. Members are encouraged to join the meeting through Laptops with Google Chrome for better experience.
- iii. Further, members will be required to allow camera, if any, and hence use internet with a good speed to avoid any disturbance during the meeting.
- iv. While all efforts would be made to make the VC/OAVM meeting smooth, participants connecting through mobile devices, tablets, laptops etc. may at times experience audio/video loss due to fluctuation in their respective networks. Use of a stable Wi-Fi or LAN connection can mitigate some of the technical glitches.



- v. Members, who would like to express their views or ask questions during the eAGM will have to register themselves as a speaker by sending an advance mail on cs@wowcinepulse.com, with subject "Speaker Registration" during the period starting from 22nd September 2020 (9.00 a.m.) upto 24 September 2020 (5.00 p.m.). Only those members who have registered themselves as a speaker will be allowed to express their views/ask questions during the e-AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the e-AGM. Please note that only questions of the members holding the shares as on cut-off date will be considered.
- vi. A video guide assisting the members attending e-AGM either as a speaker or participant is available for quick reference at URL <https://zoom.us/j/91034056094>
- vii. Members who need technical assistance before or during the twentieth e-AGM can contact investor@accuratesecurities.com or Helpline: 079-48000319

General Instructions:

- i. The Board of Directors has appointed Messrs. Richi Prerak & Associates, Practicing Company Secretaries, as the Scrutinizer to the e-voting process and voting at the e-AGM in a fair and transparent manner.
- ii. Voting is not allowed simultaneously thorough E-AGM and Evoting. Both being different, shareholder needs to complete e-voting during the period mentioned in Notes above and for attending the E-AGM, he/she may attend through Zoom Meets.
- iii. The Scrutinizer shall, immediately after the conclusion of voting at the e-AGM, count the votes cast at the meeting in the presence of at least two witnesses, not in the employment of the Company and make a Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the Company, who shall countersign the same.

The Scrutinizer shall submit his report to the Chairman or in his absence Managing Director & CEO of the Company, who shall declare the result of the voting. The results declared along with the scrutinizer's report shall be placed on the Company's website www.wowcinepulse.com and shall also be communicated to the stock exchanges where the shares of the Company are listed. The resolutions shall be deemed to be passed at the AGM of the Company.



EXPLANATORY STATEMENT

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

ITEM NO. 3 and 6

The Board of Directors of the Company in their meeting held on January 30, 2020 appointed M/s. S. D. Mehta & Co, Chartered Accountants (ICAI Registration no. 137193W), Ahmedabad as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. O R Maloo and Co., Chartered Accountants. The appointment of M/s. S. D. Mehta & Co, Chartered Accountants (ICAI Registration no. 137193W), Ahmedabad was to be ratified at convened EGM, but due to COVID-19, the EGM convened was called off and thus the Agenda of ratification was carried forward to upcoming General meeting to ensure rights of holder and compliance with law is made in true sense. The Company vide its communication dated March 25, 2020 informed its stakeholders that the Convened EGM was postponed Sine die and as the situation became worse with passage of time, the EGM was called off.

The Board of Directors of the Company on the recommendation of the Audit Committee, recommended for the approval of the Members, the appointment of Messrs. S. D. Mehta & Co, Chartered Accountants (ICAI Registration no. 137193W), as the Statutory Auditors of the Company for a period of five years from the conclusion of this AGM till the conclusion of the 25th AGM.

M/s. S. D. Mehta & Co, Chartered Accountants have given their consent to act as the Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act.

Two resolutions are placed before the members for same matter; one is with respect to ratification of Auditors for their appointment to Audit FY 2019-20 and another is with respect to their appointment for term of five years, as their term would end at this AGM due to appointment in casual vacancy.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.



ITEM NO. 5 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 Private Limited 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 special resolution.

ITEM NO. 6 FROM SPECIAL BUSINESS:

Shri Sirishbhai Patel (DIN: 08644437), who was appointed as Additional Professional Executive Director of the Company by the Board of Directors w.e.f. December 24, 2019 and who holds office upto the date of this Annual General Meeting as per the provisions of Section 161 of the Companies Act, 2013. In this regard, the Company has received request in writing from a member of the Company proposing Shri Sirishbhai Patel candidature for appointment as a professional Executive Director of the Company in accordance with the provisions of Section 149, 152, 161 and all other applicable provisions of the Companies Act, 2013. The Company has received a notice in writing from a member signifying his intention to propose Shri Sirishbhai Patel as a candidate for the office of a Director of the Company. The Board feels that presence of Shri Sirishbhai Patel (DIN: 08644437) on the Board is desirable and would be beneficial to the company.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.



Brief Profile of Mr. Sirishbhai Patel

Mr. Sirishbhai Patel, is a renowned Business personality, who has his Business forte and numerous Business ventures in Hotel and Motel Industry abroad (majorly USA). He holds bachelor's degree in Computer Science from Lincoln memorial University in Tennessee, USA.

He has forayed into and has proven track into multiple Business segments including Food and Restaurant Industry.

His presence on Board shall be beneficial to add much required value to City Pulse group.

**On behalf of the Board of Directors
of City Pulse Multiplex Limited**

Sd/-

ARPITKUMAR RAJNIKANT MEHTA
Managing Director
(DIN: 00213945)

August 22, 2020

Ahmedabad