



www.qubecinema.com

# DIGITAL CINEMA

## QUBE CINEMA TECHNOLOGIES PRIVATE LIMITED

Registered Office: No. 42, Dr. Ranga Road, Mylapore, Chennai – 600 004  
CIN: U92490TN1986PTC012536 Email ID: srivarshin@qubecinema.com

### NOTICE OF THIRTY FIFTH ANNUAL GENERAL MEETING OF QUBE CINEMA TECHNOLOGIES PRIVATE LIMITED

**NOTICE IS HEREBY GIVEN THAT** the Thirty Fifth Annual General Meeting of the Shareholders of the Company will be held on Thursday, the 17<sup>th</sup> of September 2020 at 10:00 A.M. through Video conference to transact the following Business:-

#### ORDINARY BUSINESS:

##### ITEM NO.1

To receive, consider and adopt the Standalone Audited financial statements of the Company along with the reports of the Directors and the Auditors for the financial year ended 31<sup>st</sup> March 2020.

##### ITEM NO.2

To receive, consider and adopt the Consolidated Audited financial statements of the Company and its subsidiary along with report of the Auditors for the financial year ended 31<sup>st</sup> March 2020.

#### SPECIAL BUSINESS:

##### ITEM NO: 3

To approve the appointment of M/s. Venkat and Associates LLP, Chartered Accountants, Chennai, as the Internal Auditors 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 Section 138 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and the provisions contained in Article 25.1(t) of the Articles of Association of the Company, M/s. Venkat and Associates LLP., Chennai, be and hereby appointed as the Internal Auditors of the Company for the financial year 2020-2021, and that Mr. P. Jayendra and Mr. V. Senthil Kumar, Whole Time Directors and Mr. Suresh Gopal, Vice President (Finance) be and are hereby *severally* authorized to discuss with the Internal Auditors and fix the remuneration payable to the said Internal Auditors.

By Order of the Board  
For Qube Cinema Technologies Private Limited

Place: Chennai

Date: 04<sup>th</sup> August 2020



*Sri Varshini*

S. Sri Varshini  
Company Secretary

**NOTE:**

*In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ( "MCA") vide its General circular No. 20/2020 dated 5<sup>th</sup> May, 2020 read with General circular No 14/2020 dated 8<sup>th</sup> April 2020 and General circular No 17/2020 dated 13<sup>th</sup> April 2020 (Collectively referred to as "MCA Circulars") permitted the companies to hold the Annual General Meeting ("AGM") through Video conference ("VC") / Other Audio Visual Means(OAVM), without Physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013("Act") and MCA Circulars, the Thirty Fifth Annual General Meeting of the Company is being convened through Video Conference ("VC").*

*The member's intending to attend the Thirty Fifth Annual General Meeting of the Company through video conference may confirm their presence to [sriovarshini@qubecinema.com](mailto:sriovarshini@qubecinema.com) on or before **7<sup>th</sup> of September 2020**.*

- *The Notice of the Thirty Fifth Annual General Meeting along with followings documents forming part of the Agenda item is being sent to the registered mail id's of the members.*
  - a. *Approved Standalone Financial Statements, along with the Reports of the Directors and Auditors for the Financial year ended 31<sup>st</sup> March 2020 along with the Notes to accounts/ schedules/ provisions/appropriations to the Financial Statements.*
  - b. *Approved Consolidated Financial Statement of the Company including its subsidiary company along with report of the Auditors for the financial year ended 31<sup>st</sup> March 2020 along with the Notes to accounts/ schedules/ provisions/appropriations to the Financial Statements*
  - c. *The Engagement letter received from M/s. Venkat & Associates LLP, Chartered Accountants, Chennai (Internal Auditors) for appointment as the internal auditors of the Company for the FY 2020-2021*
  - d. *Any other connected documents forming part of the Agenda items.*
- *Notice along with the Annual Report for the FY 2019-20 is also available in the website of the Company [www.qubecinema.com](http://www.qubecinema.com) for the attention of the Members.*
- *Since the Thirty Fifth Annual General Meeting is convened through Video conference, the Route Map is not annexed in this Notice and instead the login details for attending the meeting through VC is enclosed as part of the Notice.*
- *The members may attend the meeting through video conference with the USER Id & Password or by clicking the link which is being sent to the Registered Mail Id's of the Members for due participation & voting at the meeting. Any member finding difficulty in attending the meeting may intimate their concern to [sriovarshini@qubecinema.com](mailto:sriovarshini@qubecinema.com)*
- *The facility for joining the meeting shall be open for at least 15 minutes before the meeting time and 15 minutes after the meeting time.*
- *Kindly note that this this Thirty Fifth AGM is being held thorough Video Conference, and the physical attendance of members has been dispensed with and accordingly the facility for appointment of proxies by the Members will not available for this Thirty Fifth AGM and hence the proxy form and Attendance Slip are not annexed to this Notice. However, as per Section 113 of Companies Act, 2013, Body Corporates being a member of the Company may authorize, authorize a person to act as its representatives by passing a Board Resolution or Letter of Autorisation for the purpose of attending and voting at the meeting.*

- *The Body Corporates being a member shall submit the Board Resolution or Authorisation letter authorising a person to attend and vote at the meeting on or before **11<sup>th</sup> of September 2020** to [srivarshini@qubecinema.com](mailto:srivarshini@qubecinema.com)*
- *The Register of Directors and their shareholding, maintained u/s 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which Directors are interested maintained u/s 189 of the Companies Act, 2013 and all other documents referred to in the notice and explanatory statement, will be available for inspection by the members of the Company at Registered office of the Company during business hours 10:00 A.M. to 06:00 P.M. (except Saturday and Sunday) up to the date of Annual General Meeting and will also be available during the Annual General Meeting. The members are requested to intimate at least 3 days advance to [srivarshini@qubecinema.com](mailto:srivarshini@qubecinema.com), if they wish to inspect the Records, Registers & documents mentioned above.*
- *At the Thirty Second Annual General Meeting held on 24<sup>th</sup> August 2017, the Members approved appointment of B S R & Co. LLP, Chartered Accountants (Firm Registration No.101248W), Chennai, as the Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the Thirty Seventh Annual General Meeting of the company, subject to ratification of their appointment by Members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at this AGM.*
- *The members may submit their queries relating to the Agenda items placed at the AGM through e-mail on or before **11<sup>th</sup> of September 2020** to [srivarshini@qubecinema.com](mailto:srivarshini@qubecinema.com) and the same will be replied by the Company suitably.*
- *The Chairman of the Meeting may decide to conduct a vote on the Agenda items by **Show of hands** if the members attending the meeting are less than 50 in number, unless a demand for poll is made by any member.*
- *The members having not less than 1/10<sup>th</sup> of the total voting power or holding shares not less than Rs. 5 lakhs or such higher amount of the paid up capital may demand for poll.*
- *If poll is demanded the members, may record their assent/dissent to the Poll paper Form MGT-12 enclosed along with the Notice in and send it to [srivarshini@qubecinema.com](mailto:srivarshini@qubecinema.com) at the time of the meeting.*
- *The results of the poll shall be scrutinized and the results of the meetings shall be announced by the Chairman within half an hour of the meeting.*



www.qubecinema.com

# DIGITAL CINEMA

## Form MGT-12- Polling Paper

**If Poll is demanded by the members under Section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014**

Name of the Company	Qube Cinema Technologies Private Limited
Registered office of the Company	No. 42, DR. Ranga Road, Mylapore, Chennai 600 004
Name of the Shareholder	
Address of the Shareholder	
Demat ID/ Client ID of the Shareholder	
Class of Shares	
Number of Share held	
% of Shares held	

I/ We hereby exercise my/our vote in respect of Ordinary resolutions and Special Resolution enumerated below by recording my/our assent or dissent to the said resolutions in the following manner

No	Item No	Number of Shares held by the Shareholder	I/We assent to the resolution	I/ We dissent to the resolution
1	<p><b><u>Ordinary Resolution:</u></b></p> <p>To receive, consider and adopt the Standalone Audited financial statements of the Company along with the reports of the Directors and the Auditors for the financial year ended 31<sup>st</sup> March 2020.</p>			
2.	<p>To receive, consider and adopt the Consolidated Audited financial statements of the Company, its subsidiary and associate company along with report of the Auditors for the financial year ended 31<sup>st</sup> March 2020.</p>			
3.	<p><b><u>Special Resolution:</u></b></p> <p>To approve the appointment of M/s. Venkat and Associates LLP, Chartered Accountants, Chennai, as the Internal Auditors of the Company.</p>			

**Place:**

**Date:**

Signature of the Shareholder/ Authorised representative of Body Corporate along with seal



www.qubecinema.com

# DIGITAL CINEMA

## QUBE CINEMA TECHNOLOGIES PRIVATE LIMITED

Registered Office: No. 42, Dr. Ranga Road, Mylapore, Chennai – 600 004  
CIN: U92490TN1986PTC012536 Email ID: srivarshini@qubecinema.com

### EXPLANATORY STATEMENT UNDER SECTION 102(2) OF THE COMPANIES ACT, 2013

#### Item No: 3

The Board of Directors of the Company at its Meeting held on 4<sup>th</sup> August 2020, approved the appointment of M/s. Venkat and Associates LLP, Chartered Accountants, Chennai, as the Internal Auditors of the Company which is subject to the approval of the shareholders.

As per the provisions contained in Article 25.1 (t) of the Articles of Association of the Company, approval of (i) the holders of 60% of Series C Preferred Shares; and (ii) at least 50% of the other Company Investors (excluding NAIMB) voting as a separate Class, needs to be taken at a General Meeting of the Shareholders for the appointment of Internal Auditors of the Company.

Hence, the resolution as set out under Item No.3 is submitted to the meeting for the approval of the members.

#### Interest of Director or Key Managerial Personnel (KMP):

None of the Directors, KMP and their relatives are interested or concerned in the resolution.

By Order of the Board  
For Qube Cinema Technologies Private Limited

Place: Chennai

Date: 04<sup>th</sup> August 2020



*Sri Varshini*

S. Sri Varshini  
Company Secretary