Cinépolis

APPOINTMENT LETTER

This Employment Agreement (hereinafter referred to as this "**Agreement**") is made at Gurgaon on March 01, 2013, by and between:

Cinépolis India Pvt. Ltd, a company incorporated under the provisions of the Companies Act, 1956 and having its office at Plot No: 58, Third Floor, Sector – 44, Gurgaon, Haryana hereinafter referred to as **"Company"** (which expression shall, unless it be repugnant to the context or meaning thereof, be deemed to mean and include its successors and permitted assigns); and

Abhinav Mathur, S/o Jyotish Prasad Mathur, born on June 12, 1983 and residing at 2nd Floor, Kohli Sadan, New Colony, Gumanpura, Kota, Rajasthan - 324007, hereinafter referred to as the **"Employee"**, (which expression shall, unless it be repugnant to the context or the meaning thereof be deemed to mean and include his/her heirs and legal representatives)

The Company and Employee shall hereinafter jointly be referred to as the "**Parties**" and severally as the "**Party**".

WHEREAS:

1. The Company is *inter alia* engaged in the business of *inter alia* setting up and operation of cinema theatres in India ("Business");

2. Based on the disclosures and representations made by the Employee, including, but not limited to, academic education, background and work experience, the Company desires to engage the Employee; and the Employee desires employment at the Company; upon the terms and conditions contained in this Agreement and the Company's Policies (as defined hereinafter).

NOW, THEREFORE, IN CONSIDERATION OF THE MUTUAL PROMISES SET FORTH HEREIN, THE COMPANY AND THE EMPLOYEE HEREBY AGREE AS FOLLOWS:

1.0 DEFINITIONS AND INTERPRETATION

In this Agreement:

1.1"**Affiliate**" means any Person that directly or indirectly through one or more intermediaries, controls or is controlled by or is under the common control as that of the Company and includes [Cinepolis Mexico];

1.2"**Competitor**" means and includes all such Persons whether domestic or foreign, which carry on or which are likely to carry on business similar to the Business as defined herein above and/or directly or indirectly compete or have the potential to compete with the Company;

1.3"**Confidential Information**" means and includes, information which is confidential and proprietary to the Company and/or Affiliates and/or to certain third parties with which the Company