

**RAHUL JAIN**  
**Chartered Accountant**

MERCANTILE BUILDING  
9/12, LAL BAZAR STREET, E- BLOCK  
3<sup>RD</sup> FLOOR, ROOM NO – 2, KOLKATA – 700 001  
MOBILE NO: +91 98363 60897  
E-mail Id: piyushhirawat@yahoo.com

Date: **6<sup>TH</sup> SEPTEMBER , 2016**

To,  
**THE CHAIRMAN**  
**CINERAD COMMUNICATIONS LIMITED**  
**CORPORATE OFFICE :- "Subol Dutt Building",**  
**13 Brabourne Road, Kolkata – 700 001**

Dear Sirs,

**RE: REPORT OF THE SCRUTINIZER**

**Sub: Passing of Resolutions through Postal Ballot**

Pursuant to the resolution passed by the Board of Directors of **CINERAD COMMUNICATIONS LIMITED ON 19TH MAY , 2016** , I have been appointed as a Scrutinizer to receive process and scrutinize the postal ballot papers in respect of the Special Resolutions as circulated in the postal ballot notice dated 19TH MAY , 2016.

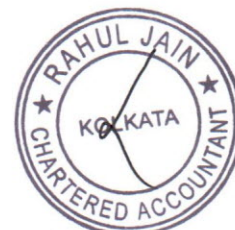
To enable wider participation of shareholders, pursuant to the provisions of Section 108 of the Companies Act, 2013 and the Rules framed there under vide Companies (Management and Administration) Rules, 2014 and pursuant to SEBI's circular no. CIR/CFD/DIL/6/2012, dated July 13, 2012 as amended by its circular CIR/CFD/POLICY CELL/2/2014 April 17, 2014, Listed companies are required to provide e-voting facility to their shareholders on all shareholder resolutions to be passed at General Meetings or through Postal Ballot. Since **CINERAD COMMUNICATIONS LIMITED** falls within the requirements as specified in the Companies Act, 2013 and the above mentioned Circular of SEBI, e-voting which has been made applicable, the Company has provided for the same.

**CINERAD COMMUNICATIONS LIMITED** accordingly has made arrangements with the System Provider CDSL for providing a system of recording votes of the shareholders electronically through e-Voting. The company has also accordingly made arrangements to set up the e- Voting facility on the **CDSL** e-Voting website <http://www.evotingindia.com>.

**CINERAD COMMUNICATIONS LIMITED** has also uploaded the resolution together with the explanatory statement on which e-voting is required and for generating Electronic Voting Sequence Number (EVSN) by the system provider. All necessary formalities in compliance with the requirements specified by CDSL, the system provider has been done by the Company. Necessary instructions in this regard to be followed by the shareholders have also been duly mentioned in the Postal Ballot notice dated **19TH MAY, 2016** sent to the shareholders by email and partly by courier. The Register of Members was made up, for the purpose of dispatch of postal ballot to the shareholders as of **29TH JULY, 2016**.

I report that the Postal ballot Notice dated **19TH MAY, 2016** under Section 110 of the Companies Act, 2013, read with Rule 22 under the Chapter on "Management and Administration" as notified by MCA on March 27, 2014 were dispatched to the shareholders who held shares in physical form by courier along with self-addressed prepaid Envelope.

I further report that as stated in the Notice sent to the shareholders, the Company had fixed 5:00 P.M. on SUNDAY the 4<sup>th</sup> September, 2016 as the last date for receipt of Postal Ballots and for E-voting.





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As stated in sub rule 3 of Rule 20 under the Chapter on "Management and Administration" Rules as notified by MCA on March 27, 2014 an advertisement was published by the Company in "BUSINESS STANDARD", English News Paper, "JANTECHA MAHANAGAR", Marathi Newspaper, on August , 5<sup>Th</sup> 2016, informing about the completion of dispatch of the Postal Ballot Notices, both by courier and by email, wherever applicable, to the shareholders along with other related matters mentioned therein.

I report that I have not received the Postal Ballot forms from the shareholders during the period starting from Saturday August 6<sup>th</sup>, 2016 till Sunday September 4<sup>th</sup>, 2016. All the Postal Ballot forms together with all votes cast by E-voting through CDSL received up to 5:00 P.M. Sunday September 4<sup>th</sup>, 2016, being the last date fixed by the Company for receipt of the ballot forms/e-voting, were considered for my scrutiny.

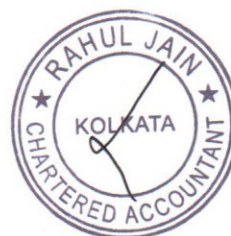
Since e- voting facility was provided by CDSL, the details of the e- voting exercised by the shareholders as also the votes exercised through Postal Ballot, which were duly scrutinized and processed. While the details of the e- voting was provided by the system provider namely CDSL, No postal ballot was received from any shareholders, hence there was no scrutiny and compilation of postal ballot only result as downloaded from CDSL has been complied for report.

On scrutiny, I report that out of **2122** shareholders, 29 Shareholders have exercised their vote through e- voting and **NIL** Shareholders have exercised their votes through Postal Ballot Forms. The details of polling results for the item placed for consideration by the members are given below:

Item No 1. (1) **Shifting of the registered Office from the State of Maharashtra to the State of West Bengal and Alteration Of Memorandum of Association**

Total No. of Shareholders	<b>2122</b>		
Total no. of shares	<b>5200000</b>		
Receipt of Postal Ballot Forms	Saturday August 6 <sup>th</sup> , 2016 till Sunday September 4 <sup>th</sup> , 2016		
		Number of Votes	Number of Shares
Total votes cast through e- voting	A	<b>2391452</b>	<b>2391452</b>
Total votes cast through Postal Ballot Forms Received	B	-----	-----
Grand Total of e- voting/ Postal Ballot Form (A + B )	C	<b>2391452</b>	<b>2391452</b>

Percentage of votes cast in favour: 99.999% Percentage of votes cast against: 0.001%



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**RESULTS:-**

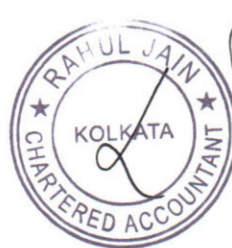
Hence, I report that the Special Resolutions under Section 110 of the Companies Act, 2013, and the Companies (Management and Administration) Rules 2014, as set out in the Notice of Postal Ballot dated 19TH MAY, 2016 has been passed by the shareholders with requisite majority as SPECIAL RESOLUTION . The Resolution is deemed to be passed as on the date of the announcement of the results.

I further report that as per the Postal Ballot Notice dated 19TH MAY, 2016 and the Board Resolution dated 19TH MAY, 2016 any Director of the Company may declare and confirm the above results of voting by postal ballot in respect of the resolution referred hereinabove as also intimate to the stock exchanges. The results of Postal Ballot together with this Report would be displayed on the Company's website [www.cineradcommunications.com](http://www.cineradcommunications.com) and on the website of CDSL within 2 days of passing of the resolution and shall also be communicated by the Company to the exchange where the shares of the Company are listed .

I further report that the provisions of Rule 22 of the Companies (Management and Administration) Rules 2014 have been duly complied with by the Company. I further report that as per the said Rules, the records maintained by the Company / Registrar including the data as obtained from CDSL - the System provider - for the e- voting facility recording the consent or otherwise received from the shareholders, ballot papers and other related papers are in my safe custody which shall be handed over to the Director of the Company.

**NOTES:-**

- (i) Invalid Postal Ballot was not taken into account for counting of votes.
- (ii) Where the shareholder has cast e vote and has not attached Board resolution the same has been rejected and treated as invalid. Further where the shareholder has exercised both e – voting as well as postal ballot the one which is correct and complete has been considered and the other has been rejected.
- (iii) Votes cast in favour or against has been considered on the basis of number of shares held as on the date reckoned for the purpose of postal ballot or the number of shares mentioned in the postal ballot whichever is less.
- (iv) Summary of E-Voting /Postal Ballot Result is Annexed Separately to this Report.



*Rahul Jain*

**RAHUL JAIN**  
Chartered Accountant  
**M.NO. 304099**

PLACE: KOLKATA

DATE: 6<sup>th</sup> September, 2016



**ANNEXURE**

**SUMMARY OF E-VOTING / POSTAL BALLOT RESULT**

Pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 (“the Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the approval of the shareholders was sought by way of E-voting / Postal Ballot Notice for the following Special Resolution:

**SPECIAL RESOLUTION**

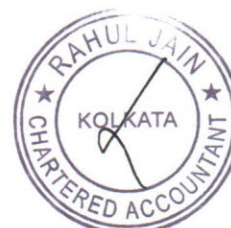
“RESOLVED THAT pursuant to Section 12,13 and other applicable provisions, if any, of the Companies Act, 2013(including any amendments thereto or re-enactment thereof) (the “Act”) read with Rule 30 of the Companies (Incorporation) Rules, 2014 and relevant provisions of the Articles of Association of the company and subject to approval of the Central Government (Regional Director Western Region), consent of the members of the company be and is hereby accorded for shifting of the registered office of the Company from the state of Maharashtra ( i.e. from the jurisdiction of Registrar of Companies, Mumbai, Maharashtra) to the State of West Bengal and that Clause 2 of the Memorandum of Association of the Company be and is hereby altered by substituting it with the following clause:

**2. The registered office of the company will be situated in the state of West Bengal.**

RESOLVED FURTHER that the Board of Directors and Company Secretary of the company be and is hereby authorised to take such step and action as may be deemed necessary to give effect to the aforesaid resolution including filing of Petition under Section-13 of the Companies Act, 2013 and other applicable provision if any, before the concerned Regional Director and to act for every purpose in connection therewith and/or incidental thereto.

The Company had availed the e-voting facility offered by Central Depository Services India Limited (CDSL) for conducting e-voting by the Shareholders of the Company. The Company has also provided voting by physical Postal Ballot Form along with a self-addressed postage pre-paid envelope to all the Shareholders of the Company Further, the shareholders holding shares as on the “cut-off” date of 29<sup>th</sup> July ,2016 were entitled to vote on the proposed resolution as set out in the Postal Ballot Notice dated 19<sup>th</sup> May , 2016.

Accordingly, the e-voting period remained open from 6<sup>th</sup> August , 2016 at (9.00 A.M.) and ended on 4<sup>th</sup> September, 2016 at 5.00 P.M. and the E-voting module was disabled by the Central Depository Services India Limited (CDSL) thereafter. Votes cast through physical Postal Ballot Forms received upto 5 PM of 4<sup>th</sup> September , 2016 were considered.



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Result of the voting conducted through e-voting / Postal Ballot on the Special Resolution is as under:

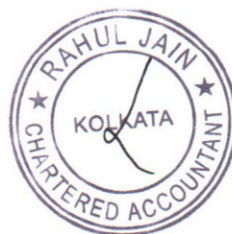
Details of Agenda

Resolution required: (~~Ordinary~~/Special)

Mode of voting: (~~Show of hands / Poll~~ / Postal Ballot / E-voting)

In case of ~~Poll~~ / Postal Ballot / E-voting:

Summary of result of E-voting / Postal Ballot								
Sl. No.	Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. Of votes – in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3) = $[(2)/(1)]*100$	(4)	(5)	(6) = $[(4)/(2)]*100$	(7) = $[(5)/(2)]*100$
1	Promoter & Promoter Group	23,60,271	23,60,271	100.00	23,60,271	Nil	100.00	Nil
2	Public – Institutional Holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
3	Public – Others	28,39,729	31,181	1.10	31,161	20	1.099	0.001
4	<b>TOTAL</b>	<b>52,00,000</b>	<b>23,91,452</b>	<b>45.99</b>	<b>23,91,432</b>	<b>20</b>	<b>99.999</b>	<b>0.001</b>



*Rahul Jain*

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PLACE: KOLKATA

DATE: 6<sup>th</sup> September, 2016

Witness

① *Pooja Bothra*  
(Pooja Bothra)

② *Adarsh Agrawal*  
(Adarsh Agrawal)