



NOTICE OF MEETING OF BOARD OF DIRECTORS (3/2024-25)

Notice is hereby given that the meeting (Meeting No. 3/2024-25) of the Board of Directors of Cinerad Communications Limited (***“the Company”***) will be held on Wednesday, 29th May 2024, through Video Conferencing at 11.00 a.m. (IST) to transact the businesses mentioned in the agenda enclosed herewith.

The link to attend the meeting is provided hereinbelow:

Topic: CCL Board Meeting

Time: May 29, 2024 11:00 AM Mumbai, Kolkata, New Delhi

Join Zoom Meeting

<https://us06web.zoom.us/j/88266815182?pwd=mOznbdgi70vH1oNs8viLV1tiPZvf3j.1>

Meeting ID: 882 6681 5182

Passcode: 812356

In case, any Director requires any assistance for joining the Meeting via video conference, you may contact Mr. Ebrahim Nimuchwala (email id: csebrahim@gttsolutions.in, Mobile no.- 7719913351).

Kindly make it convenient to attend the meeting.

Thank you.

Yours sincerely,

For **CINERAD COMMUNICATIONS LTD**

Sd/-

CS Ebrahim Nimuchwala
Company Secretary & Compliance Officer

Encl: Agenda & Notes to Agenda



**AGENDA**

| Sr. No. | Particulars |
|---------|---|
| 1. | To take roll call for meeting being conducted through video conferencing/other audio-visual means. |
| 2. | To appoint chairman of the meeting. |
| 3. | To grant leave of absence, if any. |
| 4. | To take note of the minutes of previous meeting of the Board of Directors. |
| 5. | To take note of the minutes of various committees of the Board of Directors, if any. |
| 6. | To consider action taken report, arising out of the minutes of the previous Board meeting. |
| 7. | To take note of the contracts/arrangements/ transactions, if any, entered in the Register of Contracts or Arrangements u/s 189 of the Companies Act, 2013. |
| 8. | a) To review performance of the Company for the year under review, on standalone and consolidated basis; b) To consider and approve the draft Financial Statements for Standalone and Consolidated accounts of the Company, as recommended by the Audit Committee for the year ended March 31, 2024 to submit the same to the Statutory Auditors for their report & to consider and take on record the Statutory Auditor's Report. |
| 9. | To review the statement of uses / application of funds raised through preferential issue, the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice. |
| 10. | To consider the draft summarized Audited Financial Results (standalone and consolidated) along with the statement of assets and liabilities and the draft Auditor's Report for the quarter and year ended March 31, 2024 and [<i>declaration by the Chief Financial Officer of the Company confirming that the Auditors have given an Unmodified Opinion on the Annual Audited Financial Results of the Company for the financial year 2023-24 in terms of second proviso to Regulation 33(3)(d) of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015</i>] and further to authorize signatories for filing the same and publishing the extract of the financial results in newspapers. |
| 11. | To consider the certificate of Mr. Pankaj Ramesh Samani, Managing Director and Mr. Chirag Samani, Chief Financial Officer, on financial statements, effectiveness of Internal Control systems, etc., for the financial year ended March 31, 2024. |
| 12. | To consider proposal to issue securities to the existing shareholders of the Company on Rights Basis, as may be permitted under applicable law, subject to such regulatory/statutory approvals as may be required. |





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| 13. | To consider and review the requests received from Mr. Pradeep Kumar Daga and Ms. Vinita Daga for reclassification from promoter to public under the provision of Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. |
| 14. | To consider the consolidated Annual Operating Budget and Capex Budget for the financial year 2024-25. |
| 15. | To take note of status of complaints received under Whistleblower Policy, if any. |
| 16. | To review and consider and approve the various updated policies of the Company. |
| 17. | To review, consider and approve the updated Terms of Reference of the various Committees of the Board of Directors of the Company. |
| 18. | To take note of the Minutes of unlisted subsidiary companies and the list of significant transactions undertaken by them for the quarter ended March 31, 2024. |
| 19. | To consider appointment of M/s. SKGK & Associates LLP, Company Secretaries as a Secretarial Auditor of the Company for the financial year 2024-25. |
| 20. | To discuss about the various acquisitions to be made by the Company. |
| 21. | To take on record Certificate of Compliance on payment of statutory liabilities of the Company and compliance of all acts, laws, rules and regulations and such other statutes as may be in force from time to time and applicable to the Company, for the quarter ended March 31, 2024. |
| 22. | To take on record Reconciliation of Share Capital Audit Report and certificate issued by M/s. KJB & Co LLP, Company Secretaries regarding reconciliation of the admitted, issued and listed capital of the Company etc., for the quarter ended March 31, 2024. |
| 23. | To take on record and review the Statement relating to Investor Complaints for the quarter ended March 31, 2024, as submitted to the Stock Exchange as per Regulation 13 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. |
| 24. | To take note on the Compliance report on Corporate Governance for the quarter ended March 31, 2024, as submitted to the Stock Exchanges as per Regulation 27(2) of the Listing Regulations. |
| 25. | To take note on record the compliance certificate issued by M/s. KJB & Co LLP, Company Secretaries regarding compliance with Regulation 40(9) of SEBI Listing Regulations for the financial year ended March 31, 2024, as submitted to the Stock Exchange. |
| 26. | To take note on record the Annual Secretarial Compliance Report issued by M/s. Kirti Sharma & Associates, Company Secretaries under Regulation 24A of SEBI Listing Regulations for the financial year ended March 31, 2024, as submitted to the Stock Exchange. |





| | |
|-----|---|
| 27. | To take note on record the Compliance Certificate under Regulation 7(3) of SEBI Listing Regulations for the year ended March 31, 2024, as submitted to the Stock Exchange. |
| 28. | To authorize Director / Key Managerial Personnel pursuant to regulation 30(5) of the SEBI Listing Regulations for the purpose of determining materiality of an event or information and for the purpose of making disclosures to stock exchange(s). |
| 29. | To take note of the Structured Digital Database system implemented in the Company for the purpose of compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015. |
| 30. | Any other subject with the permission of the Chairman and with the consent of a majority of the members present at the meeting. |





NOTES TO AGENDA

Agenda item no. 1:

To take roll call for meeting being conducted through video conferencing/other audio-visual means.

Explanatory Note/Draft Resolution(s):

Mr. Pankaj Samani, Managing Director of the Company, to inform the Board that all the board members will participate, and the Company Secretary and invitees will join in the Meeting through videoconferencing / other audio-visual means.

Thereafter, CS Ebrahim Nimuchwala, Company Secretary of the Company to request the Chairman and other members to make a roll call.

Each of the participant (one by one) to confirm that:

- i. I am participating from _____;
- ii. I have received the agenda and other relevant materials for the meeting;
- iii. I can completely and clearly see and communicate with other participants of the meeting; and
- iv. I confirm that no one other than me is attending or having access to the proceeding of the meeting through electronic mode from the place where I am participating.

CS Ebrahim Nimuchwala, Company Secretary of the Company to confirm that the quorum is present for the meeting.

The Company Secretary to authenticate the attendance of the Board members and other person(s) participating through Video- Conferencing in the attendance register.





Agenda item no. 2:

To appoint chairman of the meeting.

The Board of Directors to appoint a chairman of the meeting to preside over the chair and conduct the meeting.

Draft minutes/resolution:

_____, Director was elected as the Chairman of the meeting of the Board of Directors. In this connection, the following resolution was passed:

“RESOLVED THAT Mr. _____, Director of the Company be and is hereby elected as the Chairman of the meeting of the Board of Directors of the Company.

Mr. _____, Director took the chair and welcomed the other Director to the meeting of the Board of Directors of the Company.”





Agenda item no. 3:

To grant leave of absence, if any.

Explanatory Note/Draft Resolution(s):

The members to grant leave of absence to member if requested for the same, subject to compliance with quorum requirement in accordance with the laws.





Agenda item no. 4:

To take note of the minutes of previous meeting of the Board of Directors.

Explanatory Note/Draft Resolution(s):

The Minutes of the previous Board Meeting held on May 10, 2024, circulated to the Board of Directors of the Company, to discuss and necessary actions to be taken, if required.





CINERAD COMMUNICATIONS LIMITED

CIN:L92100WB1986PLC218825

Agenda item no. 5:

To take note of the minutes of various committees of the Board of Directors, if any.

The Minutes of the committee(s) of Board of Directors, if any approved and signed by respective committee(s), if any to be placed before the Board, to be noted and taken on record.



Ph. +91 77199 13351



<http://www.cineradcommunications.com>
cinerad@gttsolutions.in



Registered Office: 80, Burtolla Street,
Kolkata – 700007, West Bengal, India



Agenda item no. 6:

To consider action taken report, arising out of the minutes of the previous Board meeting.

CS Ebrahim Nimuchwala drew the attention of the Board to the action report arising out of the previous meeting(s), as circulated to the Board members, for its consideration.





Agenda item no. 7:

To take note of the contracts/arrangements/ transactions, if any, entered in the Register of Contracts or Arrangements u/s 189 of the Companies Act, 2013.

Explanatory Note/Draft Resolution(s):

The Board to note the contracts /arrangements/transactions recorded in the Register of Contract(s) maintained by the Company under section 189 of the Companies Act, 2013.



**Agenda item no. 8:**

- a) To review performance of the Company for the year under review, on standalone and consolidated basis;
- b) To consider and approve the draft Financial Statements for Standalone and Consolidated accounts of the Company, as recommended by the Audit Committee for the year ended March 31, 2024 to submit the same to the Statutory Auditors for their report & to consider and take on record the Statutory Auditor's Report.

Explanatory Note/Draft Resolution(s):

Mr. Pankaj Ramesh Samani, Managing Director, to brief the Board on the performance of the Company and to make a presentation on the financial performance and other updates of the Company for the quarter and year ended March 31, 2024 on standalone and consolidated basis.

Then, Mr. Pankaj Ramesh Samani, Managing Director, to present before the Board the draft financial statements (standalone & consolidated) as at March 31, 2024 and the draft Auditor's Report together with annexure for the year ended on March 31, 2024 for its consideration.

Mr. Salil Shetty, the Chairman of the Audit Committee to state that the said financial statements for the financial year ended March 31, 2024 have been considered and approved and recommended by the Audit Committee at its Meeting held earlier before this meeting. He further may state that the financial statements as considered and recommended for approval by the Audit Committee may be considered by the Board.

The Board also to note that the Profit/Loss for the year ended March 31, 2024 amounted to Rs. _____ lakhs, and after providing Rs. _____ lakhs for Depreciation / Amortisation and Rs. _____ lakhs for taxation, Other Comprehensive Income / Loss Rs. _____ Lakhs, the Total Comprehensive Income / Loss amounted to Rs. _____ Lakhs.

After detailed deliberations and discussions at length on the Annual Accounts and noting the above, the Board may pass the following resolutions:

“RESOLVED THAT the standalone & consolidated Financial Statements for the financial year March 31, 2024, as approved by the Audit Committee at its Meeting held on May 29, 2024, and as circulated to the Board, be and are hereby approved and that the same be signed for and on behalf of the Board, by Mr. Pankaj Ramesh Samani (DIN: [•]), Managing Director, Mr. [•] (DIN: [•]), Director of the Company, Mr. Chirag Samani, Chief Financial Officer and Mr. Ebrahim Nimuchwala, Company Secretary of the Company and the said accounts so signed be submitted to the Auditors of the Company for their report thereon;

RESOLVED FURTHER THAT the draft separate Auditor's Report, *[with an unmodified opinion]*, on the respective audited standalone and consolidated financial statements for the financial year ended March 31, 2024 as presented before the Board, be and are hereby received and considered.





Agenda item no. 9:

To review the statement of uses / application of funds raised through preferential issue, the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice.

Explanatory Note/Draft Resolution(s):

Mr. Pankaj Ramesh Samani, Managing Director, to place before the Board, the statement of uses / application of funds raised through preferential issue completed in March 2024 in a format prescribed under SEBI Listing Regulations and circulars made thereunder.

Mr. Salil Shetty, the Chairman of the Audit Committee to state that the said statement for the quarter ended March 31, 2024 have been considered and approved and recommended by the Audit Committee at its Meeting held earlier before this meeting. He further may state that the statement as considered and recommended for approval by the Audit Committee may be considered by the Board.

After discussions and noting the above, the Board may pass the following resolutions:

“RESOLVED THAT the statements of uses / application of funds raised through preferential issue, for the quarter ended March 31, 2024, as approved by the Audit Committee at its Meeting held on May 29, 2024, and as circulated to the Board, be and are hereby approved and that the same be signed for and on behalf of the Board, by Mr. Pankaj Ramesh Samani (DIN: [•]), Managing Director of the Company.”





**STATEMENT ON DEVIATION OR VARIATION FOR
PROCEEDS OF PREFERENTIAL ISSUE**

| Sr. No. | Particulars | Details |
|---------|--|-------------------------------------|
| 1 | Name of listed entity | Cinerad Communications Limited |
| 2 | Mode of Fund Raising | Preferential Issue |
| 3 | Date of Raising Funds | 13th March 2024 (Date of Allotment) |
| 4 | Amount Raised | [•] |
| 5 | Report filed for Quarter ended | March 31, 2024 |
| 6 | Monitoring Agency | Applicable / Not Applicable |
| 7 | Monitoring Agency Name, if applicable | [•] |
| 8 | Is there a Deviation / Variation in use of funds raised | Yes / No |
| 9 | If yes, whether the same is pursuant to change in terms of a contract or objects, which was approved by the shareholders | [•] |
| 10 | If Yes, Date of shareholder Approval | [•] |
| 11 | Explanation for the Deviation / Variation | [•] |
| 12 | Comments of the Audit Committee after review | [•] |
| 13 | Comments of the auditors, if any | [•] |
| 14 | Objects for which funds have been raised and where there has been a deviation, in the following table | [•] |

| Original Object | Modified Object, if any | Original Allocation | Modified allocation, if any | Funds Utilised | Amount of Deviation/Variation for the quarter according to applicable object | Remarks if any |
|-----------------|-------------------------|---------------------|-----------------------------|----------------|--|----------------|
| [•] | [•] | [•] | [•] | [•] | [•] | [•] |

Deviation or variation could mean:

(a) Deviation in the objects or purposes for which the funds have been raised or;

(b) Deviation in the amount of funds actually utilized as against what was originally disclosed or;

(c) Change in terms of a contract referred to in the fund raising document i.e. prospectus, letter of offer, etc.

Name of Signatory
Designation



**Agenda item no. 10:**

To consider the draft summarized Audited Financial Results (standalone and consolidated) along with the statement of assets and liabilities and the draft Auditor's Report for the quarter and year ended March 31, 2024 and *[declaration by the Chief Financial Officer of the Company confirming that the Auditors have given an Unmodified Opinion on the Annual Audited Financial Results of the Company for the financial year 2023-24 in terms of second proviso to Regulation 33(3)(d) of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015]* and further to authorize signatories for filing the same and publishing the extract of the financial results in newspapers.

Explanatory Note/Draft Resolution(s):

Mr. Pankaj Ramesh Samani, to present before the Board the draft summarised Audited Financial Results of the Company standalone as well as consolidated for the year ended March 31, 2024 along with the statement of assets and liabilities as on March 31, 2024 duly initialled by the statutory auditors [•], Chartered Accountants, having Firm's Registration No. [•], for its consideration and approval.

Further, he also to present before the Board the declaration by the Chief Financial Officer of the Company confirming that the Auditors have given an Unmodified Opinion on the standalone and consolidated Annual Audited Financial Results of the Company for the financial year 2023-24 in terms of second proviso to Regulation 33(3)(d) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

After discussions, the following resolutions may be passed:

“RESOLVED THAT the summarized Audited Standalone Financial Results along with the statement of assets and liabilities and Auditor's Report of the Company for the quarter and year ended March 31, 2024, as presented before the Meeting as required under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, including any reenactments or modifications thereof, for the time being in force, be and are hereby considered, approved and taken on the record and that the said results be signed by the Managing Director or any Whole-time Director of the Company, for and on behalf of the Board.

RESOLVED FURTHER THAT the following table showing, inter alia, the summarized Audited Standalone Unaudited Financial Results of the Company for the quarter and year ended March 31, 2024 as below mentioned be and is hereby taken on record:

[Standalone Financials table to be inserted here]

RESOLVED FURTHER THAT any of the Whole-time Directors of the Company and/or Mr. Chirag Samani, Chief Financial Officer of the Company and /or Mr. Ebrahim Nimuchwala, Company Secretary & Compliance Officer of the Company, be and are hereby authorized severally to (i) submit the summarized Audited Standalone Financial Results of the Company for the quarter and year ended March 31, 2024, to the Stock Exchanges along with the Auditor's Report on the same issued by the statutory auditors, and upload of such data electronically on





the online platform of the Stock Exchange through BSE Listing Centre, or such other portal of the stock exchanges, as may be necessary, (ii) get the said results uploaded on the Company's website www.sunpharma.com as required under Regulation 33 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.”

“RESOLVED FURTHER THAT the summarized Audited Consolidated Financial Results along with the statement of assets and liabilities and Auditor’s Report of the Company for the quarter and year ended March 31, 2024, as presented before the Meeting as required under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, including any reenactments or modifications thereof, for the time being in force, be and are hereby considered, approved and taken on the record and that the said results be signed by the Managing Director or any Whole-time Director of the Company, for and on behalf of the Board.

RESOLVED FURTHER THAT the following table showing, inter alia, the summarized Audited Consolidated Financial Results of the Company for the quarter and year ended March 31, 2024, be and is hereby taken on record:

[Consolidated Financials table to be inserted here]

RESOLVED FURTHER THAT extract to be published for the quarter and year ended March 31, 2024 as below mentioned, be and is hereby taken on record:

(Extract of Results table to be inserted here)

RESOLVED FURTHER THAT any of the Whole-time Directors of the Company and/or Mr. Chirag Samani, Chief Financial Officer of the Company and/or Mr. Ebrahim Nimuchwala, Company Secretary & Compliance Officer of the Company be and are hereby authorized severally to (i) submit the summarized Audited Consolidated Financial Results of the Company for the quarter and year ended as on March 31, 2024 to the Stock Exchanges, (ii) upload the data electronically on the online platform of the Stock Exchange through BSE Listing Centre or such other portal of the stock exchange, as may be necessary, and (iii) upload the said results in Company's website as required under Regulation 33 read with other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER THAT any of the Whole-time Director(s) of the Company and /or Mr. Chirag Samani, Chief Financial Officer and/or Mr. Ebrahim Nimuchwala, Company Secretary & Compliance Officer of the Company be and are hereby authorized severally to submit as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a combined declaration stating that the audit report on Standalone and Consolidated Annual Audited Financial Results of the Company for the year ended March 31, 2024 has been issued with an unmodified opinion by the statutory auditors of the Company.”





29th May 2024

**To,
The Board of Directors
Cinerad Communications Limited,
80, Burtolla Street, Kolkata – 700007.**

We hereby certify that:

- A. We have reviewed financial results/statements for the quarter ended March 31, 2024 and that to the best of our knowledge and belief:
 - i. these results /statements do not contain any false or misleading statement or figures nor any materially untrue statement nor omit any material fact which may make the statements or figures contained therein misleading;
 - ii. these financial results/statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. We further certify that there are, to the best of our knowledge and belief, no transactions entered into by the Company during the quarter which are fraudulent, illegal or violative of the Company's Code of Conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps taken or proposed to be taken to rectify these deficiencies, if any.
- D. We have indicated to the auditors and the Audit committee, to the extent applicable;
 - i. significant changes in internal control over financial reporting during the quarter;
 - ii. significant changes in accounting policies during the quarter and that the same have been disclosed in the notes to the financial results/statements; and
 - iii. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Mr. Pankaj Ramesh Samani

Mr. Chirag Samani





CINERAD COMMUNICATIONS LIMITED

CIN:L92100WB1986PLC218825

Date: May 29, 2024

To,
The Listing Department,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001.
Scrip Code: 530457

Sub: Declaration of an unmodified opinion.

Dear Sir/Madam,

We would like to inform that M/s. [•], Chartered Accountants (Firm Registration No.: [•]), Statutory Auditors of the Company have issued Audit Report with an unmodified opinion on the Audited Financial Results (Standalone and Consolidated) for the quarter and financial year ended March 31, 2024.

You are requested to take the same on record.

Thanking You.

Yours faithfully,

For **Cinerad Communications Limited**

Ebrahim Nimuchwala
Company Secretary & Compliance Officer



Ph. +91 77199 13351



<http://www.cineradcommunications.com>
cinerad@gttsolutions.in



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Kolkata – 700007, West Bengal, India



Agenda item no. 11:

To consider the certificate of Mr. Pankaj Ramesh Samani, Managing Director and Mr. Chirag Samani, Chief Financial Officer, on financial statements, effectiveness of Internal Control systems, etc., for the financial year ended March 31, 2024.

Explanatory Note/Draft Resolution(s):

The Chairman to present, as circulated, before the Board the certificate, pursuant to Regulation 17(8) read with Part B of Schedule II and Regulation 33(2) and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, on review of financial statements and effectiveness of internal control systems, etc., for the year ended on March 31, 2024 as having been circulated to the Board Members, to be signed by Mr. Pankaj Ramesh Samani, Managing Director and Mr. Chirag Samani, Chief Financial Officer for its review and consideration.

After a brief discussion, the following resolution to be passed:

“RESOLVED THAT the Board hereby takes on record certificate dated May 29, 2024 of Mr. Pankaj Ramesh Samani, Managing Director and Mr. Chirag Samani, Chief Financial Officer of our Company on review of Financial Statements and effectiveness of internal control systems, etc.as per the draft circulated to the Directors, for the year ended on March 31, 2024.”





Date: 29th May 2024.

The Board of Directors,
Cinerad Communications Limited,
Kolkata, West Bengal.

We hereby certify that:

- A. We have reviewed financial statements and the cash flow statement for the year ended March 31, 2024 and that to the best of their knowledge and belief:
1. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 2. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of their knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and they have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit committee, to the extent applicable:
- i. significant changes in internal control over financial reporting during the year;
 - ii. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Pankaj Ramesh Samani
Managing Director

Chirag Samani
Chief Financial Officer



**Agenda item no. 12:**

To consider proposal to issue securities to the existing shareholders of the Company on Rights Basis, as may be permitted under applicable law, subject to such regulatory/statutory approvals as may be required.

Explanatory Note/Draft Resolution(s):

The Board of Directors to consider and discuss about proposal for issuance of securities of the Company to the existing shareholders of the Company on Rights basis, as may be permitted under the applicable laws, subject to such regulatory / statutory approvals as may be required and subject to the increase in authorised share capital as proposed for the approval of members at the ensuing Extra Ordinary General Meeting to be held on June 8, 2024.

The Board of Directors of the Company along with the aforesaid proposal may also consider and approve, inter-alia:

- Appointment of lead-manager;
- Appointment of Registrar to the Issue;
- Appointment of Bankers to the Issue;
- Appointment of legal counsel to the Issue;
- Formation of Committee (3 Members consisting of at least 1 Independent Director);
- Any other business as may be required.





Agenda item no. 13:

To consider and review the requests received from Mr. Pradeep Kumar Daga and Ms. Vinita Daga for reclassification from promoter to public under the provision of Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Explanatory Note/Draft Resolution(s):

The Board of Directors to take note the requests received from Mr. Pradeep Kumar Daga and Ms. Vinita Daga for reclassification from promoter to public under the provisions of Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors review such request and to take the necessary actions / steps as may be required to be taken in this regard.





Agenda item no. 14:

To consider the consolidated Annual Operating Budget and Capex Budget for the financial year 2024-25.

Explanatory Note/Draft Resolution(s):

Mr. Pankaj Ramesh Samani, to present the consolidated Annual Operating Budget and Capex Budget for the financial year 2024-25.

After discussion, the following resolution may be passed:

“RESOLVED THAT the overall consolidated Annual Operating Budget and Capex Budget of the Company for the year 2024-25, spilt into various segments, as circulated to the Board, for the purpose of identification, be and is hereby approved and that Mr. [•], Mr. [•], be and are authorized severally to take appropriate steps for its implementation, etc. and that they are also further authorized severally to amend, vary and modify the same whenever required in due course and as may be to consider desirable or expedient and in the best interest of the Company.”





CINERAD COMMUNICATIONS LIMITED

CIN:L92100WB1986PLC218825

Agenda item no. 15:

To take note of status of complaints received under Whistleblower Policy, if any.

Explanatory Note/Draft Resolution(s):

The Board of Directors to take note of any complaints received under the Whistleblower policy.



Ph. +91 77199 13351



<http://www.cineradcommunications.com>
cinerad@gttsolutions.in



Registered Office: 80, Burtolla Street,
Kolkata – 700007, West Bengal, India



Agenda item no. 16:

To review and consider and approve the various updated policies of the Company.

Explanatory Note/Draft Resolution(s):

The Board of Directors to consider and approve the various updated policies of the Company as listed below and circulated along with the agenda.

- Whistle Blower Policy;
- Policy on Preservation of Documents;
- Risk Management Policy;
- Archival Policy;
- Fair Code of Disclosure under SEBI (Prohibition of Insider Trading) Regulations, 2015;
- Nomination and Remuneration Policy;
- Policy on determining materiality for disclosures;
- Policy on Board Diversity;
- Policy for Determining Material Subsidiary;
- Draft appointment letter of Independent Director;
- Policy on Succession Planning for the Board and Senior Management;
- Related Party Transactions Policy;
- Code of Conduct Board Members and Senior Management;
- Familiarisation Programme for Independent Directors and new Directors;
- Draft Code of Conduct to Regulate, Monitor and Report Trading by Insiders.





Agenda item no. 17:

To review, consider and approve the updated Terms of Reference of the various Committees of the Board of Directors of the Company.

Explanatory Note/Draft Resolution(s):

The Board of Directors to consider and approve the updated Terms of Reference of the various committees of the Board of Directors of Company as circulated along with the agenda.

- Audit Committee – Terms of Reference;
- Nomination and Remuneration Committee - Terms of Reference;
- Stakeholders' Relationship Committee - Terms of Reference.





Agenda item no. 18:

To take note of the Minutes of unlisted subsidiary companies and the list of significant transactions undertaken by them for the quarter ended March 31, 2024.

Explanatory Note/Draft Resolution(s):

The Board of Directors to take the note of the minutes of the unlisted subsidiary companies and the list of significant transactions undertaken them for the quarter ended March 31, 2024.





Agenda item no. 19:

To consider appointment of M/s. SKGK & Associates LLP, Company Secretaries as a Secretarial Auditor of the Company for the financial year 2024-25.

Explanatory Note/Draft Resolution(s):

The Board of Directors to consider the recommendation of Audit Committee for the appointment of M/s. SKGK & Associates LLP, Company Secretaries as a Secretarial Auditor of the Company and to decide the remuneration / fees payable to them.





CINERAD COMMUNICATIONS LIMITED

CIN:L92100WB1986PLC218825

Agenda item no. 20:

To discuss the various acquisitions to be made by the Company.

Explanatory Note/Draft Resolution(s):

The Board of Directors to discuss about the acquisitions to be made by the Company.



Ph. +91 77199 13351



<http://www.cineradcommunications.com>
cinerad@gttsolutions.in



Registered Office: 80, Burtolla Street,
Kolkata – 700007, West Bengal, India



Agenda item no. 21:

To take on record Certificate of Compliance on payment of statutory liabilities of the Company and compliance of all acts, laws, rules and regulations and such other statutes as may be in force from time to time and applicable to the Company, for the quarter ended March 31, 2024.

Explanatory Note/Draft Resolution(s):

Mr. [•] to state that the monthly certificates of compliance for the quarter ended March 31, 2024, in respect of compliance of all acts, laws, rules and regulations and such other statutes as may be in force from time to time and applicable to the Company periodically, have been circulated to all the Directors, for their review and consideration.

The Board may pass the following resolution:

“RESOLVED THAT the Board hereby reviews and takes on record the certificates of statutory compliance, dated [•], 2024, signed by [•] for the quarter ended March 31, 2024, in respect of compliance of all applicable Acts, Laws, Rules and Regulations and such other statutes as may be in force from time to time and applicable to the Company as per the requirement of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.”



**COMPLIANCE CERTIFICATE**

| | | | |
|---------------------|--------------------------------|---------------|-------------------------------------|
| Date | 29th May 2024 | Period | 1st January 2024 to 31st March 2024 |
| Name | [•] | | |
| To | Board of Directors | | |
| Organisation | Cinerad Communications Limited | | |

Dear Sir/Madam,

It is hereby certified that as on the date of this certificate that Cinerad Communications Limited has complied with all applicable laws.

I further state that I have reviewed the effectiveness of the compliance program for the Company and I certify that the compliance program is adequate and operating effectively.

I further state that for the period mentioned above, I have evaluated the compliance status of the Company and I am satisfied with the compliance status with all applicable laws.

[Name]





Agenda item no. 22:

To take on record Reconciliation of Share Capital Audit Report and certificate issued by M/s. KJB & Co LLP, Company Secretaries regarding reconciliation of the admitted, issued and listed capital of the Company etc., for the quarter ended March 31, 2024.

Explanatory Note/Draft Resolution(s):

Mr. Ebrahim Nimuchwala to place before the Board the copy of Reconciliation of Share Capital Audit Report in respect of reconciliation of the admitted, issued and listed capital of the Company received from M/s. KJB & Co LLP, Company Secretaries for the quarter ended March 31, 2024 will be circulated to the Board Members, for its review. He to further inform that the Company has filed the said Report with the BSE Limited on 25th April, 2024.

Thereafter, the Board to review the same and to pass the following resolution:

“RESOLVED THAT the Board hereby notes and takes on record the Reconciliation of Share Capital Audit Report received from M/s. KJB & Co LLP, Company Secretaries in respect of reconciliation of the admitted, issued and listed capital of the Company, etc., as submitted to Stock Exchange i.e. BSE Limited on 25th April, 2024, for the quarter ended March 31, 2024 and as circulated to the Board.”





Agenda item no. 23:

To take on record and review the Statement relating to Investor Complaints for the quarter ended March 31, 2024, as submitted to the Stock Exchange as per Regulation 13 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Explanatory Note/Draft Resolution(s):

Mr. Ebrahim Nimuchwala to place before the Board the Statement of Investor Complaints for the quarter ended March 31, 2024 as submitted to the Stock Exchange on 15th April, 2024, as per Regulation 13 of the SEBI (LODR) Regulations, 2015.

The number of the Investor complaints pending at the beginning of the quarter was Nil and that received and disposed off during the quarter was Nil. There were no complaints that remained unsolved as on March 31, 2024.

Thereafter, the Board to review the same and to pass the following resolution:

“RESOLVED THAT the Board hereby notes and takes on record the Investor Complaints Report as per Regulation 13 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as submitted to the Stock Exchange on 15th April, 2024, for the quarter ended March 31, 2024 and as circulated to the Board.”





Agenda item no. 24:

To take note on the Compliance report on Corporate Governance for the quarter ended March 31, 2024, as submitted to the Stock Exchanges as per Regulation 27(2) of the Listing Regulations.

Explanatory Note/Draft Resolution(s):

Mr. Ebrahim Nimuchwala to place before the Board, as circulated to the Board, the Quarterly Compliance report on Corporate Governance, as submitted to the Stock Exchange on 20th April, 2024, pursuant to Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended March 31, 2024.

Thereafter, the Board to review the same and to pass the following resolution:

“RESOLVED THAT the Board hereby notes and takes on record the Corporate Governance Report as per Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as submitted to the Stock Exchange on 20th April, 2024, for the quarter ended March 31, 2024 and circulated to the Board.”





Agenda item no. 25:

To take note on record the compliance certificate issued by M/s. KJB & Co LLP, Company Secretaries regarding compliance with Regulation 40(9) of SEBI Listing Regulations for the financial year ended March 31, 2024, as submitted to the Stock Exchange.

Explanatory Note/Draft Resolution(s):

Mr. Ebrahim Nimuchwala to place before the Board, as circulated to the Board, the annual certificate regarding compliance with Regulation 40(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as submitted to the Stock Exchange on 25th April, 2024 for the year ended March 31, 2024.

Thereafter, the Board to review the same and to pass the following resolution:

“RESOLVED THAT the Board hereby notes and takes on record the certificate regarding compliance with Regulation 40(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as submitted to the Stock Exchange on 25th April, 2024, for the year ended March 31, 2024 and circulated to the Board.”





Agenda item no. 26:

To take note on record the Annual Secretarial Compliance Report issued by M/s. Kirti Sharma & Associates, Company Secretaries under Regulation 24A of SEBI Listing Regulations for the financial year ended March 31, 2024, as submitted to the Stock Exchange.

Explanatory Note/Draft Resolution(s):

Mr. Ebrahim Nimuchwala to place before the Board, as circulated to the Board, the Annual Secretarial Compliance Report issued by M/s. Kirti Sharma & Associates, Company Secretaries under Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as submitted to the Stock Exchange on 21st May, 2024 for the year ended March 31, 2024.

Thereafter, the Board to review the same and to pass the following resolution:

“RESOLVED THAT the Board hereby notes and takes on record the Annual Secretarial Compliance Report issued by M/s. Kirti Sharma & Associates, Company Secretaries, under Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as submitted to the Stock Exchange on 21st May, 2024, for the year ended March 31, 2024 and circulated to the Board.”





Agenda item no. 27:

To take note on record the Compliance Certificate under Regulation 7(3) of SEBI Listing Regulations for the year ended March 31, 2024, as submitted to the Stock Exchange.

Explanatory Note/Draft Resolution(s):

Mr. Ebrahim Nimuchwala to place before the Board, as circulated to the Board, the RTA Compliance Certificate under Regulation 7(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as submitted to the Stock Exchange on 24th April, 2024 for the year ended March 31, 2024.

Thereafter, the Board to review the same and to pass the following resolution:

“RESOLVED THAT the Board hereby notes and takes on record the Compliance Certificate under Regulation 7(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as submitted to the Stock Exchange on 24th April, 2024, for the year ended March 31, 2024 and circulated to the Board.”





Agenda item no. 28:

To authorize Director / Key Managerial Personnel pursuant to regulation 30(5) of the SEBI Listing Regulations for the purpose of determining materiality of an event or information and for the purpose of making disclosures to stock exchange(s).

Explanatory Note/Draft Resolution(s):

The Board of Directors to authorize one or more Directors / Key Managerial Personnel pursuant to Regulation 30(5) of the SEBI Listing Regulations for the purpose of determining materiality of an event or information and for the purpose of making disclosures to stock exchange(s).

After discussion, the following resolution may be passed:

“RESOLVED FURTHER THAT Mr. [•] and / or Mr. [•] of the Company be and is hereby appointed as the Authorised KMP pursuant to regulation 30(5) for the purpose of determining materiality of an event or information and for the purpose of making disclosures to stock exchange(s) under this regulation.

RESOLVED FURTHER THAT any of the Directors of the Company and Mr. Ebrahim Nimuchwala, Company Secretary, be and are hereby authorised to upload the same on the website of the Company and do such acts, deeds and things as may be necessary to give effect to the aforesaid resolution.”





Agenda item no. 29:

To take note of the Structured Digital Database system implemented in the Company for the purpose of compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015.

Explanatory Note/Draft Resolution(s):

The Board of Directors to take note about the Structured Digital Database implemented in the Company and the status of compliance with Regulation 3 of the SEBI (Prohibition of Insider Trading) Regulations, 2015.





CINERAD COMMUNICATIONS LIMITED

CIN:L92100WB1986PLC218825

Agenda item no. 30:

Any other subject with the permission of the Chairman and with the consent of a majority of the members present at the meeting.



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cinerad@gttsolutions.in



Registered Office: 80, Burtolla Street,
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