

## Company Secretaries

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### Report of Scrutinizer on E-Voting Process

[Pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014]

17<sup>th</sup> September, 2014

To,  
The Chairman  
**Cinerad Communications Limited**  
Premises No. 55, Ground Floor,  
Om Heera Panna Premises Co-op Society Ltd,  
Andheri (West), Mumbai- 400 053.

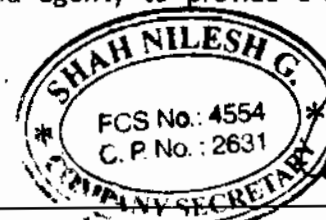
Sir,

**SUB: Scrutinizer's Report on E-Voting Process conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 for Twenty Eight Annual General Meeting**

The Company had in accordance to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, provided to the members of the Company, facility to exercise their right of vote on the resolutions as set out in the Notice of Twenty Eight Annual General Meeting of the Company scheduled to be held on 20<sup>th</sup> September, 2014 by way of electronic means.

I, Nilesh G. Shah, Company Secretary in Practice having membership no. FCS 4554, has been appointed as the Scrutinizer as required under Section 108 of the Companies Act, 2013 read with Rule 20(ix) of the Companies (Management and Administration) Rules, 2014 for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisites majority for passing of resolutions as contained in the Notice convening the Twenty Eight Annual General Meeting of the Company to be held on 20<sup>th</sup> September, 2014.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the notice for the 28<sup>th</sup> Annual General Meeting of the members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to ensure that the e-voting process is conducted in a fair and transparent manner and make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated contained in the notice of 28<sup>th</sup> Annual General Meeting, based on the reports generated from the e-voting system provided by the Central Depository Services Limited (CDSL), the authorized agency to provide e-voting facilities, engaged by the Company.



19/09/14

# NILESH G. SHAH B. Com. LLB (G), F.C.S

## Company Secretaries

Ref \_\_\_\_\_

The notice dated 14<sup>th</sup> August, 2014 convening the Twenty Eight Annual General Meeting of the Company to be held on 20<sup>th</sup> September, 2014 along with the statement setting out material facts under Section 102 of the Companies Act, 2013 were sent to the Members of the Company.

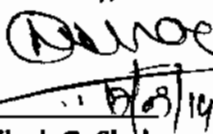

The Members of the Company holding shares on the record date ("Cut off" date) of 14<sup>th</sup> August, 2014 were entitled to vote on the proposed resolutions as set out in the notice of said Annual General Meeting.

In this regard, I submit my report as under:

1. The e-voting period remained open from Sunday, 14<sup>th</sup> September, 2014 (9.30 a.m.) to Tuesday, 16<sup>th</sup> September, 2014 (6.00 p.m.).
2. At the end of the e-voting period, I have unblocked the electronic votes in the presence of two witnesses (Ms. Nidhi Kapashi and Ms. Hetal Shah) who are not in the employment of the Company.
3. The details containing list of shareholders who vote 'for' or 'against' each of the resolutions that were put to vote were downloaded from the e-voting website of CDSL ([www.evotingindia.com](http://www.evotingindia.com))
4. We have scrutinized the votes casted through electronic means for the purpose of this report.
5. The particulars of all the electronic votes casted by the members through e-voting process have been recorded in a register separately maintained for the purpose.
6. The result of the e voting is as per annexure attached herewith.
7. The Register, all other papers and relevant records relating to voting shall remain in our custody until the Chairman considers, approves and signs the minutes of aforesaid Annual General Meeting and the same will be handed over to the Company Secretary thereafter for safe custody.

Thanking you,

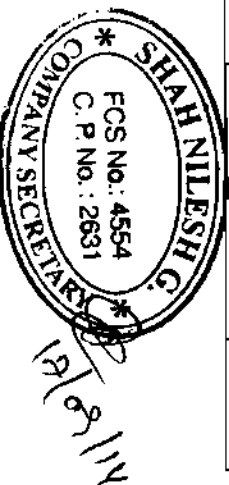
Yours truly,

  
  
**Nilesh G. Shah**  
**Practicing Company Secretary**  
**Membership No. FCS 4554**  
**CP No. 2631**  
**Place: Mumbai**

Annexure to the Scrutinizer's Report

Result of Voting Through Electronic Means:

Sr. No.	Reso. No./Item No.	Heading of Resolution	Type of Resolution	Valid Votes			Invalid Votes			
				Voting in Favour (Assent)		Voted Against (Dissent)		No. of Members Voting	No. of Votes Casted	
				No. of Members Voting	No. of Votes Casted	% of valid votes	No. of Members Voting	No. of Votes Casted		
1	1	Adoption of audited Financial Statements of the Company for the year ended 31st March, 2014 together with the Reports of the Board of Directors and Auditors thereon.	Ordinary	21	2387525	99.99	1	10	0	0
2	2	Appointment of Director in place of Mrs. Vinta Daga, who retires by rotation and being eligible, offers herself for re-appointment.	Ordinary	21	2387525	99.99	1	10	0	0
3	3	Appointment of M/s. Maroti & Associates, Chartered Accountants as Statutory Auditors of the Company for a period of 3 years and to fix their remuneration.	Ordinary	21	2387525	99.99	1	10	0	0



Sr. No.	Reso. No./Item No.	Heading of Resolution	Type of Resolution	Valid Votes			Invalid Votes			
				Voting in Favour (Assent)			Voted Against (Dissent)			
				No. of Members Voting	No. of Votes Casted	% of valid votes	No. of Members Voting	No. of Votes Casted		
4	4	Appointment of Mr. Dilip Kumar Hela as an Independent Director of the Company to hold office for a period of three years.	Ordinary	21	2387525	99.99	1	10	0	0
5	5	Appointment of Mr. Bishambar Pachisia as an Independent Director of the Company to hold office for a period of three years.	Ordinary	21	2387525	99.99	1	10	0	0
6	6	Adoption of new Articles of Association of the Company containing regulations in Conformity with the Companies Act, 2013	Special	21	2387525	99.99	1	10	0	0



*Shah Nileshe G.*  
19/08/14