



POOJA BANSAL
Practicing Company Secretary
Membership No. 50458
COP No. 18524

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SCRUTINIZER'S REPORT

To

The Chairman of the 34th Annual General Meeting of **CINERAD COMMUNICATIONS LTD (CIN L92100WB1986PLC218825)**, held on Wednesday, September 30, 2020 at 10.00 a.m. at 9 Royd Street, Esplanade, Taltala, Kolkata - 700016.

Dear Sir,

Sub: Consolidated Scrutinizer's Report on voting through remote e-voting and voting through ballot papers at the 34th Annual General Meeting of Cinerad Communications Ltd (CIN L92100WB1986PLC218825), held on Wednesday, September 30, 2020 at 10.00 a.m.

I, Pooja Bansal, Company Secretaries, have been appointed as the Scrutinizer by the Board of Directors of Cinerad Communications Ltd (the Company) to scrutinize the remote e-voting and voting by using ballot papers at the 34th Annual General Meeting (AGM) of the Company held on Wednesday, September 30, 2020 at 10.00 a.m. at 9 Royd Street, Esplanade, Taltala, Kolkata - 700016, pursuant to Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings.

The AGM Notice containing the explanatory statement dated September 2, 2020 (hereinafter referred as Notice of AGM), and other statements and reports, were sent to the members, through Email. The despatch of Annual Report including AGM Notice was completed on September 7, 2020.

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and voting by using ballot papers by the shareholders on the resolution proposed in the Notice of the AGM of the Company is the responsibility of the management.

My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and by use of ballot papers at the meeting are conducted in a fair and transparent manner and render consolidated scrutinized report of the total votes cast 'in favour' or 'against' on the resolution to the Chairman, based on the reports generated from the electronic voting system provided by National Securities Depository Limited (NSDL) and on the voting by use of ballot papers at the meeting.

I submit my report in respect of the resolution passed at the AGM of the Company as under:

A. Relating to E-Voting

1. The Company had availed the e-voting facility provided by National Securities Depository Limited (NSDL) for conducting remote e-voting by the Shareholders of the Company.
2. The shareholders of the Company holding shares as on the "cut-off" date, i.e., September 23, 2020, were entitled to vote on the resolution as contained in the Notice of the AGM.
3. The voting period for remote e-voting commenced at 9.00 a.m. on Sunday, September 27, 2020 and ended at 5.00 p.m. on Tuesday, September 29, 2020, and the NSDL e-voting platform was blocked thereafter.

- After the closure of period for remote e-voting and before the start of AGM, the details relating to members who have cast votes through remote e-voting, but not the manner in which they have cast their votes, were accessed.

B. Relating to voting by ballot papers

- The Company had also provided facility to vote through ballot paper to the shareholders present at the AGM and who had not cast their vote earlier through remote e-voting facility.
- However, none of the members present at the AGM were eligible to vote through ballot as they had already exercised their votes through remote e-voting.

C. Result of remote e-voting and voting through ballot paper are as under:

- The voting rights of the members were reckoned as on the “cut-off date”, i.e., September 23, 2020, for the purpose of determining entitlement of the members to vote on the resolution as contained in the Notice of the AGM.
- The votes cast through remote e-voting were unblocked after the conclusion of AGM in presence of two witnesses who are not in the employment of the Company.
- The details of the voting by the members, who voted “For” or “Against” through remote e-voting were diligently scrutinized.
- The result of voting are as under:

ORDINARY BUSINESS

Resolution - 1

Ordinary Resolution - To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2020, and the Reports of the Board of Directors and Auditors thereon.

(i) Voted in **favour** of the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	33	5	38
No. of Votes cast by them	24,34,299	4,050	24,38,349
% of total no. of valid vote cast	99.830%	0.170%	100%

(ii) Voted **against** the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	1	Nil	1
No. of Votes cast by them	10	Nil	10
% of total no. of valid vote cast	0.000%	Nil	0.00%

(iii) **Invalid Votes:**

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	Nil	Nil	Nil
Total No. of votes cast by them	Nil	Nil	Nil

Resolution - 2

Ordinary Resolution –To appoint a director in place of Mr. Pradeep Kumar Daga (DIN: 00080515), who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in **favour** of the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	33	5	38
No. of Votes cast by them	24,34,299	4,050	24,38,349
% of total no. of valid vote cast	99.830%	0.170%	100%

(ii) Voted **against** the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	1	Nil	1
No. of Votes cast by them	10	Nil	10
% of total no. of valid vote cast	0.000%	Nil	0.000%

(iii) **Invalid Votes:**

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	Nil	Nil	Nil
Total No. of votes cast by them	Nil	Nil	Nil

SPECIAL BUSINESS

Resolution - 3

Ordinary Resolution –To appoint Mrs. Santosh Choradia (DIN: 08471379) as a Non-Executive Director of the Company.

(i) Voted in **favour** of the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	33	5	38
No. of Votes cast by them	24,34,299	4,050	24,38,349
% of total no. of valid vote cast	99.830%	0.170%	100%

(ii) Voted **against** the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	1	Nil	1
No. of Votes cast by them	10	Nil	10
% of total no. of valid vote cast	0.000%	Nil	0.000%

(iii) **Invalid Votes:**

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	Nil	Nil	Nil
Total No. of votes cast by them	Nil	Nil	Nil

Resolution – 4

Ordinary Resolution –To appoint Mrs. Pritika Choraria (DIN: 08752495) as an Independent Director of the Company for a term of 5 years.

(i) Voted in **favour** of the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	33	5	38
No. of Votes cast by them	24,34,299	4,050	24,38,349
% of total no. of valid vote cast	99.830%	0.170%	100%

(ii) Voted **against** the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	1	Nil	1
No. of Votes cast by them	10	Nil	10
% of total no. of valid vote cast	0.000%	Nil	0.000%

(iii) **Invalid Votes:**

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	Nil	Nil	Nil
Total No. of votes cast by them	Nil	Nil	Nil

Resolution – 5

Ordinary Resolution –To appoint Mr. Nitesh Singh (DIN: 08751700) as an Independent Director of the Company for a term of 5 years.

(i) Voted in **favour** of the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	32	5	37
No. of Votes cast by them	24,34,199	4,050	24,38,249
% of total no. of valid vote cast	99.830%	0.166%	99.996%

(ii) Voted **against** the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	2	Nil	2
No. of Votes cast by them	110	Nil	110
% of total no. of valid vote cast	0.004%	Nil	0.004%

(iii) **Invalid Votes:**

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	Nil	Nil	Nil
Total No. of votes cast by them	Nil	Nil	Nil

5. Based on the above results, I report that the resolutions contained at item no. 1 and 5 have been duly approved by the shareholders with requisite majority.
6. The register of remote e-voting and other relevant documents/registers will remain in my safe custody until the Chairman considers, approves and signs the minutes of the 34th AGM and the same shall be handed over, thereafter, to the Wholetime Director /Company Secretary for safe keeping.

Thanking you,

Pooja Bansal
Practicing Company Secretary
ACS No.: 50458
CP No.: 18524

UDIN: A050458B000824715

Date : September 30, 2020
Place : Kolkata