

**Details of Agenda :**

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

**Mode of Voting : (Show of Hands / Poll / Postal Ballot and E-voting )**

**In case of Poll / Postal Ballot / E-Voting :**

<b>Details for reporting as per Clause 35A of Listing Agreement based on result of Postal Ballot and E-Voting</b>									
Promoter / Public Shareholders	No. of shares held	No. of votes polled	% of voters polled on out-standing shares	No. of votes- In favour	Votes Casted but Not counted	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)	(7) = (4) / (2) *100	(8) = (6)/(2)	
<b>Resolution No. 1</b>									
1	Promoter and Promoter Group	2360271	2360271	100	2360271	NIL	NIL	100	NIL
2	Public Institutional Holders	5700	NIL	NIL	NIL	NIL	NIL	NIL	NIL
3	Public others	2834029	30700	1.08	30690	NIL	10	99.97	0.03
<b>Grand Total</b>		<b>5200000</b>	<b>2390971</b>	<b>45.98</b>	<b>2390961</b>	<b>NIL</b>	<b>10</b>	<b>99.9996</b>	<b>0.0004</b>
<b>Resolution No. 2</b>									
1	Promoter and Promoter Group	2360271	2360271	100	2360271	NIL	NIL	100	NIL
2	Public Institutional Holders	5700	NIL	NIL	NIL	NIL	NIL	NIL	NIL
3	Public others	2834029	30700	1.08	30690	NIL	10	99.97	0.03
<b>Grand Total</b>		<b>5200000</b>	<b>2390971</b>	<b>45.98</b>	<b>2390961</b>	<b>NIL</b>	<b>10</b>	<b>99.9996</b>	<b>0.0004</b>
<b>Resolution No. 3</b>									
1	Promoter and Promoter Group	2360271	1177011	49.85	1177011	1177011	NIL	100.00	NIL
2	Public Institutional Holders	5700	NIL	NIL	NIL	NIL	NIL	NIL	NIL
3	Public others	2834029	30700	1.08	30690	NIL	10	99.97	0.03
<b>Grand Total</b>		<b>5200000</b>	<b>1207711</b>	<b>23.22</b>	<b>1207701</b>	<b>1177011</b>	<b>10</b>	<b>99.97</b>	<b>0.03</b>



# RAHUL JAIN

Chartered Accountants

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**MARCH 3, 2015**

To,  
**CINERAD COMMUNICATIONS LIMITED**  
**13, BRABOURNE ROAD,**  
**MEZZANINE FLOOR,**  
**KOLKATA-700001**

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 LTD ON JANUARY 16, 2015, 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 JANUARY 16, 2015.

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 LTD 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 LTD 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 through its Registrar and Transfer Agent, M/S. SYSTEM SUPPORT SERVICES herein after referred as (RTA) to set up the e- Voting facility on the CDSL e-Voting website <http://www.evotingindia.com>

CINERAD COMMUNICATION LTD through RTA 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 through its RTA. Necessary instructions in this regard to be followed by the shareholders have also been duly mentioned in the Postal Ballot notice dated JANUARY 16, 2015 sent to the shareholders by email and by Courier. The Register of Members was made up, for the purpose of dispatch of postal ballot to the shareholders as of JANUARY 16, 2015.

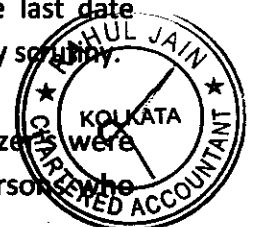
I report that the Postal ballot Notice dated JANUARY 16, 2015 under Section 110 of the Companies Act, 2013, read with Rule 22 under the Chapter on "Management and Administration" as notified by MCA on March 27, 2014 were dispatched to the shareholders who held in physical form by Registered Post along with self-addressed prepaid Envelope.

In addition to the above, Postal Ballot Notices were also sent via electronic mode by CDSL the system provider to Shareholders at their email addresses registered with the Depository Participants as per the data downloaded from the Central Depository Services (India) Limited (CDSL) as on JANUARY 16, 2015 (cut-off date). I further report that as stated in the Notice sent to the shareholders, the Company had fixed 6:00 P.M. on Wednesday the February 26, 2015 as the last date for receipt of Postal Ballots and for E-voting.

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, "DAINIK SAGAR ", Marathi Newspaper, on January 28, 2015, informing about the completion of dispatch of the Postal Ballot Notices, by Courier and by email, wherever applicable, to the shareholders along with other related matters mentioned therein.

I report that the Postal Ballot forms from the shareholders addressed to me was delivered at the Registrar and Transfer Agent, **M/S. SYSTEM SUPPORT SERVICES** during the period starting from Wednesday , JANUARY 28, 2015 till Thursday FEBRUARY 26, 2015. All the Postal Ballot forms together with all votes cast by E-voting through CDSL received up to 6:00 P.M Thursday FEBRUARY 26, 2015, being the last date fixed by the Company for receipt of the ballot forms/e-voting, were considered for my scrutiny.

The Postal Ballots forms received at the RTA address in the name of the Scrutinizer were opened and then taken up for scrutiny by MR. RAHUL JAIN in presence of 2 persons.



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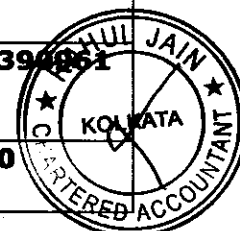
were not the member of the company and passed on to the RTA - **M/S. SYSTEM SUPPORT SERVICES** .During the course of scrutiny of postal Ballot Forms I have not come across any mutilated Postal Ballot Forms.

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, were duly compiled by the RTA. While the details of the e- voting was provided by the system provider namely CDSL, the compilation of the Registrar, in respect of Postal Ballots containing the statement of shareholder's name folio number, postal ballot number, number of shares held, number of votes exercised, votes in favor, votes against and those votes which were rejected were generated by the RTA which have been duly scrutinized.

On scrutiny, I report that out of 2116 shareholders, 25 Shareholders have exercised their vote through e- voting and none of the Shareholders have exercised their votes through Postal Ballot Forms, as received. The details of polling results for the item placed for consideration by the members are given below:

**ITEM NO 1. SPECIAL RESOLUTION** under Section 180(1)(a) and other applicable provisions and Rules, if any, of the Companies Act, 2013 relating to **SALE OF FIXED ASSETS OF THE COMPANY UNDER SEC 180(1)(a)**

Total No. of Shareholders	2116		
AUTHORISED CAPITAL ( RS )	150,000,000/		
PAID UP CAPITAL ( RS )	52,000,000/		
Total no. of shares	5,200,000		
Receipt of Postal Ballot Forms	<b>FROM JANUARY 28<sup>TH</sup> , 2015 TILL FEBRUARY 26<sup>TH</sup> , 2015</b>		
		Number of Votes	Number of Shares
Total votes cast through e- voting	<b>A</b>	25	<b>2390971</b>
TOTAL NO. OF VOTES CAST IN FAVOUR OF THE RESOLUTION	<b>B</b>	24	<b>2390961</b>
TOTAL NO. OF VOTES CAST	<b>C</b>	1	<b>10</b>



# RAHUL JAIN

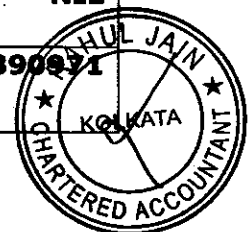
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AGAINST THE RESOLUTION			
Total votes cast through Postal Ballot Forms Received	<b>D</b>	NIL	<b>NIL</b>
Grand Total of e- voting/ Postal Ballot Form (A+D)	<b>E</b>	<b>25</b>	<b>2390971</b>
Less : Invalid e- voting/ Postal Ballot Forms ( On account of signature mismatch, for/ against option not indicated)	<b>F</b>	NIL	<b>NIL</b>
Net e- voting/ postal Ballot Forms (E-F)	<b>G</b>	<b>25</b>	<b>2390971</b>
% of votes in favour of the resolution			<b>99.99%</b>

**ITEM NO 2. SPECIAL RESOLUTION** under Section 13 and other applicable provision, if any, of the Companies Act 2013 (The Act) read with Companies Incorporation Rule 2014 relating to ALTER THE MAIN OBJECT CLAUSE OF THE COMPANY:-

Total No. of Shareholders	2116		
AUTHORISED CAPITAL ( RS )	150,000,000/		
PAID UP CAPITAL ( RS )	52,000,000/		
Total no. of shares	5,200,000		
Receipt of Postal Ballot Forms	<b>FROM JANUARY 28<sup>TH</sup> , 2015 TILL FEBRUARY 26<sup>TH</sup> , 2015</b>		
		Number of Votes	Number of Shares
Total votes cast through e- voting	<b>A</b>	25	<b>2390971</b>
Total no. Of votes cast in favour of the resolution	<b>B</b>	24	<b>2390961</b>
Total no. Of votes cast against the resolution	<b>C</b>	1	<b>10</b>
Total votes cast through Postal Ballot Forms Received	<b>D</b>	NIL	<b>NIL</b>
Grand Total of e- voting/ Postal Ballot Form (A+D)	<b>E</b>	<b>25</b>	<b>2390971</b>



# RAHUL JAIN

Chartered Accountants

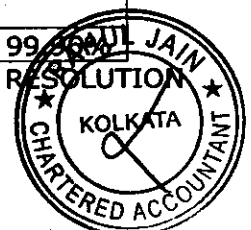
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Less : Invalid e- voting/ Postal Ballot Forms ( On account of signature mismatch, for/ against option not indicated)	F	NIL	NIL
Net e- voting/ postal Ballot Forms (E-F)	G	25	2390971
% of votes in favour of the resolution	H		99.99%

**ITEM NO 3. SPECIAL RESOLUTION** under Section 149, 152, 196, 197 and 203 read with Schedule IV and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 relating to APPOINTMENT OF MRS . VINITA DAGA, AS MANAGING DIRECTOR with effect from February 1<sup>st</sup> 2015

Total No. of Shareholders	2116		
AUTHORISED CAPITAL ( RS )	150,000,000/		
PAID UP CAPITAL ( RS )	52,000,000/		
Total no. of shares	5,200,000		
Receipt of Postal Ballot Forms	<b>FROM JANUARY 28<sup>TH</sup> , 2015 TILL FEBRUARY 26<sup>TH</sup> , 2015</b>		
		Number of Votes	Number of Shares
Total votes cast through e- voting	A	24	1207711
Total no. Of votes cast in favour of the resolution	B	23	1207701
Total no. Of votes cast against the resolution	C	1	10
Total votes cast through Postal Ballot Forms Received	D	NIL	NIL
Grand Total of e- voting/ Postal Ballot Form (A+D)	E	24	1207711
Less : Invalid e- voting/ Postal Ballot Forms ( On account of signature mismatch, for/ against option not indicated)	F	1*	1177011
Net e- voting/ postal Ballot Forms (E-F)	G	23	30700
% of votes in favour of the resolution	H		99.99%

\* THESE VOTES ARE VOID AS THE SHAREHOLDERS ARE INTERESET IN THE RESOLUTION HENCE THEY ARE NOT ENTITLED TO VOTE



**NOTE:**

1. Invalid Postal Ballot was not taken into account for counting of votes.
2. 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
3. There is no case where the shareholder holding shares has voted both through Postal Ballot as well as through e-Voting. The votes cast through e-voting has been considered valid pursuant to Rule No. 22 read with Rule No. 20 of the Companies (Management and Administration) Rules, 2014.

**I ALSO ANNEX SEPARATELY THE SUMMARY OF POSTAL BALLOT RESULT TO THIS REPORT .**

**RESULTS:-**

As the number of votes casted in favour of the Resolutions is **99.99%** the number of votes cast against is **.01%** . 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 JANUARY 16, 2015 has been passed by the shareholders 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 JANUARY 16, 2015 and the Board Resolution dated JANUARY 16, 2015 the Chairman or any other person as authorized in this regard may declare and confirm the above results of voting by postal ballot in respect of the resolution referred herein above as intimated to the stock exchanges. The results of Postal Ballot together with the Scrutinizer's Report would be displayed on Company's website **www.cineradcommunications.com** and on the website of CDSL within 2 days of passing of the resolution and shall also be communicated to the stock exchanges.

I further report that as per Rule 22 of the Companies (Management and Administration) Rules 2014, the Company has been duly complied with. I further report that as per the said Rules, the record maintained by me including the data as obtained from CDSL , the System provider for the e- voting facility extended by them as also a Registrar recording the consent or otherwise received from the shareholders, voting through postal ballot, which includes all the particulars of the shareholders such as the name, folio number/ DP ID/ Client ID, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares rejected, ballot papers and other



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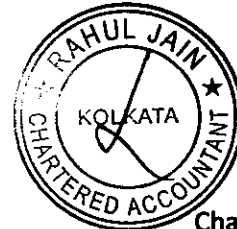
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related papers are in my safe custody which will be handed over to the Chairman of the Company after the chairman approves and signs the minutes of the meeting .

PLACE : KOLKATA

DATE : MARCH 3, 2015



*Rahul Jain*

RAHUL JAIN  
Chartered Accountant  
M.NO 304099

## Summary of Postal Ballot

### FOR ITEM NO.1:

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)= $\frac{(2)}{(1)} \times 100$	No. of votes- In favour (4)	No. of votes- against (5)	% of votes in favour on votes polled (6)- $\frac{(4)}{(2)} \times 100$	% of votes against on votes polled (7) = $\frac{(5)}{(2)}$
Promoter and Promoter Group	2360271	2360271	100	2360271	0	100	0
Public Institutional Holders	5700	NIL	NIL	NIL	NIL	NIL	NIL
Public others	2834029	30690	1.08	30680	10	99.97	.03
Total	5200000	2390971	45.98	2390971	10	45.98	.0004

### FOR ITEM NO.2:

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)= $\frac{(2)}{(1)} \times 100$	No. of votes- In favour (4)	No. of votes- against (5)	% of votes in favour on votes polled (6)- $\frac{(4)}{(2)} \times 100$	% of votes against on votes polled (7) = $\frac{(5)}{(2)}$
Promoter and Promoter Group	2360271	2360271	100	2360271	0	100	0
Public Institutional Holders	5700	NIL	NIL	NIL	NIL	NIL	NIL
Public others	2834029	30690	1.08	30680	10	99.97	.03
Total	5200000	2390971	45.98	2390971	10	45.98	.0004



FOR ITEM NO.3:

Promoter/PUBLIC	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)= $\frac{(2)}{(1)} \times 100$	No. of votes- In favour (4)	Votes Casted but Not counted (5)	No. of votes - against (6)	% of votes in favour on votes polled (7)= $\frac{(4)}{(2)} \times 100$	% of votes against on votes polled (8) = $\frac{(6)}{(2)}$
Promoter and Promoter Group	2360271	1177011	49.85	1177011	1177011	NIL	100.00	NIL
Public Institutional Holders	5700	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public others	2834029	30700	1.08	30690	NIL	10	99.96	.03
<b>Total</b>	<b>5200000</b>	<b>1207711</b>	<b>23.22</b>	<b>1207701</b>	<b>1177011</b>	<b>10</b>	<b>99.99</b>	<b>.03</b>

