

# Cinerad Communications Limited

**CIN: L92100MH1986PLC040952**

**Registered Office:** Premises No.G-58, Ground Floor, Om Heera Panna Premises Co-op. Society Ltd.  
Oshiwara, Andheri (W), Mumbai-400053, Phone: +91 22 64570111.

**Corp. Off. :** Subol Dutt Building, 13, Brabourne Road. Kolkata-700001 (W.B)  
Phone: +91 33 2231 5686-87 & Fax: +91 33 22315683

**Website :** [www.cineradcommunications.com](http://www.cineradcommunications.com) & **E-mail :** [cinerad@responce.in](mailto:cinerad@responce.in)

Notice is hereby given that the **Twenty Ninth Annual General Meeting** of the Members of **Cinerad Communications Limited** will be held at **Kilachand Conference Room, 2<sup>nd</sup> Floor, Indian Merchant's Chamber, IMC Building, IMC Marg, Churchgate, Mumbai- 400 020** on **Saturday, 22<sup>ND</sup> August, 2015 at 11.00 A.M.** to transact the following business:

## ORDINARY BUSINESS :

1. To consider, approve and adopt the Audited Balance Sheet as at **March 31, 2015** and the Profit and Loss Account for the year ended **March 31, 2015** and the Report of the Board of Directors and Auditors thereon.
2. To appoint Director in place Mr. Pradeep Kumar Daga (DIN: 00080515) who retire by rotation and being eligible, offers herself for re-appointment.
3. To ratify the continuation of the Statutory Auditors and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT, in terms of the provisions of Sections 139-142 and other applicable provisions, if any, of the Companies Act, 2013 read with the underlying rules viz. Companies (Audit and Auditors) Rules, 2014 as may be applicable and pursuant to the resolution of the Members at the Twenty Eighth Annual General Meeting held on 20th September, 2014, the appointment of M/s. Maroti & Associates, Chartered Accountants (Registration No.322770E), as statutory auditors of the Company, to hold office from the conclusion of this Meeting until the conclusion of the Thirtieth Annual General Meeting (AGM) of the Company, be ratified by the Members on a remuneration inclusive of service tax and such other tax(es) (as may be applicable) and reimbursement of all out-of-pocket expenses in connection with the audit of the accounts of the Company (including terms of payment) to be fixed by the Board of Directors of the Company, based on the recommendation of the Audit Committee in consultation with the Auditors.”

## SPECIAL BUSINESS :

4. To appoint Mr. Utpal Dey (DIN 06931935) (who was appointed as an Additional Director by the Board of Directors Under Section 161 of the Companies Act, 2013) as Non Executive Director eligible to retire by rotation and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 152 and 160 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Utpal Dey (DIN 06931935), who was appointed as an Additional Director by the Board of Director Under Section 161 of the Companies Act, 2013, only up to the date of this meeting and in respect of whom, the Company has received a notice in writing from a member signifying his intention to propose him as a candidate for the Office of Director, be and is hereby elected and appointed a Non-Executive Director of the Company liable to retire by rotation”.

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**Oshiwara, Andheri (W), Mumbai-400053**  
**CIN : L92100MH1986PLC040952**  
**Date : 17<sup>th</sup> Day of July, 2015**  
**Place : Kolkata**

**By Order of the Board of Directors**  
**For Cinerad Communications Limited**

**Sweta Sethia**  
**Company secretary**

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1. The explanatory statement, pursuant to Section 102(1) of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed hereto.
2. PROXY:
  - a) A Member entitled to attend and vote at this Annual General Meeting is entitled to appoint one or more proxy(ies) to attend and vote on a poll instead of himself and a proxy so appointed need not be a member of the company.
  - b) Proxy in order to be effective should be duly stamped, completed, signed and deposited or be received at the company's registered office and/or Corporate office not less than 48 hours before the commencement of the meeting. That is to say Proxy from in order to be effective must be received at the company's registered office and/or Corporate office latest before 11.00 A.M on 20.08.2015.
  - c) A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (ten) percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or shareholder.
  - d) Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
  - e) The instrument appointing a proxy shall be signed by the appointer or his attorney duly authorised in writing, or if the appointer is a body corporate, it shall be under its seal and be signed by an officer or an attorney duly authorised by it.
  - f) For the convenience of members and for proper conduct of the meeting, entry to the place of meeting will be regulated by attendance slip, which is a part of the Notice. Members are requested to sign at the place provided on the attendance slip and hand it over at the entrance to the venue. Members / proxies should bring the duly filled Attendance Slip attached herewith to attend the meeting. Duplicate Attendance Slip and / or copies of the Annual Report shall not be issued/ available at the venue of the Meeting.
  - h) For easier identification Members attendance at the meeting, members are requested to bring their PAN card or Voter ID card along and the members who hold shares in dematerialized form, are requested to bring their Client ID and DP ID Nos..
3. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
4. Member seeking any clarification on account of the company or requested to send their query in writing to the company at registered office addressing to Managing Director or through e-mail at [pradeep@responce.in](mailto:pradeep@responce.in). The query must reach to the company either by mail or e-mail at least Ten working days before the date of AGM (excluding the date of AGM).
5. The Register of Members and Share Transfer Books of the Company will remain closed from **14th August, 2015 to 22nd August, 2015** (both days inclusive)
6. The brief profile of the Directors proposed to be appointed / re-appointed, is given in the explanatory statement to the Notice and also in the section on Corporate Governance.

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7. Members are, therefore, requested to bring the copies of Annual Report. As a measure of economy, copies of the Annual Report will not be distributed at the Meeting.
8. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent. In respect of shares held in electronic/demat form, the nomination form may be filed with the respective Depository.
9. Members are requested to send all their communications pertaining to shares & notify change in their address/mandate/bank details to The Registrar & Share Transfer Agent, M/s. System Support Services. to facilitate better servicing.
10. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to The Registrar & Share Transfer Agent, M/s. System Support Services, for their doing the needful.
11. In furtherance of the Green Initiative the Company urges the Members to register their email address with the Company and/or its Registrar and Share Transfer Agent, M/s. System Support Services, for receiving the Annual Report and Accounts, Notices etc. in electronic mode. In future all the Annual Report and Accounts, Notices and other communications etc. will be sent in electronic mode to the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member requests for a physical copy of the same.
12. In future electronic copy of the Notice of General Meetings of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form will be sent to the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member requests for a physical copy of the same.
13. Members are advised that it is mandatory to furnish copy of PAN Card both side signed as self attested in the following cases:
  - i) Transferees' PAN Cards for transfer of shares,
  - ii) Legal heirs' PAN Cards for transmission of shares,
  - iii) Surviving joint holders' PAN Cards for deletion of name of deceased Shareholder and
  - iv) Joint holders' PAN Cards for transposition of shares.
14. Members may also note that the Notice of the Annual General Meeting and the Annual Report 2013-2014 will also be available on the Company's website <http://www.cineradcommunications.com> for being downloaded. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days till the date of the meeting. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id : [cinerad@responce.in](mailto:cinerad@responce.in)
15. **Process and manner for members opting for E-voting.**
  - I. **In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 29th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services.**

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- II. **The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).**
- III. **The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not casted their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.**
- IV. **The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.**
- V. **The remote e-voting period commences on 18th August, 2015 (9:00 am) and ends on 21st August, 2015 (5:00 pm). During this period members’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 15, August, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.**
- VI. **The process and manner for remote e-voting are as under:**
  - A. **In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :**
    - (i) Open email and open PDF file viz; “remote e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
    - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
    - (iii) Click on Shareholder - Login
    - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
    - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
    - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
    - (vii) Select “EVEN” of “Cinerad Communications Limited”.
    - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
    - (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
    - (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
    - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
    - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [nilesh@ngshah.com](mailto:nilesh@ngshah.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

(i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :

<b><u>EVEN (Remote e-voting Event Number)</u></b>	<b><u>USER ID</u></b>	<b><u>PASSWORD / PIN</u></b>
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(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- VII. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- VIII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- IX. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- X. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 15th August, 2015.
- XI. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 15th August, 2015, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [syss72@yahoo.com](mailto:syss72@yahoo.com).
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
- XII. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XIII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIV. Mr. Nilesh Shah., Company Secretary (C.P. Membership No. 4554) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XV. The Chairman shall, at the AGM at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" or "Poling Paper" for all those members who are present at the AGM but have not casted their votes by availing the remote e-voting facility.
- XVI. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM. A consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall counter sign the same and declare the result of the voting forthwith.
- XVII. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.cineradcommunications.com](http://www.cineradcommunications.com) and on the website of NSDL within 48 immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

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**CIN : L92100MH1986PLC040952**  
**Date : 17<sup>th</sup> Day of July, 2015**  
**Place : Kolkata**

**By Order of the Board of Directors**  
**For Cinerad Communications Limited**

**Sweta Sethia**  
**Company secretary**

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## Explanatory Statement Pursuant To Section 102 Of The Companies Act, 2013

**PURSUANT TO SECTION 102 OF THE COMPANIES Act, 2013 ('The ACT')**, the following explanatory statements sets out all material facts relating to the business mentioned under items No. 4 of the accompanying notice dated 22<sup>ND</sup> August, 2015.

Mr. Utpal Dey (DIN : 06931935) who was appointed as Additional Director of the company on 11th November, 2014 under section 161 of the Companies Act, 2013 to hold office only up to the date of this Annual General Meeting. As required under Section 160 of the above Act, a notice has been received from a member signifying his intention to propose Mr. Utpal Dey as a candidate for the office of Director. Mr. Utpal Dey who possess expert knowledge in accounting and finance which will be beneficial to the Company. It is, therefore, in the Company's interest that it should continue to avail of his services as member on the Board. It is in the above circumstances that the resolution mentioned in this item of the notice is proposed to be passed and commended for your acceptance.

Except Mr. Utpal Dey being an appointee none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out in item no. 4 of the notice.

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**Date : 17<sup>th</sup> Day of July, 2015**  
**Place : Kolkata**

**By Order of the Board of Directors**  
**For Cinerad Communications Limited**

**Sweta Sethia**  
**Company secretary**

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## EXHIBIT TO NOTICE

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, following information is furnished in respect of Directors proposed to be appointed/reappointed..

Name of the Director	<b>Mr. Pradeep Kumar Daga</b>	<b>Mr. Utpal Dey</b>		
Date of Birth	November 22, 1966	April 28, 1969		
Age	49 years	46 yrs		
Date of Appointment	February 04, 2012	August 23, 2015		
Qualification	Graduate in Commerce	Graduate in Commerce		
Qualifications and Nature of Expertise	Mr. Pradeep Kumar Daga is doyen in security market with more than 25 years experience in the Capital & Financial Market and one of the most respected business personalities in India. He possesses vast expertise and knowledge in Accounts, Finance and Corporate Restructuring. He is a leader to care, to adopt strategic decision and to build a team for the interest of its stakeholder besides infusing the spirit of action and a result oriented work culture.	Mr. Utpal Dey possesses vast expertise and knowledge in Accounts, Finance with leadership quality and recognized for excellent people management.		
Directorships held in other Indian public companies (other than Section 8 companies)	Daga International Ltd Mangalam Industrial Finance Ltd Responce Capital Limited Responce Commodities Limited Responce Energy Limited Responce Investments Limited Responce Renewable Energy Limited Vegetable Products Ltd	NIL		
Memberships / Chairmanships of Committees	Vegetable Products Ltd	Mangalam Industrial Finance Ltd	Cinerad Communications Limited	NIL
Chairman	Stakeholders Relationship Committee	--	--	
Member	Audit Committee	Audit & Stakeholders Relationship Committee	Audit & Stakeholders Relationship Committee	
Number of Equity Shares held in the Company	1177011			NIL

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## ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE AUDITORIUM

Name and address of the registered member	:	
Folio No./DP ID No./ Client ID No.	:	
No. of Shares	:	

I hereby record my presence at the 29<sup>th</sup> Annual General Meeting of the Company to be held at Kilachand Conference Room, 2nd Floor, Indian Merchants' Chamber, IMC Building, IMC Marg, Churchgate, Mumbai- 400020 on Saturday, 22<sup>ND</sup> August, 2015 at 11.00 A.M.

Signature of the Member/Joint Member/Proxy attending the Meeting

Electronic Voting Event Number (EVEN)	User ID	Password
102252	Folio No./DP ID No./ Client ID No.	Follow Note No. 15 of Notice

**Note: Person attending the Meeting is requested to bring this Attendance Slip and Annual Report with him/her. Duplicate Attendance Slip and Annual Report will not be issued at the Annual General Meeting.**

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**29th Annual General Meeting on Saturday, 22nd August, 2015 at 11.00 A.M.**

## PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	L92100MH1986PLC040952
Name of the Company	Cinerad Communications Limited
Registered Office	Premises No. G-58, Ground Floor, Om Heera Panna Premises Co-op. Society Ltd. Oshiwara, Andheri (W), Mumbai-400053
Name of Member(s)	
Registered Address	
Email ID	
Folio No./ DP ID – Client ID	

I/We, being the Member(s) of and hold/holds \_\_\_\_\_ shares of above named Company, hereby appoint:

- (1) Name..... Address: .....  
Email ID: ..... Signature ..... Or failing him/her
- (2) Name..... Address: .....  
Email ID: ..... Signature ..... Or failing him/her
- (3) Name..... Address: .....  
Email ID: ..... Signature .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29<sup>th</sup> Annual General Meeting of the Company to be held on Saturday, 22<sup>nd</sup> August, 2015 at 11.00 A.M. at Kilachand Conference Room, 2nd Floor, Indian Merchants' Chamber, IMC Building, IMC Marg, Church gate, Mumbai- 400020 and at any adjournment thereof in respect of such resolutions:

Serial No.	RESOLUTIONS	Optional*	
		For	Against
1.	Ordinary Resolution to Adopting Audited Balance Sheet as at 31 <sup>st</sup> March, 2015 and the Statement of Profit and Loss for the year ended on that date along with the Reports of the Board of Directors and Auditors thereon.		
2.	Ordinary Resolution to Re-appointment of Mr. Pradeep Kumar Daga (DIN 00080515), as Director who retires by rotation and, being eligible, offers himself for re-appointment.		
3.	Ordinary Resolution to Ratify Appointment of Messrs. Maroti & Associates, Chartered Accountants (Registration No. 322770E), as Statutory Auditors of the Company for the Financial Year ended 31.03.2016.		
4.	Ordinary Resolution to appoint Mr. Utpal Dey (DIN 06931935) (who was appointed as an Additional Director by the Board of Directors Under Section 161 of the Companies Act, 2013) as Non Executive Director eligible to retire by rotation.		

Signed this.....day of..... 2015

Signature of Member(s):.....

Signature of Proxy holder(s):.....

Affix Revenue Stamp of Re. 1/-
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**Notes:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Statement setting out material facts thereon and notes, please refer to the Notice of the 29th Annual General Meeting.
3. It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.