

# Cinerad Communications Limited

CIN: L92100WB1986PLC218825

Registered Office: Subol Dutt Building, 13, Brabourne Road,  
Mezzanine Floor, Kolkata-700001 (W.B.) India

Phone: +91 33 2231 5686/5687 & Fax: +91 33 2231 5683

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

## THE NOTICE OF THE 31ST ANNUAL GENERAL MEETING OF THE COMPANY

### E-Voting Notice

Date :

Sr. No. :

Name & Registered Address :  
of Sole/First named Member :

Joint Holders Name (If any) :

Folio No. / DP ID & Client ID :

No. of Equity Shares Held :

**Subject : Process and manner for availing E-voting facility.**

**Dear Shareholder,**

Pursuant to 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 Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide E-voting facility to the members to cast their votes electronically on all resolutions proposed to be considered at the 31st Annual General Meeting (AGM) to be held on **Tuesday, 19th day of September, 2017 at 11.30 a.m.** at **Conference Hall, 11, Clive Row, 5th Floor, Kolkata - 700001** and at any adjournment thereof. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.evoting.nsdl.com>.

The Electronic Voting Particulars are set out below:

(1) EVEN (E-Voting Event No.)	(2) USER ID.	(3) PASSWORD

The E-voting facility will be available during the following voting period:

Remote e-Voting start on	Remote e-Voting end on
16 <sup>th</sup> September, 2017 at 9:00 A.M. (IST)	18 <sup>th</sup> September, 2017 at 5:00 P.M. (IST)

#Please read the instructions mentioned in point no. 14 of the Notice before exercising your vote.

By Order of the Board  
For Cinerad Communications Limited

sd/-  
**Pooja Goenka**  
Company Secretary

Place : Kolkata  
Date : 11.08.2017

Encl : AGM Notice / Attendance Slip / Proxy Form / Ballot Paper

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## NOTICE OF 31ST ANNUAL GENERAL MEETING

Notice is hereby given that the **Thirty first Annual General Meeting** of the Members of **Cinerad Communications Limited** will be held at "**Conference Hall**", **11, Clive Row, 5th Floor, Kolkata-700001** on **Tuesday, 19<sup>th</sup> September, 2017 at 11.30 A.M.** to transact the following business:

### ORDINARY BUSINESS :

1. To receive, consider, and adopt the Audited Financial Statements of the Company for the financial year ended **March 31, 2017**, together with the Report of the Directors and Auditors thereon.
2. To consider appointment of a Director in place of Mr. Pradeep Kumar Daga (DIN: 00080515) who retire by rotation and being eligible, offers himself for re-appointment.
3. To consider appointment of the Statutory Auditors and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, M/s. Maroti & Associates, Chartered Accountant, (Firm Registration No. 322770E) be and is hereby appointed as the Statutory Auditors of the Company to hold the office from the conclusion of this 31st Annual General Meeting till the conclusion of 36th Annual General Meeting of the Company to be held in respect of financial year 2022, subject to ratification as to the said appointment at every Annual General Meeting, on such remuneration including out of pocket expenses and other 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.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**Registered Office:**  
**Subol Dutt Building,**  
**13, Brabourne Road, Mezzanine Floor,**  
**Kolkata-700001**  
**CIN : L92100WB1986PLC218825**  
**Date : 11<sup>th</sup> Day of August, 2017**  
**Place : Kolkata**

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

**Pooja Goenka**  
**Company secretary**

### 1. 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.

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- c) Pursuant to the provisions of Section 105 of the Companies act,2013, read with applicable rules made thereon, 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 member.
  - 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 authorizing 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 authorized 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 authorized 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.
  - g) 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..
2. 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.
  3. 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/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).
  4. The Register of Members and Share Transfer Books of the Company will remain closed from **13<sup>th</sup> September, 2017 to 19<sup>th</sup> September, 2017** (both days inclusive).
  5. 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.
  6. 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.
  7. Pursuant to Section 72 of the Companies Act, 2013, members 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.
  8. 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. Niche Technologies Pvt. Ltd. to facilitate better servicing.
  9. 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. Niche Technologies Pvt. Ltd., for their doing the needful.

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10. 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. Niche Technologies Pvt. Ltd., 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.
11. 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.
12. 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.
13. Members may also note that the Notice of the 31<sup>st</sup> Annual General Meeting and the Annual Report 2016-2017 will also be available on the Company's website [www.cineradcommunications.com](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)
14. **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 Regulation 44 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 31st Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. 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).**
  - II. **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.**
  - III. **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.**
  - IV. **The remote e-voting period commences on 16th September, 2017 (9:00 am) and ends on 18<sup>th</sup> September, 2017 (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 12th September, 2017, 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.**

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- V. 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; "CCL 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.nsd.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 [pramod2677@gmail.com](mailto:pramod2677@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- 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.
- VI. 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.nsd.com](http://www.evoting.nsd.com) or call on toll free no.: 1800-222-990.
- VII. 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.
- VIII. 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).
- IX. 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 12<sup>th</sup> September, 2017.
- X. 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. 12<sup>th</sup> September, 2017, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com).

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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**.

- XI. 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.
- XII. 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.
- XIII. Mr. Pramod Agarwal, Company Secretary in Practice (C.P. 4193, Membership No. F5895) 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.
- XIV. 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.
- XV. 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.
- XVI. 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 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 recognized stock exchange(s).

**Registered Office:**  
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**Kolkata-700001**  
**CIN : L92100WB1986PLC218825**  
**Date : 11<sup>th</sup> Day of August, 2017**  
**Place : Kolkata**

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

**Pooja Goenka**  
**Company secretary**

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**Details of Directors seeking appointment/ re-appointment at the  
31<sup>st</sup> Annual General Meeting scheduled to be held on September 19, 2017**

(Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements), Regulations 2015

Name of the Director	<b>Mr. Pradeep Kumar Daga</b>	
DIN	00080515	
Date of Birth	November 22, 1966	
Date of Appointment	February 04, 2012.	
Qualification	Graduate in commerce	
Nature of Expertise	Mr. Pradeep Kumar Daga 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.	
Directorships held in other Indian public companies (other than Section 8 companies)	Mangalam Industrial Finance Limited Vegetable Products Limited. Responce Energy Limited. Responce Commodities Limited. Thirani Projects Limited. Daga International Limited. Responce Capital Limited Responce Investments Limited.	
Memberships / Chairmanships of Committees in other Company	Mangalam Industrial Finance Limited Thirani Projects Limited	
Chairman of Committees	----	
Member of Committees	<u>Thirani Projects Limited</u> 1. Nomination and Remuneration Committee	<u>Mangalam Industrial Finance Ltd.</u> 1. Audit Committee 2. Stakeholders Relationship Committee
Number of Equity Shares held in the Company	1177011	

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## Form No. MGT-12

### BALLOT / POLLING PAPER

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies  
(Management and Administration) Rules, 2014]

**Name of the Company** : Cinerad Communications Limited  
**Registered Office** : Subol Dutt Building,  
13, Brabourne Road, Mezzanine Floor, Kolkata-700001  
**CIN** : L92100WB1986PLC218825

### **BALLOT PAPER**

Sl.No.	Particulars	Details
1.	Name of the first named Shareholder (In Block Letters)	
2.	Postal address	
3.	Registered Folio No./ *Client ID No. (*applicable to investors holding shares in Dematerialized form)	
4.	Class of Share	Equity Shares

I hereby exercise my vote in respect of Ordinary/Special Resolutions enumerated below by recording my  
assent or dissent to the said resolutions in the following manner:

No.	Item No.	No. of Shares # held by me	I assent to the Resolution \$	I dissent from the resolution
1.	Ordinary Resolution for adopting of Audited Financial Statements of the Company for the financial year ended March 31, 2017, together with the Report of the 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 for appointment of M/s Maroti & Associates, Chartered Accountants (Firm Registration No. 322770E), as Statutory Auditors of the Company for the term of five years subject to their ratification at every Annual General Meeting.			

**Note :**

# Specify the total no of shares held by member in the Company in each respective column.

\$ Provide the number of share voting in favour of the resolution.

@ Provide the number of share to vote against the resolution.

\* Any other mark will not be considered for voting & such vote shall treated as canceled or shall not be counted.

**Place:**

**Date :**

(Signature of the shareholder\*)

(\*as per Company records)

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## ATTENDANCE SLIP

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

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 **31st Annual General Meeting** of the Company to be held at **11, Clive Row, 5th Floor, Kolkata-700001** on **Tuesday, 19th September, 2017** at **11.30 A.M.**

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

**Note:**

1. Shareholder / Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover the same at the entrance duly signed.
2. Shareholder / Proxy holder desiring to attend the meeting may bring his / her copy of the Annual Report for reference at the meeting.

-----PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING-----

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**31st Annual General Meeting on Tuesday, 19th September, 2017 at 11.30 A.M.**

**Form MGT-11**

**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	L92100WB1986PLC218825
Name of the Company	Cinerad Communications Limited
Registered Office	Subol Dutt Building, 13, Brabourne Road, Mezzanine Floor, Kolkata-700001
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.....

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As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **31st Annual General Meeting** of the Company to be held on **Tuesday, 19th September, 2017 at 11.30 A.M. at 11, Clive Row, 5th Floor, Kolkata-700001** and at any adjournment thereof in respect of such resolutions:

Serial No.	RESOLUTIONS	Optional*	
		For	Against
1.	<b>Ordinary Resolution</b> for adopting of Audited Financial Statements of the Company for the financial year ended March 31, 2017, together with the Report of the Directors and Auditors thereon.		
2.	<b>Ordinary Resolution</b> 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.	<b>Ordinary Resolution</b> for appointment of M/s Maroti & Associates, Chartered Accountants (Firm Registration No. 322770E), as Statutory Auditors of the Company for the term of five years subject to their ratification at every Annual General Meeting.		

Signed this.....day of..... 20 17

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

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

Affix  
Revenue  
Stamp  
of Re.  
1/-

#### 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 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.