

Date: 04.03.2015

To,
BSE Limited
Department of Corporate Filings,
P.J. Towers, Dalal Street,
Mumbai - 400 001

Ref: Cinerad Communications Limited (Scrip Code: 530457)

Sub: Submission of Proceeding of meeting of members for resolution passed through Postal Ballot pursuant to the clause 31(d) of the Listing Agreement.

Dear Sir,

With reference to captioned subject and in furtherance to our intimation regarding approval of members sought through Postal Ballot and providing E-Voting facility seeking consent of the shareholders for the resolutions as set in the notice of Postal Ballot sent to you vide our letter dated 16.01.2015 and 24.01.2015 respectively.

We hereby submit an extract of the Minutes of the proceedings held on March 4, 2015 relating to declaration of the results on the voting by Postal Ballot in compliance with clause 31(d) of the Listing Agreement.

This is for your information & record. Kindly acknowledge the same.

Thanking You,

Yours Sincerely,

For Cinerad Communications Limited



Pradeep Kumar Daga
Director
DIN : 00080515



MINUTES OF THE PROCEEDINGS OF DECLARATION OF RESULTS ON VOTING OF THE SPECIAL RESOLUTION PASSED BY THE MEMBERS OF THE CINERAD COMMUNICATIONS LIMITED THROUGH POSTAL BALLOT AND E- VOTING ON WEDNESDAY 4TH MARCH, 2015 AT 4.00 P.M AT CORPORATE OFFICE OF THE COMPANY AT SUBOL DUTT BUILDING, 13, BRABOURNE ROAD, KOLKATA-700001

The following were present :

- 1. Mr. PRADEEP KUMAR DAGA - DIRECTOR & MEMBER**
- 2. Mrs. VINITA DAGA - MANAGING DIRECTOR & MEMBER**
- 3. Mr. BISHAMBAR PACHISIA - DIRECTOR**
- 4. Mr. DILIP KUMAR HELA - DIRECTOR**
- 5. Mr. UTPAL DEY - ADDITIONAL DIRECTOR**
- 6. Mr. ANAND KUMAR JAIN - MEMBER**
- 7. Mr. HARI PRASAD TIWARI - MEMBER**
- 8. Mr. BASANT KUMAR SHARMA - MEMBER**
- 9. Mr. PUSPENDU BANERJEE - MEMBER**
- 10. Mr. SURAJIT SAHA - MEMBER**
- 11. Mr. TAPAS ROY - MEMBER**
- 12. Mr. AVINASH SHARMA - MEMBER**
- 13. Mr. RAVI PRAKASH SHARMA - MEMBER**
- 14. Mr. PRAHLAD KUMAR PAUL - MEMBER**
- 15. Mrs. MANANI CHAKRABORTY - MEMBER**
- 16. Mr. KAILASH CHANDRA SHARMA - MEMBER**
- 17. Mr. SANJIB ROY - MEMBER**
- 18. Mr. OM PRAKASH SHARMA - MEMBER**

Mrs. SWETA SETHIA, Company secretary.

Mr. RAHUL JAIN, Scrutinizer by invitation.

Mr. PRADEEP KUMNAR DAGA, presided over as the Chairman of the meeting to conduct the proceedings. The chairman welcomed all the members present at the meeting.

Mr. RAHUL JAIN , Scrutinizer stated that he had carried out the scrutiny of all postal ballot forms received up to the close of e voting hours on 26TH FEBRUARY , 2015 and submitted his report relating to the results on the Postal Ballot and E-voting to the Chairman. He added that the Company had extended the facility of E-voting to its members as required under Companies Act, 2013 and the Listing Agreement. He also stated that the Postal Ballot has been conducted in compliance with the provisions of Sec 110 of the Companies Act , 2013 read with Companies (Management and Administration) Rules, 2014 .



The Report submitted by the Scrutinizer was taken on record and the Chairman announced the results of the voting by postal ballot as under:

SPECIAL BUSINESS :

1. SALE OF FIXED ASSETS OF THE COMPANY UNDER SEC 180(1)(a) :-

The Chairman then declared that the special resolution as set out in the Postal Ballot Notice dated 16TH JANUARY, 2015 was carried out as a SPECIAL RESOLUTION as under :

"RESOLVED THAT consent of the company be and is hereby accorded to the Board of Directors of the company (hereinafter referred to as the **"Board"** which term shall be deemed to include any Committee thereof or any person to which all or any of the powers hereby conferred on the Board are or may hereafter be delegate) pursuant to Section 180(1)(a) and other applicable provisions and Rules, if any, of the Companies Act, 2013 (including any amendment thereto or enactment / re-enactment thereof) and the Memorandum and Articles of Association of the Company and subject to such other permissions, consents and approvals, if any required from concerned authorities, bodies and agencies and subject to such conditions as may be prescribed by them and which may be agreed to by the Board of Directors of the Company, to transfer, sell, lease or otherwise dispose-off the movable and immovable properties and Assets of the company, in full or in part, to any other person and in such manner/arrangements as the Board may consider appropriate for such consideration, on such terms and conditions and with effect from such date as may be decided by the Board and to finalize and execute all such documents including agreements, deeds of assignment/conveyance and other documents as the Board may deem necessary or required and to do all such other acts, deeds, matters and things which are incidental and consequential thereto or which may be considered necessary by the Board.

RESOLVED FURTHER THAT the Board of Directors or any person so authorized by the Board be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution."



The results of the said resolution as under :

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	FROM JANUARY 28TH , 2015 TILL FEBRUARY 26TH , 2015		
		Numbers of Votes	Numbers of Shares
Total votes cast through e-voting	A	25	2390971
Total no. Of votes cast in favour of the resolution	B	24	2390961
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	25	2390971
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			99.99%



2. ALTER THE MAIN OBJECT CLAUSE OF THE COMPANY UNDER SECTION 13 OF THE COMPANIES ACT 2013 :- :-

The Chairman then declared that the special resolution as set out in the Postal Ballot Notice dated 16TH JANUARY, 2015 was carried out as a SPECIAL RESOLUTION :

"RESOLVED THAT subject to the provision of Section 13 and other applicable provision, if any, of the Companies Act 2013 (The Act) read with Companies Incorporation Rule 2014, the Clause III (A) of the Memorandum Of Association of the company dealing with the Main objects to be pursued by the Company be amended as under :

1. By inserting a new object clause after clause III (A) 1.

Clause III (A) 2 To carry on the business of a trading as general merchants, importers, exporters, buyers, sellers, retailers and dealers and agents, estate agents, builders, constructions and in all kinds of commodities, materials, articles and goods, including mechanical, electrical, telecommunication, telephone, mobile phones and its instruments and components thereof used for telecommunications and/or radio communications, microphones, amplifiers, loud speakers, telegraphic instruments, TV systems and sub-systems and its equipments and accessories and , calculators, computers, mini-computers and micro-computers, printers and its instruments, components and other related equipments, article including home appliances, articles, goods or things of every description including refrigeration, air-Conditioning and other products, apparatus, tools, articles, goods or things of every description including wheat, starw, rice and other types of straw, forest products, compositors, cotton rags, cotton liners, cotton waste and other fibers fabrics all kinds, oil seeds, minerals, chemicals, ornaments and as jewelry, bullions and coins, precious and semi- precious stones, objects of art and products or every description, either raw of manufactured or in the natural or processed, machineries, machinery parts and spares, tools, Implements and other commodities, articles, goods or things of every description."

RESOLVED FURTHER THAT the board be authorized to re-number the clause after Clause III (A) (1) in the Memorandum Of Association accordingly.

RESOLVED FURTHER THAT the Board of Directors or any person so authorized by the Board be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution."



The results of the said resolution as under :

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	FROM JANUARY 28TH , 2015 TILL FEBRUARY 26TH, 2015		
		Number of Votes	Number of Shares
Total votes cast through e- voting	A	25	2390971
Total no. Of votes cast in favour of the resolution	B	24	2390961
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	25	2390971
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			99.99%

3 APPOINTMENT OF MRS . VINITA DAGA, AS MANAGING DIRECTOR :-

The Chairman then declared that the special resolution as set out in the Postal Ballot Notice dated 16TH JANUARY , 2015 was carried out as a SPECIAL RESOLUTION :

"RESOLVED THAT subject to the provision of 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 (Including any statutory modification(s) or re-enactment thereof for the time being in force and subject to such approvals , consents of the company be and is hereby accorded to the appointment of Mrs. Vinita Daga (holding DIN 00080647) as the Managing Director (Key Managerial Personal) of the company for the period of two years with effect from 1st day of February 2015 upon the terms and conditions including remuneration as set out in explanatory statement annexed to this notice (including the remuneration to be paid in the



event of loss or inadequacy of profits in any financial year during the tenure of her appointment) with liberty to the Board of Directors (hereinafter referred to "as Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter, vary and finalize the terms and conditions of the said appointment and/ or remuneration as it may deem fit and as may be acceptable to Mrs. Vinita Daga, subject to the same not exceeding the limits specified under schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT the Board or a Committee thereof be and hereby authorized to take all steps as may be necessary, proper and expedient to give effect to this resolution. "

The results of the said resolution as under :

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	FROM JANUARY 28 TH , 2015 TILL FEBRUARY 26 TH , 2015		
		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 INTERESTED IN THE RESOLUTION HENCE THEY ARE NOT ENTITLED TO VOTE

The chairman thereafter stated that special Resolution set out in the notice dated 16.01.2015 was duly approved and passed by the requisite majority and the date of declaration of results i.e. Wednesday, 04Th of March, 2015 is the date of passing the said resolution.

PLACE : KOLKATA
DATE : 04/03/2015



CHAIRMAN