



Date: May 16, 2024

To,
The Listing Department,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001.
Scrip Code: 530457

Sub: Intimation of Notice of Extra Ordinary General Meeting under Disclosure of events & information pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations").

Dear Sir/Madam,

In compliance with Regulation 30 of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015, we wish to submit herewith the notice of extra ordinary general meeting to be held on Saturday, June 8, 2024 at 11.00 a.m. (IST) through Video Conferencing / Other Audio Visual Means and e-voting information.

Kindly take this communication on your record and disseminate.

Thanking You.

Yours faithfully,

For Cinerad Communications Limited

Ebrahim Nimuchwala
Company Secretary & Compliance Officer





NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given to the Shareholders (the “Shareholders” or the “Members”) of Cinerad communications Limited (“Company”) that an Extra-Ordinary General Meeting (“EGM”) (Meeting No. – 1/2024-25) of the Company will be held on Saturday, June 8, 2024 at 11.00 a.m. through Video Conferencing / Other Audio-Visual Means to transact the following special business(es):

1. **Regularisation of appointment of Mr. Nitin Neminath Patil (DIN: 07686672) as Director of the Company.**

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 150 and Section 152 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), Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or re-enactment thereof for the time being in force) read with Articles of Association of the Company, Mr. Nitin Neminath Patil (DIN: 07686672) be and is hereby appointed as the Non-Executive Non-Independent Director of the Company who was appointed as the Additional Director by the Board of Directors of the Company at their meeting held on March 13, 2024 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director.

RESOLVED FURTHER THAT the Mr. Pankaj Samani (DIN: 06799990), Managing Director and / or Mr. Ebrahim Nimuchwala, Company Secretary & Compliance Officer of the Company be and are hereby severally authorised to file the necessary forms and other related documents with the Ministry of Corporate Affairs and to do all such acts, deeds and things as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to the aforesaid resolution including delegation of all or any of the powers conferred on it to any committee of Board of Directors and/or any other person as it deems fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

2. **Regularization of appointment of Mr. Kaushal Uttam Shah (DIN: 02175130) as Director of the Company.**

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 150 and Section 152 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), Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or re-enactment thereof for the time being in force) read with Articles of Association of the Company, Mr. Kaushal Uttam Shah (DIN: 02175130) be and is hereby appointed as the Non-Executive Non-Independent Director of the Company who was appointed as the Additional Director by the Board of Directors of the Company at their meeting held on March 13, 2024 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director.

RESOLVED FURTHER THAT the Mr. Pankaj Samani (DIN: 06799990), Managing Director and / or Mr. Ebrahim Nimuchwala, Company Secretary & Compliance Officer of the Company be and are hereby



severally authorised to file the necessary forms and other related documents with the Ministry of Corporate Affairs and to do all such acts, deeds and things as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to the aforesaid resolution including delegation of all or any of the powers conferred on it to any committee of Board of Directors and/or any other person as it deems fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

3. Regularization of appointment of Mr. Ganesh Natarajan (DIN: 00176393) as Director of the Company.

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 150 and Section 152 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), Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or re-enactment thereof for the time being in force) read with Articles of Association of the Company, Mr. Ganesh Natarajan (DIN: 00176393) be and is hereby appointed as Non-Executive Non-Independent Director of the Company who was appointed as the Additional Director by the Board of Directors of the Company at their meeting held on March 13, 2024 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director.

RESOLVED FURTHER THAT the Mr. Pankaj Samani (DIN: 06799990), Managing Director and / or Mr. Ebrahim Nimuchwala, Company Secretary & Compliance Officer of the Company be and are hereby severally authorised to file the necessary forms and other related documents with the Ministry of Corporate Affairs and to do all such acts, deeds and things as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to the aforesaid resolution including delegation of all or any of the powers conferred on it to any committee of Board of Directors and/or any other person as it deems fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

4. Regularisation of appointment of Mr. Pankaj Ramesh Samani (DIN: 06799990) as Director of the Company.

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 150 and Section 152 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), Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or re-enactment thereof for the time being in force) read with Articles of Association of the Company, Mr. Pankaj Ramesh Samani (DIN: 06799990) be and is hereby appointed as the Executive Non-Independent Director of the Company who was appointed as the Additional Director by the Board of Directors of the Company at their meeting held on March 13, 2024 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director.

RESOLVED FURTHER THAT any of the Director and / or Key Managerial Personnel of the Company be and are hereby severally authorised to file the necessary forms and other related documents

with the Ministry of Corporate Affairs and to do all such acts, deeds and things as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to the aforesaid resolution including delegation of all or any of the powers conferred on it to any committee of Board of Directors and/or any other person as it deems fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

5. Appointment and remuneration of Mr. Pankaj Ramesh Samani (DIN: 06799990) as Managing Director of the Company.

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17(6)(e) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Pankaj Ramesh Samani (DIN: 00680953) be and is hereby appointed as Managing Director of the Company for a period of 5 (Five) years with effect from March 13, 2024 to March 12, 2029 (both days inclusive) subject to liable by rotation, on the terms and conditions annexed to this Notice, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment as it may deem fit and as may be acceptable to Mr. Pankaj Ramesh Samani.

RESOLVED FURTHER THAT the consent of the members be and are hereby accorded to approve the remuneration as stated below for the period of 3 (Three) years with effect from March 13, 2024 to March 12, 2027 (both days inclusive).

REMUNERATION:

I. SALARY:

- a. **Salary:** Upto Rs. 5,00,000/- per month as may be decided by Board of Directors based on the performance of the Company subject to specified ceiling limit of the managerial remuneration under the provisions of section 197 read with schedule V of the Act.
- b. Incentives, not exceeding the specified ceiling limit of the net profit of the Company for each financial year or part thereof computed in the manner as laid down under section 198 of the Companies Act, 2013 after deducting Salary & Perquisites as provided herein.

II. PERQUISITES:

Mr. Pankaj Ramesh Samani shall be entitled to House Rent Allowance (not exceeding 60% of the salary as mentioned at (A)(a) above), gas, electricity, medical reimbursement, leave travel concession for self and family, club fees, personal accident insurance, Company maintained car with driver, telephone and such other perquisites in accordance with the Company’s rules, the monetary value of such perquisites to be determined in accordance with the Income Tax Rules within the ceiling limits payable to Mr. Pankaj Ramesh Samani, subject however to ceiling the limit of minimum remuneration as mentioned hereinabove in case of loss or inadequate profits.

Mr. Pankaj Ramesh Samani shall be further eligible to the following perquisites also which shall not be included in the computation of the ceiling limit on remuneration:

- i. The Company's contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent it is not taxable under the Income Tax Act;
- ii. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- iii. Encashment of leave at the end of the tenure.

III. OTHER TERMS:

- a) The Appointee shall not be entitled to sitting fees for attending meetings of the Board of Directors and/or Committee(s) thereof.
- b) The Appointee shall, while he continues to hold office as Managing Director, be liable to rotation.
- c) The Appointee shall be entitled to compensation for loss of office in the event, manner and to the extent provided Section 202 of the Companies Act, 2013.

In the event of the death of the Appointee during the tenure of her appointment, the Company shall pay to her legal heirs, her full salary and other emoluments for that month and for three months thereafter. Either party may terminate the Agreement by giving 90 days' notice in writing to the other without any cause.

RESOLVED FURTHER THAT Mr. Pankaj Ramesh Samani shall be entitled to reimbursement of expenses actually and properly incurred by him for the business of the Company.

RESOLVED FURTHER THAT any of the Director and / or Key Managerial Personnel of the Company be and are hereby severally authorised to file the necessary forms and other related documents with the Ministry of Corporate Affairs and to do all such acts, deeds and things as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to the aforesaid resolution including delegation of all or any of the powers conferred on it to any committee of Board of Directors and/or any other person as it deems fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

6. Regularization of the appointment of Mr. Salil Sriram Shetty (DIN: 07424136) as an Independent Director of the Company.

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the rules framed thereunder including the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended and Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Salil Sriram Shetty (DIN: 07424136), who was appointed as an Additional Director (in the capacity of an Independent Director) of the Company by the Board of Directors with effect from April 22, 2024, and who has submitted a declaration that he meets the criteria of independence under Section 149(6)

of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the SEBI Listing Regulations, and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of an Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from April 22, 2024 upto April 21, 2029.

RESOLVED FURTHER THAT the Mr. Pankaj Samani (DIN: 06799990), Managing Director and / or Mr. Ebrahim Nimuchwala, Company Secretary & Compliance Officer of the Company be and are hereby severally authorised to file the necessary forms and other related documents with the Ministry of Corporate Affairs and to do all such acts, deeds and things as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to the aforesaid resolution including delegation of all or any of the powers conferred on it to any committee of Board of Directors and/or any other person as it deems fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

7. Regularization of the appointment of Mr. Shantanu Jagannath Surpure (DIN: 00337426) as an Independent Director of the Company.

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the rules framed thereunder including the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended and Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Shantanu Jagannath Surpure (DIN: 00337426), who was appointed as an Additional Director (in the capacity of an Independent Director) of the Company by the Board of Directors with effect from April 22, 2024, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the SEBI Listing Regulations, and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of an Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from April 22, 2024 upto April 21, 2029.

RESOLVED FURTHER THAT the Mr. Pankaj Samani (DIN: 06799990), Managing Director and / or Mr. Ebrahim Nimuchwala, Company Secretary & Compliance Officer of the Company be and are hereby severally authorised to file the necessary forms and other related documents with the Ministry of Corporate Affairs and to do all such acts, deeds and things as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to the aforesaid resolution including delegation of all or any of the powers conferred on it to any committee of Board of Directors and/or any other person as it deems fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

8. Regularization of the appointment of Ms. Ruchika Mehta (DIN: 09099762) as an Independent Director of the Company.

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the rules framed thereunder including the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended and Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Ms. Ruchika Mehta (DIN: 09099762), who was appointed as an Additional Director (in the capacity of an Independent Director) of the Company by the Board of Directors with effect from April 22, 2024, and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the SEBI Listing Regulations, and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing her candidature for the office of an Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from April 22, 2024 upto April 21, 2029.

RESOLVED FURTHER THAT the Mr. Pankaj Samani (DIN: 06799990), Managing Director and / or Mr. Ebrahim Nimuchwala, Company Secretary & Compliance Officer of the Company be and are hereby severally authorised to file the necessary forms and other related documents with the Ministry of Corporate Affairs and to do all such acts, deeds and things as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to the aforesaid resolution including delegation of all or any of the powers conferred on it to any committee of Board of Directors and/or any other person as it deems fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

9. Change in situation of the Registered Office of the Company from West Bengal to Maharashtra.

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to provisions of Section 12, 13 and other applicable provisions of the Companies Act, 2013 (including any (including any statutory modification(s) or re- enactment thereof for the time being in force) read with rule 30 of the Companies (Incorporation) Rules, 2014, subject to approval of the Central Government (Power delegated to Regional Director) and/or any other authority(ies) as may be prescribed from time to time and subject to such other approvals, consents, permissions as might be required from any regulatory authority, as may be necessary, if any and pursuant to recommendation made by the Board of Directors of the Company, the consent of the members be and is hereby accorded for shifting of registered office from West Bengal to Maharashtra, and that clause II of the Memorandum of Association of the Company be substituted with the following clause:

II. The registered office of the Company shall be situated in the state of Maharashtra.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally / jointly authorized to sign, affirm and file the petition and other related documents to be filed with the Regional Director at Eastern region and the Registrar of Companies, Kolkata and such other authorities and also to appoint Authorized Representative to appear and represent the Company before the Regional Director, Eastern region bench and other authorities and to do all such acts, deeds and things as may be

necessary in connection therewith and incidental to effect the change in Registered Office of the Company from the Kolkata, West Bengal to Sangli, Maharashtra, i.e. from one state to other state.”

10. Alteration in Object Clause of Memorandum of Association of the Company.

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to provisions of Sections 4, 13, 15 read with the Companies (Management & Administration) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), including any statutory modification or re-enactment thereof for the time being in force, and subject to necessary approvals as may be required in this regard from appropriate authorities and subject to such terms and conditions as may be imposed by them, the consent of the members be and is hereby accorded for insertion of the below mentioned New Main object clause in addition to existing main object clauses, by insertion of the objects pertaining to Information Technology particularly Data Analytics / Artificial Intelligence and allied IT services related clauses, in Clause III (A) (1) (Main Objects) of the Memorandum of Association of the Company. The following new Clauses III (A)(1), be hereby added to the existing main clauses existing main object clauses to be renumbered accordingly.

1. To provide within and outside India the comprehensive IT services encompassing software development, customization, integration, and maintenance across diverse industries and verticals, catering to both domestic and international clients; specialize in offshore/onshore software development projects, delivering cost-effective and high-quality solutions to global clients, leveraging India's skilled workforce and technological expertise; collaborate with technology partners and industry leaders to stay abreast of emerging trends, advancements, and best practices in the IT landscape, continuously enhancing service offerings and delivering value-added solutions to clients; engage in international acquisitions and strategic partnerships for enhancement of inhouse capabilities and various synergies; offer consultancy services in the design, setup, and optimization of data analytics infrastructure and processes for businesses aiming to leverage data-driven insights for strategic decision-making; enhance competitiveness by engaging in the sale of software products, both proprietary and third-party, leveraging expertise in technology and market trends to offer innovative solutions to clients, and investing in research and development to develop its own proprietary software products, addressing unmet needs in the market and creating new revenue opportunities; offer training programs and workshops in retail, corporate, and various streams in data analytics, computer technologies, and tools, for individuals and organizations seeking to enhance their analytical and technological capabilities; and offer training programs for upskilling and reskilling to students, corporates, and skilled workers of all segments for improving employability.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, any of the Directors be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and settle any / or all questions / matters arising with respect to the above matter, and to execute all such deeds, documents, agreements and writings as may be necessary for the purpose of giving effect to this Resolution, take such further incidental and ancillary steps in this regard, as may be considered desirable or expedient by the Board in the best interest of the Company and its shareholders.”

11. Approval for Material Related Party Transactions.

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Regulation 23(4) and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as applicable read with Section 188 of the Companies Act, 2013 (“the Act”) as may be applicable, and other applicable provisions of the Act, if any, read with related rules, if any, (including any other applicable provisions or statutory modifications or re-enactment thereof for the time being in force), the Memorandum and Articles of Association of the Company and pursuant to the approval of the Audit Committee and the Board of Directors of the Company, the approval of the shareholders of the Company be and is hereby accorded for a material related party transaction to be entered into with Mrs. Uma Ganesh Natrajan, promoter and relative of Mr. Ganesh Natarajan, Director of the Company, involving acquisition of equity shares of Global Talent Track Private Limited, a subsidiary of the Company for an amount not exceeding amount upto INR 10 Crores by the Company during the financial year 2024-25.

RESOLVED FURTHER THAT the Directors of the Company and Key Managerial Personnel be and are hereby authorised to do all such acts, deeds, matters and things as it may deem fit and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions as may be required to give effect to this resolution.”

12. Approval for Material Related Party Transactions.

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Regulation 23(4) and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as applicable read with Section 188 of the Companies Act, 2013 (“the Act”) as may be applicable, and other applicable provisions of the Act, if any, read with related rules, if any, (including any other applicable provisions or statutory modifications or re-enactment thereof for the time being in force), the Memorandum and Articles of Association of the Company and pursuant to the approval of the Audit Committee and the Board of Directors of the Company, the approval of the shareholders of the Company be and is hereby accorded for a material related party transaction to be entered into with O2 Breathing Brains Private Limited, a private limited company in which Mr. Pankaj Ramesh Samani and Mr. Kaushal Uttam Shah, Directors who are directly / indirectly holds not more than 10% of paid-up capital., involving acquisition of business through slump sale basis for an amount not exceeding upto INR 3 Crores by the Company during the financial year 2024-25.

RESOLVED FURTHER THAT the Directors of the Company and Key Managerial Personnel be and are hereby authorised to do all such acts, deeds, matters and things as it may deem fit and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions as may be required to give effect to this resolution.”

13. Approval for Material Related Party Transactions.

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Regulation 23(4) and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as applicable read with Section 188 of the Companies Act, 2013 (“the Act”) as may be applicable, and other applicable provisions of the Act, if any,

read with related rules, if any, (including any other applicable provisions or statutory modifications or re-enactment thereof for the time being in force), the Memorandum and Articles of Association of the Company and pursuant to the approval of the Audit Committee and the Board of Directors of the Company, the approval of the shareholders of the Company be and is hereby accorded for a material related party transaction to be entered into with Ujjvilas Technologies & Software Private Limited, a private limited company in which Mr. Pankaj Ramesh Samani and Mr. Kaushal Uttam Shah, Directors who are directly / indirectly holds not more than 10% of paid-up capital., involving acquisition of business through slump sale basis for an amount not exceeding upto INR 2 Crores by the Company during the financial year 2024-25.

RESOLVED FURTHER THAT the Directors of the Company and Key Managerial Personnel be and are hereby authorised to do all such acts, deeds, matters and things as it may deem fit and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions as may be required to give effect to this resolution.”

14. Increase the Authorised Share Capital of the Company and to make consequent alteration in Clause V of the Memorandum of Association.

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any of the Companies Act, 2013 and rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for increase in Authorised Share Capital of the Company from Rs. 20,00,00,000/- (Rupees Twenty Crores Only) divided into 2,00,00,000 (Two Crores) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 40,00,00,000/- (Rupees Forty Crores Only) divided into 4,00,00,000 (Four Crores) Equity Shares of Rs. 10/- (Rupees Ten Only) each, by way of creation of additional 2,00,00,000 (Two Crores) Equity Shares of Rs. 10/- (Rupees Ten Only) each ranking pari-passu in all respect with the existing equity shares of the company, aggregating to Rs 20,00,00,000 (Rupees Twenty Crores Only) and that existing Clause V of the Memorandum of Association of the Company be replaced with following new Clause V:

V. The Authorised Share Capital of the Company is Rs. 40,00,00,000/- (Rupees Forty Crores Only) divided into 4,00,00,000 Equity Shares of Rs. 10/- (Rupees Ten Only) each ranking pari passu in all respect with the existing Equity Shares.

RESOLVED FURTHER THAT, any Director or Company Secretary of the Company be and is hereby severally authorized to do all such act(s), deed(s) and things including all forms, documents filing with Registrar of Companies as may be necessary and incidental to give effect to the aforesaid Resolution(s).”

15. To approve borrowing limits of the Company under section 180 (1)(c) of the Companies Act, 2013.

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT in supersession of the earlier resolution passed by the Members from time to time and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the

Companies Act, 2013 and Rules framed thereunder, as amended from time to time, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute, to exercise its powers, including the powers conferred by this Resolution) to borrow by way of issue of debentures, commercial papers, long term / short term loans, suppliers' credit, securitised instruments such as floating rates notes, fixed rate notes, syndicated loans or any other instruments / securities otherwise permitted by law for the time being in force, such sum(s) of money(ies) in Indian Rupees and / or in any foreign currency from time to time, at its discretion, with or without security and on such terms and conditions as the Board may deem fit, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital, free reserves, that is to say, reserves not set apart for any specific purposes and Securities Premium amount of the Company, provided that the total amount so borrowed (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) and outstanding at any time shall not exceed Rs. 100 Crores (Rupees One Hundred Crores only) or the aggregate of the paid-up capital, free reserves and securities premium of the Company, whichever is higher.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to sign and execute such document(s) / deed(s) / writing(s) / paper(s) / agreement(s) as may be required, to settle any question, difficulty or doubt that may arise in respect of the aforesaid borrowings and to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard."

16. To approve creation of charge on movable and immovable properties of the Company both present and future, in respect of borrowing under section 180(1)(a) of the Companies Act, 2013.

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED THAT in supersession of the earlier resolution passed by the Members from time to time and pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers, including the powers conferred by this resolution) to create such mortgage, charge, hypothecation, transfer, sell and/ or otherwise dispose of all or any part of the immoveable and / or moveable properties, tangible or intangible assets of the Company, both present and future, in such manner as the Board may deem fit, together with power to take over the substantial assets of the Company in certain events in favour of banks / financial institutions, other investing agencies and trustees for the holders of debentures / bonds / other instruments to secure rupee / foreign currency loans and / or the issue of debentures / bonds whether partly / fully convertible or non-convertible (herein collectively referred to as "Loans") issued / to be issued by the Company, provided that the total amount of loans together with the interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premia on prepayment or redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said loans, shall not at any time exceed Rs. 100 Crores (Rupees One Hundred Crores only) or the aggregate of the paid-up capital, free reserves and securities premium of the Company, whichever is higher.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalise, settle and execute such documents / deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion consider necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard.”

**By order of the Board of
Cinerad Communications Limited**

Sd/-

**Ebrahim Nimuchwala
Company Secretary & Compliance Officer**

Place: Pune

Date: May 10, 2024

CIN: L92100WB1986PLC218825

Regd. Off: 80, Burtolla Street, Kolkata – 700 007, West Bengal.

Website: www.cineradcommunications.com

E-mail: cinerad@gttsolutions.in

Notes:

1. Pursuant to the Circular No. 09/2023 dated September 25, 2023, read with Circular No(s). 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020 and other relevant circulars, issued by the Ministry of Corporate Affairs (MCA) and other applicable circulars issued by the Securities and Exchange Board of India (SEBI), the EGM of the Company shall be conducted through VC/OAVM.
2. In terms of the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (as amended) and MCA Circular dated September 25, 2023 read with other applicable Circulars issued by MCA in this regard, the Company is providing facility of e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has engaged Central Depository Services (India) Limited (CDSL) as the authorized e-voting service provider, for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM ("Venue Voting") will be provided by CDSL.
3. This Meeting is being convened through electronic means, in accordance with the Circulars issued by the MCA from time to time. As per the applicable MCA Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. Hence, Proxy form, attendance slip do not form part of this Notice. However, pursuant to the Section(s) 112 and 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.
4. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.cineradcommunications.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the EGM Notice is also available on the website of CDSL (agency for providing the Remote e-voting facility) i.e. www.evotingindia.com.
5. In accordance with the Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India (ICSI) read with Clarification / Guidance on applicability of Secretarial Standards-1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company i.e. 80, Burtolla Street, Kolkata – 700 007, West Bengal, which shall be the venue of the EGM. Since the EGM will be held through VC / OAVM, the Route Map for the Venue of the Meeting is not annexed in this Notice.
6. As per the MCA Circular No. 17/2020 dated April 13, 2020, the Notice calling EGM will not be sent in physical form. The EGM Notice will be sent in electronic mode to those Members who have registered their e-mail ID either with the Company or the Registrar & Share Transfer Agent (R&STA) or their respective Depository Participants.
7. The Members can join the EGM through VC/OAVM, 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the EGM

Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis.

8. Those shareholders who have not registered their e-mail ID are requested to register or update their e-mail ID with their Depositories Participants (in case shares are held in Dematerialized form) /R&STA (in case shares are held in physical form).

This will however not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholder's Relationship Committee, Auditors, who are allowed to attend the EGM without restriction on account of first come first served basis.

9. The Institutional shareholders are requested and encouraged to attend and vote at the EGM of the Company.
10. No physical attendance is allowed at the EGM. The attendance of the Members attending the EGM through VC/OAVM shall only be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
11. An Explanatory Statement pursuant to Section 102 of the Act, setting out material facts concerning the business under Item Nos. 1 to 16 of the Notice is annexed hereto. The Board of Directors have considered and decided to include the said items as Special Business(es) as it is in the interest of the Company.
12. All documents referred to in the accompanying EGM Notice and the explanatory statement as well as other documents as required under the provisions of the Companies Act, 2013 are open for inspection through electronic mode on all working days, except Saturdays, Sundays and holidays, between 11:00 am to 01:00 pm upto the date of this EGM.
13. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
14. In case of joint holders attending the Meeting, only such joint holder whose name is registered as first holder will be entitled to vote through Remote e-voting or e-voting at EGM.
15. Generally, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members under Section 105 of the Act will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
16. The Scrutinizer shall submit his report to the Chairman of the Meeting or any person authorised by him in writing. The result declared along with the Scrutinizer's Report will be submitted to BSE Limited and will be placed on the Company's website at www.cineradcommunications.com and on

the website of CDSL at www.evotingindia.com, as well as displayed on the notice board at the Registered Office and Corporate Office of the Company, within the prescribed time.

17. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participants (DPs).
18. In accordance with the proviso to Regulation 40(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, transfer of securities of the company shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are requested to have their shares dematerialized.

INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- i. The remote e-voting period begins on Wednesday, June 5, 2024, at 09:00 A.M. (IST) and ends on Friday, June 7, 2024, at 05:00 P.M. (IST). During this period shareholders of the Company, holding shares either in physical form or in Dematerialized form, as on the cut-off date i.e. Saturday, June 1, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
- iii. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their Demat accounts in order to access eVoting facility.
- iv. Pursuant to abovementioned SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login to Easi / Easiest are requested to visit www.cdslindia.com and click on Login icon and select New System Myeasi Tab.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote</p>

	<p>during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, there is also link provided to access the system of e-voting Service Provider i.e. CDSL, so that the user can visit the e-voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at www.cdslindia.com and click on Login icon and select New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from an e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & E-mail as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of the respective e-voting Service Provider, i.e. CDSL</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. Click on company name – Cinerad Communications Limited or e-voting service provider name - CDSL and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name – Cinerad Communications Limited or e-voting service provider name - CDSL and you will be redirected to CDSL’s website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting</p>
<p>Individual Shareholders</p>	<p>You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</p>

(holding securities in Demat mode) login through their Depository Participants	After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL website after successful authentication, wherein you can see e-Voting feature. Click on company name i.e. Cinerad Communications Limited or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual Meeting & voting during the Meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in Demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL:

Login Type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or Toll Free No. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or Toll-Free No. 022-4886 7000 and 022-2499 7000

- v. Login method for e-Voting and joining virtual meeting for Physical Shareholders and Shareholders other than Individual holding in Demat form.
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your Demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- vi. After entering these details appropriately, click on “SUBMIT” tab.
- vii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in Demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- viii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix. Click on the EVSN **240508012** for Cinerad Communications Limited.
- x. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xi. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xii. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xiii. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xiv. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

- xv. If a Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvi. There is also an optional provision to upload Board Resolution/ Power of Attorney if any uploaded, which will be made available to scrutinizer for verification.
- xvii. **Additional Facility for Non – Individual Shareholders and Custodians –Remote Voting**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz. cinerad@gtttsolutions.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & E-Voting on the day of the EGM is same as per the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the Meeting. However, they will not be eligible to vote at the EGM.

4. Shareholders are encouraged to join the Meeting through Laptops/iPad for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the EGM may register themselves as a speaker by sending their request in advance at-least 7 days prior to EGM mentioning their name, Demat account number/folio number, email id, mobile number at cinerad@gtttsolutions.in. The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 7 days prior to EGM mentioning their name, Demat account number/folio number, email id, mobile number at cinerad@gtttsolutions.in. These queries will be replied to by the Company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the EGM.
9. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the EGM through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the EGM is available only to the shareholders attending the EGM.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders	Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company at cinerad@gtttsolutions.in and RTA at nichetechpl@nichetechpl.com.
2. For Demat shareholders	Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL eVoting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at Toll Free No. 1800 22 55 33. All grievances connected with the facility for e-Voting may be addressed to:

Mr. Rakesh Dalvi

Senior Manager

Central Depository Services (India) Limited

A Wing, 25th Floor

Marathon Futurex, Mafatlal Mill Compounds

N M Joshi Marg, Lower Parel (East)

Mumbai - 400013

E-mail - helpdesk.evoting@cdslindia.com

Toll Free No. – 1800 22 55 33

OTHER INFORMATION:

- A. Only those shareholders of the Company who are holding shares either in physical form or in dematerialized form, as on the cutoff date (i.e. Saturday, June 1, 2024), shall be entitled to cast their vote either through remote e-voting or through venue voting through VC/OAVM at the EGM, as the case may be. Any person who is not a member as on the cutoff date should treat this Notice for information purposes only.
- B. The remote e-voting period begins on Wednesday, June 5, 2024, at 9:00 A.M. (IST) and ends on Friday, June 7, 2024, at 5:00 P.M. (IST). The remote e-voting module shall be disabled by CDSL for voting thereafter.
- C. The Members who have cast their vote by remote E-voting may also attend and participate in the proceedings of the EGM through VC/OAVM but shall not be entitled to cast their votes again.
- D. The shareholders can opt for only one mode of voting i.e. remote e-voting or venue voting through VC/OAVM at the EGM. In case of voting by both the modes, vote cast through remote e-voting will be considered final and e-voting through VC/OAVM at EGM will not be considered.
- E. The Board of Directors has appointed Mr. Gaurav Kulkarni (FCS – 12834), Partner, M/s. SKGK & Associates LLP, Practicing Company Secretaries as Scrutinizer to scrutinize the remote e-voting and e-voting at the EGM in a fair and transparent manner and to submit report thereon.
- F. The results declared along with the Scrutinizer's Report shall be placed on the Company's website at www.cineradcommunications.com and on the website of CDSL at www.evotingindia.com immediately and on the Notice Board of the Company at its registered office after the result is declared. The Voting Results along with Scrutinizer's Report will also be submitted to the stock exchange i.e. BSE Limited.
- G. The Members holding equity shares in physical form are requested to intimate to the nichetechpl@nichetechpl.com, regarding change of address, if any, at the earliest, quoting their

registered folio number. Change of address in respect of shares held in dematerialized form is required to be intimated to the concerned Depository Participant.

- H. Members holding shares in more than one folio in identical order of names are requested to write to R&STA enclosing their share certificates to enable them to consolidate the holdings in one folio to facilitate better service.
- I. Members are also requested to kindly update their PAN and Bank Account details with the R&STA / Depository Participants, as the case may be, for better investor related services and processing of claims w.r.t. unclaimed dividend amount, if any, lying with the Company. Shareholders are requested to visit the website at www.cineradcommunications.com for details.
- J. As per the MCA Circular No. 09/2023 dated September 25, 2023 read with MCA Circular No. 17/2020 dated April 13, 2020, and other relevant circulars, the Notice of the EGM has been sent through electronic mode to only those Members whose email IDs are registered with the Company/ Depository participant. Further updation, if any, will be provided on the website of the Company at www.cineradcommunications.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item no. 1 to 3:

The Board of Directors (“Board”) at their meeting held on March 13, 2024, based on the recommendation of the Nomination and Remuneration Committee, approved the appointment of Mr. Nitin Neminath Patil (DIN: 07686672), Mr. Kaushal Uttam Shah (DIN: 02175130) and Mr. Ganesh Natarajan (DIN: 00176393) as Non-Executive Non-Independent Directors of the Company with effect from March 13, 2024.

Accordingly, in terms of the provisions of the Companies Act, 2013 and Regulation 17(1C) of SEBI Listing Regulations, it is proposed to obtain approval of the Members / shareholders for appointment of Mr. Nitin Neminath Patil, Mr. Kaushal Uttam Shah and Mr. Ganesh Natarajan as Non-Executive Non-Independent Director of the Company w.e.f. March 13, 2024.

Mr. Nitin Neminath Patil, Mr. Kaushal Uttam Shah and Mr. Ganesh Natarajan are neither disqualified from being appointed as a Directors in terms of Section 164 of the Act nor is debarred from holding the office of Director by virtue of any SEBI order or any other authority and has given all the necessary declarations and confirmation including their consent to be appointed on the Board of the Company.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards 2 -General Meetings are provided at Annexure I of this Notice.

A notice in writing under Section 160 of the Act has been received from a member signifying the intention to propose the name of Mr. Nitin Neminath Patil, Mr. Kaushal Uttam Shah and Mr. Ganesh Natarajan as a candidate for the office of Director.

The Board of Directors recommends the resolutions set out at item no. 1 to 3 regarding appointment of Mr. Nitin Neminath Patil, Mr. Kaushal Uttam Shah and Mr. Ganesh Natarajan as Non-Executive Non-Independent Director of the Company for consideration and approval of the Members of the Company by way of an Ordinary Resolution.

Except Mr. Nitin Neminath Patil, Mr. Kaushal Uttam Shah and Mr. Ganesh Natarajan, none of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested in passing these resolutions.

Item no. 4 and 5:

The Board of Directors (“Board”) at their meeting held on March 13, 2024, based on the recommendation of the Nomination and Remuneration Committee, approved the appointment and remuneration of Mr. Pankaj Ramesh Samani (DIN: 06799990) as Managing Director of the Company with effect from March 13, 2024.

Accordingly, in terms of the provisions of section 196, 203 read with schedule V of the Companies Act, 2013 and Regulation 17(1C) of SEBI Listing Regulations, it is proposed to obtain approval of the Members / shareholders for appointment of Mr. Pankaj Ramesh Samani as Managing Director of the Company w.e.f. March 13, 2024 for a period of 5 (five) years.

Also, in terms of the provisions of section 197 read with schedule V of the Companies Act, 2013 and Regulation 17(6)(e) of SEBI Listing Regulations, it is proposed to obtain approval of the Members / shareholders for remuneration payable to Mr. Pankaj Ramesh Samani as Managing Director of the Company w.e.f. March 13, 2024 for a period of 3 (three) years.

The brief terms of appointment including remuneration of Mr. Pankaj Ramesh Samani, as recommended by Nomination and Remuneration Committee and approved by the Board of Directors are provided in the resolution set out at item no. 5 of this Notice.

Mr. Pankaj Ramesh Samani fulfills all the conditions given under section 196(3) and schedule V of the Act for being eligible for his appointment and he is neither disqualified from being appointed as a Directors in terms of Section 164 of the Act nor is debarred from holding the office of Director by virtue of any SEBI order or any other authority and has given all the necessary declarations and confirmation including their consent to be appointed on the Board of the Company.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards 2 -General Meetings are provided at Annexure I of this Notice.

A notice in writing under Section 160 of the Act has been received from a member signifying the intention to propose the name of Mr. Pankaj Ramesh Samani as a candidate for the office of Director.

Statement of information for the members pursuant to section II of part II of schedule V of Companies Act, 2013:

I. General Information:

- a. **Nature of industry:** The Company is presently engaged in the business of film Production, distribution & exhibition.
- b. **Date or expected date of commencement of commercial production:** The Company has already taken the steps for undertaking the business activities of the Company and very soon expected by first half of FY 2024-25.
- c. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable

d. **Financial performance based on given indicators:**

(Rs. in Lakhs)

Particular	2022-23	2021-22	2020-21
Total Revenue from operations	Nil	Nil	Nil
Profit / (loss) before tax	(9.59)	(7.70)	(5.39)
Profit / (loss) after tax	(10.04)	(7.87)	(5.39)
Earnings Per Share (EPS)	(0.19)	(0.15)	(0.10)

- e. **Export performance and net foreign exchange collaborations:** N.A.

- f. **Foreign investments or collaborators, if any:** Not Applicable

II. Information about Appointee:

a. **Background details:**

He is an Indian resident, aged 49 years. He holds the degree of electronics engineering from Shivaji University, Kolhapur and MBA from Nottingham Trent University, Southampton, UK and has an experience of more than 25 years in the field of investment of various asset class including private and listed equities.

b. **Past remuneration:** Not Applicable

c. **Recognition or awards:** Nil.

d. **Job profile and his suitability:**

He is appointed as Managing Director of the Company entrusted with substantial powers of management, for a period of 5 years with effect from March 13, 2024. He is suitable for the said designation as he is actively involved in the day-to-day affairs of the Company.

e. **Remuneration proposed:** It is mentioned in the proposed Special Resolution.

f. **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):**

The maximum remuneration is proposed with respect to trend in the industry, size of the Company, profile of the position and after considering the qualification and experience of Mr. Pankaj Ramesh Samani.

g. **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:**

Mr. Pankaj Ramesh Samani is one of the Promoter of the Company and has no pecuniary relationship with the Company, directly or indirectly except to the extent of the remuneration receivable by him from the Company and to the extent of loan availed from him and his holding along with holding of his family in the equity share capital of the Company.

III. Other information:

- a. **Reasons of loss or inadequate profits:** During the financial year 2022-23, the Company has incurred the loss of ₹ 10.04 Lakhs as against the loss of ₹ 7.87 Lakhs in the financial year 2021-22.

- b. Steps taken or proposed to be taken for improvement:** The new management took over the control over the Company and putting the required efforts to turnaround of the Company and in the present EOGM notice, the approval of members being sought for addition of object clause for expansion of business vertically as well as geographically.
- c. Expected increase in productivity and profits in measurable terms:** The above measures undertaken are expected to yield positive results in the years to come, while it is difficult to give precise figure, the above initiatives are expected to improve the financial performance of the Company.

IV. Disclosures:

The details required to be given under this head shall be provided in the Annual Report of the Company every year under Corporate Governance and the same will be provided in the forthcoming Annual Report of 2023-24 also.

The above Resolution and an explanatory statement may be treated as a written memorandum setting out the terms of appointment of Mr. Pankaj Ramesh Samani under Section 190 of the Act.

The Board of Directors recommends the resolutions set out at item no. 4 for regularization of appointment of Mr. Pankaj Ramesh Samani for consideration and approval of the Members of the Company by way of an Ordinary Resolution and resolution set out at item no. 5 for approval for appointment and remuneration of Mr. Pankaj Ramesh Samani for consideration and approval of the Members of the Company by way of special resolution.

Except Mr. Pankaj Ramesh Samani, none of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested in passing these resolutions.

Item no. 6 to 8:

The Board of Directors of the Company, with the objective of bring in wider scope of experience and expertise and to strengthen the independence of the Board and its committees, has appointed Mr. Salil Sriram Shetty (DIN: 07424136), Mr. Shantuanu Jagannath Surpure (DIN: 00337426) and Ms. Ruchika Mehta (DIN: 09099762) as an Independent Directors of the Company w.e.f. April 22, 2024, subject to the approval of the shareholders. With said appointments, the total Board strength increased to 7 (Seven) Directors, out of which these 3 (Three) are Independent Directors.

Pursuant to the provisions of Sections 149, 150, 152, 161(1) of the Companies Act, 2013 (“the Act”) read with Schedule IV thereto and Articles of Association of the Company, the Board of Directors (“the Board”) of the Company at its meeting held on April 22, 2024, subject to the approval of shareholders, appointed Mr. Salil Sriram Shetty (DIN: 07424136), Mr. Shantuanu Jagannath Surpure (DIN: 00337426) and Ms. Ruchika Mehta (DIN: 09099762) of the Company, with effect from April 22, 2024 for a term of 5 (five) consecutive years.

Mr. Salil Sriram Shetty, Mr. Shantuanu Jagannath Surpure and Ms. Ruchika Mehta possesses requisite skills, experience, knowledge and capabilities required for the role of an Independent Director of the Company.

Considering the experience and professional competence, their appointment on the Board is in the overall interest of the Company. Their expertise in the above-mentioned areas, understanding of different business environment and experience of working with large corporates will be of great value for the Company. Mr. Salil Sriram Shetty, Mr. Shantuanu Jagannath Surpure and Ms. Ruchika Mehta's candidature is in conformity with the requirements of the Act and the SEBI Listing Regulations. Further, in the opinion of the Board, Mr. Salil Sriram Shetty, Mr. Shantuanu Jagannath Surpure and Ms. Ruchika Mehta fulfils the conditions specified in the Act & the Rules thereunder and the SEBI Listing Regulations for appointment as an Independent Director, and they are independent of the management of the Company.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards 2 -General Meetings are provided at Annexure I of this Notice.

Mr. Salil Sriram Shetty, Mr. Shantuanu Jagannath Surpure and Ms. Ruchika Mehta are not disqualified from being appointed as Director in terms of Section 164 of the Act and has given consent for appointment as an Independent Director for a term of five consecutive years. The Company has, in terms of Section 160(1) of the Act, received notice in writing, proposing his candidature for appointment as an Independent Director. The Company has also received a declaration from Independent Directors confirming that they meet the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. Mr. Salil Sriram Shetty, Mr. Shantuanu Jagannath Surpure and Ms. Ruchika Mehta has also confirmed that they are not aware of any circumstance or situation which exists or may be reasonably expected/anticipated that could impair or impact their ability to discharge their duties as an Independent Director of the Company. Mr. Salil Sriram Shetty, Mr. Shantuanu Jagannath Surpure and Ms. Ruchika Mehta are also registered with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs. Further, Mr. Salil Sriram Shetty, Mr. Shantuanu Jagannath Surpure and Ms. Ruchika Mehta are not debarred from holding office of a director by virtue of any order passed by SEBI or any other such authority.

Copy of the draft letter of appointment of Mr. Salil Sriram Shetty, Mr. Shantuanu Jagannath Surpure and Ms. Ruchika Mehta as an Independent Directors setting out the terms and conditions is available for inspection and may be provided to the members on the request made to the Company.

The Board of Directors recommends the resolution set out at item nos. 6 to 8 regarding appointment of Mr. Salil Sriram Shetty, Mr. Shantuanu Jagannath Surpure and Ms. Ruchika Mehta as an Independent Directors of the Company for consideration and approval of the Members of the Company by way of Special Resolution.

Except Mr. Salil Sriram Shetty, Mr. Shantuanu Jagannath Surpure and Ms. Ruchika Mehta, none of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested in passing these resolutions.

Item no. 9:

The current registered address of the Company is situated at 80, Burtolla Street, Kolkata – 700 007, where day to day operations of the Company is carried on. In order to have a better administrative convenience and to streamline its operations as well as management of the affairs, the Board of Directors in its meeting

held on April 22, 2024, has recommended shifting of registered office of the Company from Kolkata, West Bengal to Sangli, Maharashtra i.e. from one state to another state.

Further, the shifting of registered office from one state to another and alteration of Clause II of Memorandum of Association (“MOA”) of the Company cannot be effected without the approval of members and other necessary approval, if any and the approval of the Central Government (Power delegated to Regional Director) pursuant to section 13(4) of the Companies Act, 2013. The copy of altered MOA is available for inspection at its registered office during normal course of business on all working days.

The Board of Directors recommends the resolution set out at item no. 9 regarding change in situation of registered office from West Bengal to Maharashtra and alteration of clause II of the Memorandum of Association of the Company for consideration and approval of the Members of the Company by way of Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested in passing this resolution.

Item no. 10:

The Company is presently engaged in the media and information technology business and the Board of Directors at their meeting held on April 22, 2024 decided to expand the business of the Company into field of comprehensive IT services encompassing software development, customization, integration, and maintenance across diverse industries and verticals, catering to both domestic and international clients and specialize in offshore/onshore software development projects, delivering cost-effective and high-quality solutions to global clients, leveraging India's skilled workforce and technological expertise and other ancillary areas as more particularly described in the proposed main object clause of the memorandum of association of the Company.

In order to enable the Company to undertake businesses as above, it is proposed to alter the main objects clause of the Memorandum of Association of the Company. By virtue of Section 13 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014; approval of members by way of special resolution is a prerequisite to alter the main objects clause of the Company and thus your approval is sought for the same.

The business activities discussed hereinabove can be conveniently and advantageously done for the benefit of the Company.

A copy of the proposed set of Memorandum of Association of the Company would be available for inspection for the members up to the last date of the voting period under this postal ballot process.

The Board of Directors recommends the resolution set out at item no. 10 regarding alteration of main object clause of the memorandum of association of the Company for the approval of the Members of the Company by way of Special Resolution.

None of the Directors, Key Managerial Person of the Company or their relatives is deemed to be concerned or interested in the aforesaid Resolution.

Item no. 11 to 13:

Regulatory Requirement

Pursuant to Regulation 2(zc) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), related party transactions include a transaction of the listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand.

Pursuant to Regulation 23(1) of the Listing Regulations, a material related party transaction is a transaction entered into individually or taken together with previous transactions during a financial year, exceeding INR 1,000 Crore or ten per cent of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

Pursuant to Regulation 23(1) of the Listing Regulations, every material related party transaction requires prior approval of the shareholders.

Background for the Transactions:

1. Acquisition of shares of Global Talent Track Private Limited from Mrs. Uma Ganesh Natarajan, relative of Mr. Ganesh Natarajan, Director of the Company.

Cinerad Communications Limited (“Company”) have entered into Share Purchase Agreement dated January 22, 2024 (“SPA”) with Global Talent Track Private Limited (“GTTPL”), Mr. Ganesh Natarajan and Mrs. Uma Ganesh Natarajan for acquisition of equity shares of GTTPL. The necessary disclosure was made with the stock exchange where the equity shares of the Company are listed.

As per the said SPA, the Company has already acquired 60% of the paid-up equity shares capital in GTTPL through swap arrangement and the equity shares of the Company were allotted to Mr. Ganesh Natarajan and Mrs. Uma Ganesh Natarajan on March 13, 2024 by obtaining necessary approvals under the applicable laws. Further, it was provided that the Company has the right and obligation to acquire the remaining equity shares of GTTPL viz. 2,52,008 (Two Lakhs Fifty Two Thousand Eight) representing 40.00% (Forty) percent of the total paid-up equity share capital of GTTPL for cash consideration on or before March 31, 2025.

Mr. Ganesh Natarajan and Mrs. Uma Ganesh Natarajan became a related party of the Company as per the definition as provided in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) upon allotment of equity shares made by the Company as referred above and hence any transaction involving transfer of resources required approval under SEBI Listing Regulations.

In anticipation of the further investment by the Company into GTTPL as per the SPA during the year 2024-25 and involves transfer of resources from the Company to the related party i.e. Mrs. Uma Ganesh

Natarajan and the value of the transaction being material, approval of the shareholders is required for this material related party transaction.

2. Acquisition of business through slump sale from O2 Breathing Brains Private Limited and Ujjvilas Technologies & Software Private Limited.

To enable the growth and expansion of the business including geographic expansion, the Company is considering acquiring the business(es) including through slump sale basis. Although the discussions are ongoing for various options but since transactions involving the persons in which the directors are interested, the approval of the audit committee, board of directors and the members are being undertaken.

There is an ongoing discussion about the acquisition of business through slump sale basis from O2 Breathing Brains Private Limited and Ujjvilas Technologies & Software Private Limited, in which Mr. Pankaj Ramesh Samani and Mr. Kaushal Uttam Shah, Directors of the Company are directly or indirectly holds not more than 10% of shareholding collectively.

As the Company will make the payment towards acquisition of shares as well acquisition of business and hence there will be a transfer of resources to related party, the approval under Regulation 23 is being obtained along with approval under section 188 of the Companies Act, 2013.

Further, since the approximate value of the proposed transaction may be higher than 10% of the consolidated turnover of the Company, hence approval of members being availed.

The Board of Directors recommends the resolution set out at item no. 11 to 13 regarding approval of related party transactions for the approval of the Members of the Company by way of an Ordinary Resolution.

The details as required under Regulation 23(4) of the SEBI Listing Regulations read with SEBI Circular bearing reference no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 ("SEBI Circular") are set forth in "Annexure II".

None of the Directors or Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in this resolution, except (a) Mr. Ganesh Natarajan, Director of the Company along with his relatives interested in item no. 11 of this Notice, by virtue of his relative being a shareholder in GTTPL and (b) Mr. Pankaj Ramesh Samani and Mr. Kaushal Uttam Shah, Directors of the Company along with this relatives interested in item no. 12 and 13 of this Notice, by virtue of direct or indirect shareholding in O2 Breathing Brains Private Limited and Ujjvilas Technologies & Software Private Limited.

Item no. 14:

In order to broad base capital structure of the Company and to enable the Company to issue further shares, it is proposed to increase the authorized share capital of the Company from the present Rs. 20,00,00,000/- (Rupees Twenty Crores only) consisting of 2,00,00,000 Equity Shares of Rs. 10 each to Rs. 40,00,00,000/- (Rupees Forty Crores only) consisting of 4,00,00,000 (Four Crores) Equity Shares of Rs. 10/- each, by way of creation of an additional 2,00,00,000 (Two Crores) Equity Shares of Rs. 10/- (Rupees Ten only) each,

ranking pari passu in all respect with existing equity shares of the Company, aggregating to Rs. 20,00,00,000/- (Rupees Twenty Crores only).

As a consequence of increase of authorized share capital of the Company, the existing authorized share capital clause (Clause V) in the Memorandum of Association of the Company is required to be altered accordingly. The proposed increase in authorized share capital requires the approval of members of the Company under Sections 13, 61, 64 and other applicable provisions of the Companies Act, 2013, as well as any other applicable statutory and regulatory approvals.

The Draft amended Memorandum of Association shall be available for inspection by the Members at the Meeting.

The Board of Directors recommends the resolution set out at item no. 14 regarding increase in authorised share capital of the Company and consequent alteration in clause V of the memorandum of association of the Company for the approval of the Members of the Company by way of an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested in this resolution.

Item no. 15:

Provisions of Section 180(1)(c) of the Companies Act, 2013 read with the Rules, if any, made there under ("the Act") provide that the Board of Directors of the Company shall not, except with the consent of Members by Special Resolution, borrow money together with the monies already borrowed, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), exceeding the aggregate of its paid up capital, free reserves and securities premium.

The Board of Directors of the Company envisages requirement of funds in future to support the business operations of the Company and accordingly, it is proposed to increase the maximum borrowing limit up to Rs. 100 Crores (Rupees One Hundred Crores only).

Accordingly, consent of the Members is sought by way of Special Resolution set out in Item No. 15 of the accompanying Notice for increasing the borrowing limits of the Company to Rs. 100 Crores (Rupees One Hundred Crores only) or the aggregate of the paid-up capital, free reserves and securities premium of the Company, whichever is higher.

The Board accordingly recommends the Special Resolution set out at Item No. 15 of the Notice for the approval of the Members.

None of the Directors/ Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, set out at Item No. 15 of the Notice.

Item no. 16:

Provisions of Section 180(1)(a) of the Companies Act, 2013 read with the Rules, if any, made there under ("the Act") provide that the Board of Directors of the Company shall not, except with the consent of Members by Special Resolution, sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings.

The Board of Directors of the Company has proposed to seek consent of the Members by way of Special Resolution set out in Item No. 15 of the accompanying Notice for increasing the borrowing limits of the Company to Rs. 100 Crores (Rupees One Hundred Crores only) or the aggregate of the paid-up capital, free reserves and securities premium of the Company, whichever is higher.

The proposed borrowings of the Company may, if necessary, be secured by way of charge / mortgage / hypothecation / security on the Company's assets in favour of the lenders/ holders of securities / trustees for the holders of the said securities as mentioned in the Resolution at Item No. 16. As the documents to be executed between the lenders/security holders/ trustees for the holders of the said securities and the Company may contain provisions to take over substantial assets of the Company in certain events, it is necessary to obtain fresh approval of the shareholders by means of a Special Resolution under Section 180(1)(a) of the Companies Act, 2013, to enable the Board of Directors of the Company to create charge / mortgage / hypothecation / security on all or any of the movable and / or immovable properties, tangible or intangible assets of the Company, both present and future and / or the whole or any part of the undertaking(s) of the Company together with the power to take over the substantial assets of the Company in certain events in favour of the Lender(s), Agent(s) and Trustee(s) and other bodies / persons, to secure the borrowings of the Company, availed / to be availed by way of loan(s) and / or Securities (comprising fully / partly Convertible Debentures / Non-Convertible Debentures / secured premium notes / floating rates / notes / bonds or other debt instruments), issued / to be issued by the Company, from time to time, within the overall limits of the borrowing powers of the Board of Directors as determined from time to time by the members of the Company, pursuant to Section 180(1)(c) of the Companies Act, 2013.

The Board accordingly recommends the Special Resolution set out at Item No. 16 of the Notice for the approval of the Members.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, set out at Item No. 16 of the Notice.

Annexure I

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards 2 -General Meetings are provided hereunder:

Name	Mr. Nitin Neminath Patil	Mr. Kaushal Uttam Shah	Mr. Ganesh Natrajan	Mr. Pankaj Ramesh Samani	Mr. Salil Sriram Shetty	Mr. Shantanu Jagannath Surpure	Ms. Ruchika Mehta
DIN	07686672	02175130	00176393	06799990	07424136	00337426	09099762
Category	Non-Executive Non-Independent Director	Non-Executive Non-Independent Director	Non-Executive Non-Independent Director	Executive Non-Independent Director (Managing Director)	Non-Executive Independent Director	Non-Executive Independent Director	Non-Executive Independent Director
Date of Birth	26th July 1974	25th December 1977	18th January 1957	1st February 1975	27th February 1975	25th February 1970	22nd December 1969
Age	50 years	47 years	67 years	49 years	49 years	54 years	54 years
Qualifications	Master's degree in software engineering	Chartered Accountants	Mechanical Engineering from BIT Mesra, a post graduate degree in Industrial Engineering from NITIE Bombay and a Ph.D. from IIT Bombay	Degree of electronics engineering from Shivaji University, Kolhapur and MBA from Nottingham Trent University, Southampton, UK	BS, Engineering from Bangalore University and MBA from Thunderbird School of Global Management	BA from Brown University/London School of Economics, an MA Juris from Oxford University (recipient of the Gilbert Murray Trust Award) and a JD from Columbia Law School (with a Certificate of Achievement from Columbia Law School's Parker School of Foreign and Comparative Law).	BA from Welham Girls' School, English literature from St. Bede's College.

Experience / Nature of Expertise in specific functional areas	Refer Brief Profile / resume of Director as provided hereinbelow.						
Date of first appointment on the Board	13.03.2024	13.03.2024	13.03.2024	13.03.2024	22.04.2024	22.04.2024	22.04.2024
Shareholding in the Company	17,23,745	5,59,771	49,85,130	9,00,000	Nil	Nil	Nil
Relationship with other directors and other Key Managerial Personnel	None	None	None	None	None	None	None
Number of Board Meetings attended during FY 2023-24	1	1	1	1	Not Applicable	Not Applicable	Not Applicable
Names of listed entities in which the person holds directorship (excluding the director position holds in this Company)	Nil	Nil	Hinduja Global Solutions Limited Honeywell Automation India Limited	Family Care Hospitals Limited	Nil	Nil	Nil
Names of listed entities	Nil	Nil	Nil	Nil	Nil	Nil	Nil

from which the person has resigned in the past three years							
Directorships held in other companies	1. Itarium Technologies India Private Limited	1. UKKhimji Foods Private Limited; 2. Unica Capacitors Private Limited; 3. Sangli-Miraj Commercial Ventures Private Limited.	1. SBI DFHI Limited; 2. Million Jugnus Private Limited; 3. SBI Payment Services Private Limited; 4. Lighthouse Communities Foundation; 5. 5F World Private Limited; 6. Skills Alpha Learning Private Limited; 7. Inflexion Analytix Private Limited; 8. Foundation to Educate Girls Globally; 9. Hinduja Global Solutions Limited; 10. Global Talent Track Private Limited; 11. Zeva Capsol Private Limited; 12. Continuum of Capital India Private Limited;	1. Family Care Hospitals Limited; 2. Kredpool Solutions Private Limited; 3. Sangli-Miraj Commercial Ventures Private Limited.	Nil	1. Arvaya Be Well Private Limited; 2. Mango Games Interactive Private Limited; 3. Ignighter India Private Limited.	Nil

			13. Zensar Transformation Services Limited; 14. Honeywell Automation India Limited; 15. Zensar Obt Technologies Limited.				
Membership / Chairmanship of Committees of the Board	Stakeholders' Relationship Committee (Member)	Nomination and Remuneration Committee (Member) Stakeholders' Relationship Committee (Chairman)	Audit Committee (Member)	Nil	Audit Committee (Member) Nomination and Remuneration Committee (Chairman)	Audit Committee (Chairman) Stakeholders' Relationship Committee (Member)	Nomination and Remuneration Committee (Member)
Memberships / Chairmanship of Committees of other Boards	Nil	Nil	Honeywell Automation India Limited Audit Committee (Chairman); Nomination and Remuneration Committee (Member); Stakeholders' Relationship Committee (Member) Hinduja Global Solutions Limited	Family Care Hospitals Limited Audit Committee (Member)	Nil	Nil	Nil

			Audit Committee (Member); Stakeholders' Relationship Committee (Member)				
Terms and conditions of appointment	Non-Executive Director	Non-Executive Director	Non-Executive Director	Managing Director for period of 5 (five) years.	Independent Director for the period of 5 (five) years w.e.f. 22nd April 2024.	Independent Director for the period of 5 (five) years w.e.f. 22nd April 2024.	Independent Director for the period of 5 (five) years w.e.f. 22nd April 2024.
Remuneration last drawn (Since March 13, 2014)	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Brief Profile / resume of Director	He is an Indian resident, aged 49 years. He holds the master's degree in software engineering from San Jose State University, California and has an experience of more than 28 years in the field of	He is an Indian resident, aged 46 years. He holds the degree of Chartered Accountant from Institute of Chartered Accountants of India and has an experience of more than 23 years in the field of Commodities and Capital Markets.	He is an Indian resident, aged 67 years. He holds the degree in Mechanical Engineering from BIT Mesra, a post graduate degree in Industrial Engineering from NITIE Bombay and a Ph.D. from IIT Bombay and has an experience of more than 40 years in the field of advisory in digital reengineering and	He is an Indian resident, aged 49 years. He holds the degree of electronics engineering from Shivaji University, Kolhapur and MBA from Nottingham Trent University, Southampton, UK and has an experience of more than 25 years in the field of investment of various asset class including private and listed equities.	He is a founder and Director of Product Strategy and Marketing at ReZEN. He was the product manager of ChartOne from 2001 to 2003 and the Strategy Consultant for MarchFIRST/USWeb/MMG from 1999 to 2001. He has studied BS, Engineering from Bangalore University and MBA from Thunderbird School of Global Management.	Shantanu Surpure is an experienced global corporate and securities lawyer focused on cross-border corporate transactions, M&A, venture capital, private equity and capital markets. He represents multinational corporations and venture capital/private equity funds, emerging growth	Ruchika Mehta is a distinguished figure in India's media landscape, boasting over two decades of experience in senior editorial positions. With a background in English literature from St. Bede's College, she has left an indelible mark as the Founding

	information technology.		information technology.			<p>companies and entrepreneurs including in the technology, energy transition, healthcare and web3 space.</p> <p>Shantanu is also a Co-Founder of Mumbai Angels, a prominent angel investment group in India. He has made significant contributions to the legal field through his speaking engagements and publications including in Forbes and Reuters among others.</p> <p>Shantanu holds a BA from Brown University/London School of Economics, an MA Juris from Oxford University (recipient of the Gilbert Murray Trust Award) and a JD from Columbia</p>	<p>Editor of HELLO! India and Editor at Large for Luxury & Lifestyle at the India Today Group.</p> <p>Ruchika's tenure as Editor-in-Chief of HELLO! magazine and Editor of Brides Today underscores her exceptional leadership and commitment to excellence, setting industry standards and shaping the narrative of luxury and lifestyle.</p> <p>Her expertise extends beyond editorial realms, encompassing content strategy, brand management, and event</p>
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					<p>Law School (with a Certificate of Achievement from Columbia Law School's Parker School of Foreign and Comparative Law).</p> <p>Shantanu was Articles Editor of the Columbia Journal of Asian Law and a Director of the Columbia Law School Association.</p> <p>Shantanu is licensed to practice law in the US (NY, CA and NV), UK and India.</p>	<p>curation. Ruchika's global perspective, coupled with her innate understanding of market dynamics, has made her a sought-after consultant and moderator in the industry.</p>
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Annexure II

Details of material related party transactions to be entered with related parties in terms of the SEBI Circular dated November 22, 2021 and in terms of the Rules 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, as amended.

Sr. No.	Particulars	Details		
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise).	Mrs. Uma Ganesh Natarajan is promoter of the Company and relative of Mr. Ganesh Natarajan, Director of the Company. She is also a shareholder in Global Telent Track Private Limited, subsidiary company.	O2 Breathing Brains Private Limited, a private limited company in which the directors are holding directly / indirectly holds not more than 10% of paid-up capital.	Ujjvilas Technologies & Software Private Limited, a private limited company in which the directors are holding directly / indirectly holds not more than 10% of paid-up capital.
2	Name of Director(s) or Key Managerial Personnel who is related, if any	Mr. Ganesh Natarajan is Director in the Company and Mrs. Uma Ganesh Natarajan is wife of Mr. Ganesh Natarajan.	Mr. Pankaj Ramesh Samani and Mr. Kaushal Uttam Shah.	Mr. Pankaj Ramesh Samani and Mr. Kaushal Uttam Shah.
3	Type, material terms and particulars of transaction	Purchase of equity shares of Global Talent Track Private Limited, subsidiary of the Company from Mrs. Uma Ganesh Natarajan in accordance with the Share Purchase Agreement entered into by the Company and necessary disclosure were made by the Company to the stock exchange.	Acquisition of business through slump sale	Acquisition of business through slump sale
4	Value of the transaction	Upto INR 10 Crores.	Upto INR 3 Crores.	Upto INR 2 Crores.
5	The percentage of the listed entity's annual consolidated turnover, for the immediately	The annual consolidated turnover of the Company for FY 2022-23 was NIL. The annual consolidated turnover	The annual consolidated turnover of the Company for FY 2022-23 was NIL. The annual	The annual consolidated turnover of the Company for FY 2022-23 was NIL. The annual

	preceding financial year, that is represented by the value of the proposed transaction.	for FY 2023-24 is not yet published and are under finalization.	consolidated turnover for FY 2023-24 is not yet published and are under finalization.	consolidated turnover for FY 2023-24 is not yet published and are under finalization.
6	Details of the transaction relating to any loans, intercorporate deposits, advances or investments made or given by the listed entity or its subsidiary	The proposed transaction is in the nature of investment by the Company into Global Talent Track Private Limited and the person from whom the shares being acquired is related party. However, please note that, Mrs. Uma Ganesh Natarajan was not a related party when this transaction was initiated in January 2024. The Company is obtaining the approval of shareholders for good corporate governance practice.	Not Applicable	Not Applicable
7	Details of the source of funds in connection with the proposed transaction	Proceeds from preferential issue / Loan from directors / companies in accordance with the provisions of Companies Act, 2013 and rules made thereunder.	Proceeds from preferential issue / Loan from directors / companies in accordance with the provisions of Companies Act, 2013 and rules made thereunder.	Proceeds from preferential issue / Loan from directors / companies in accordance with the provisions of Companies Act, 2013 and rules made thereunder.
8	Where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments:-	Nature of Indebtedness – Loan from directors / companies in accordance with the provisions of Companies Act, 2013 and rules made thereunder. Cost of funds – As mutually agreed.	Not Applicable	Not Applicable

		Tenure – Not specified		
9	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not Applicable	Not Applicable	Not Applicable
10	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Not Applicable	Not Applicable	Not Applicable
11	Justification as to why the RPT is in the interest of the listed entity	Upon acquisition of the shares of Global Talent Track Private Limited, it would become close to wholly owned subsidiary.	To enable the growth and expansion of the business including geographic expansion	To enable the growth and expansion of the business including geographic expansion
12	Any valuation or other external report relied upon by the listed entity in relation to the transactions	Under process and will be obtained while undertaking the transaction.	Under process and will be obtained while undertaking the transaction.	Under process and will be obtained while undertaking the transaction.
13	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	Not Applicable	Not Applicable	Not Applicable
14	Any other information that may be relevant	Nil	Nil	Nil
