

January 25, 2024

The DCS-CRD
BSE Ltd.
Corporate Relation Department
1st Floor, New Trading Ring,
Rotunda Building, Phiroze Jeejeebhoy Towers,
Mumbai 400 001

Script Symbol: CINERAD | **Script Code:**530457 | **ISIN:** INE959B01017

Dear Sir/Madam.

Subject: Notice of Extra Ordinary General Meeting scheduled to be held on Friday, 16th February 2024, at 12:30 p.m. (IST).

Further to the Board Meeting outcome submitted on 22nd January, 2024, we wish to inform you that the Extra Ordinary General Meeting (EOGM) of the members of Cinerad Communications Limited ("**Company**") through video conferencing or other audio-visual means ("**VC/OAVM**") on **Friday, 16th February, 2024**, at 12.30 p.m. (IST) to transact the business as set out in the notice convening the said Extra Ordinary General Meeting. The copy of said Notice of EOGM is enclosed.

The Notice of the EOGM is being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s). The requirements of sending physical copy of the Notice of the EOGM to the Members have been dispensed with vide MCA Circular/s. The Notice of the EOGM is also uploaded on the website of the Company at www.cineradcommunications.com.

Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, Listing Regulations, the Company is pleased to provide Members, the facility to exercise their right to vote on Resolutions set forth in the Notice of the EOGM, by electronic means i.e., Remote e-Voting. The facility of casting votes by Members using an electronic voting system from a place other than the venue of the EOGM (Remote e-voting) will be provided by Central Depository Securities Limited (CDSL). The EOGM Notice available on the website of Central Depository Securities Ltd. (CDSL) www.cdslindia.com

The key details pursuant to the provisions of Section 108 of the Companies Act, 2013 and the relevant Rules prescribed thereunder are as follows:

1. The business may be transacted through voting by electronic means.
2. Date and time of commencement of remote e-voting: February 13, 2024 (9:00 AM)
3. Date and time of end of remote e-voting: February 15, 2024 (5:00 PM.).
4. Cut-off Date: Wednesday, February 9th, 2024.
5. Any person, who acquire shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. February 9th, 2024. may obtain the login ID and password by sending an e-mail to www.cdslindia.com by mentioning his Folio No. DP ID and Client ID No. However, if any shareholder is already registered with CDSL for remote e-voting, then he can use his existing User ID and password for casting his vote. If any shareholder forgets his password, he can reset his password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.cdslindia.com or contact CDSL at the following Toll-Free No: 1800 22 55 33

6. E-voting by electronic mode shall not be allowed beyond 5:00 PM on February 15, 2024.
7. The members who have cast their vote by remote e-voting prior to EOGM may also attend the EOGM through VC/OAVM but shall not be entitled to cast their vote again.
8. The shareholders may contact the undersigned for any grievances connected with electronic voting: cinerad@responce.in.

The Members are further advised to refer detailed instructions on the conduct of the said EOGM as mentioned in the said Notice of EOGM.

Kindly take this information on record.

Thankyou,

Yours Faithfully,

For, **Cinerad Communications Limited**

Sudhir Gopaldas Kabra, *Director*
(DIN:00307213)

CINERAD COMMUNICATIONS LIMITED

(CIN: L92100WB1986PLC218825)

Registered Office: Subol Dutt Building, 13, Brabourne Road, Mezzanine Floor, Kolkata – 700001, West Bengal, India

E-mail ID: cinerad@responce.in | Website: www.cineradcommunications.com | Phone: +913322315686-5687

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Dear Members,

NOTICE is hereby given that the extra-ordinary general meeting of the members of Cinerad Communications Limited (“**Company**”) is scheduled to be held through video conferencing or other audio-visual means (“**VC/OAVM**”) on **Friday, February 16, 2024, at 12.30 P.M. (IST)**, to transact the following business:

Special business:

1. **Increase in the authorised equity share capital and alteration of the capital clause of the memorandum of association of the Company:**

To consider and if thought fit, to convey assent or dissent to the following **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 13, Section 61, Section 64 and all other applicable provisions, if any, under the Companies Act, 2013 read with applicable rules notified thereunder (“**Act**”) (including any statutory amendments, modification(s) or re-enactment(s) thereof for the time being in force), enabling provisions of the Memorandum of Association and Articles of Association of Cinerad Communications Limited (“**Company**”) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulations**”), or any other applicable laws for the time being in force and subject to all other necessary approvals, permissions, consents and sanctions, if required, of concerned statutory, regulatory and other appropriate authorities, if any, the consent of the members of the Company be and is hereby accorded to increase the authorised share capital of the Company from ₹15,00,00,000 (Indian Rupees Fifteen Crores) divided into 1,50,00,000 (One Crore Fifty Lakhs) equity shares of ₹10/- (Indian Rupees Ten) each to ₹20,00,00,000 (Indian Rupees Twenty Crores) divided into 2,00,00,000 (Two Crores) equity shares of ₹10/- (Indian Rupees Ten) each, by creation and addition of additional 50,00,000 (Fifty Lakhs) equity shares of ₹10/- (Indian Rupees Ten) each in the existing authorised equity share capital of the Company.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause 5 thereof by the following new Clause 5 as under:

“The Authorised Share Capital of the Company is ₹20,00,00,000 (Indian Rupees Twenty Crores) divided into 2,00,00,000 (Two Crores) equity shares of ₹10/- (Indian Rupees Ten) each with power to increase or reduce the same in shares of several classes permissible under the Act and to attach or withdraw thereto respectively such preferential, qualified or special rights, privileges and conditions as may be determined under the provisions of law in force for time being and to vary, modify, abrogate and deal with any such rights, privileges and conditions in the manner provided in the law, for the time being in force”

RESOLVED FURTHER THAT Sudhir Gopaldas Kabra (DIN: 00307213) director of the Company be and are hereby authorized to sign and submit required e-forms with the Registrar of Companies, Ministry of Company Affairs, and to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.”

2. **Consent of Members for increase in the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporate:**

To consider and if thought fit, to convey assent or dissent to the following Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 (**“Act”**) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as **“the Board”**, which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of **₹100,00,00,000/- (Indian Rupees One Hundred Crores)** over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors (or a Committee thereof constituted for this purpose) be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

3. Issuance of equity shares to certain selling shareholders of Global Talent Track Private Limited:

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

“RESOLVED THAT pursuant the provisions of Section 23, Section 42, Section 62, Section 186(3) to the extent applicable and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies, (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory amendments, modification(s) or re-enactment(s) thereof for the time being in force) (**“Act”**), enabling provisions of the Memorandum of Association and Articles of Association of Cinerad Communications Limited (**“Company”**) and applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**“SEBI ICDR Regulations”**), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (**“SEBI Takeover Regulations”**), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“SEBI Listing Regulations”**), the applicable rules, notifications, guidelines issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India (**“SEBI”**), the Reserve Bank of India (**“RBI”**) and other competent authorities including BSE Limited (**“Stock Exchange”**) and in terms of Share Purchase Agreement dated January 22, 2024 (**“GTT’s SPA”**) entered amongst Company, Global Talent Track Private Limited (**“GTT”**), Ganesh Natarajan (**“Selling Shareholder of GTT No. 1”**) and Uma Ganesh Natarajan (**“Selling Shareholder of GTT No. 2”**) (Selling Shareholder of GTT No. 1 and Selling Shareholder of GTT No. 2 are collectively referred to as **“Selling Shareholders of GTT”**) and subject to (a) requisite increase in authorised share capital of the Company as stated in resolution/item no. 1 above, (b) approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities, as applicable, and (c) subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board of Directors (hereinafter referred to as the **“Board”**, which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent of the members of the Company be and is hereby accorded, to create, issue, offer and allot on a preferential basis, in one or more tranches, up to **62,37,215 (Sixty Two Lakhs Thirty Seven Thousand Two Hundred Fifteen)** fully paid-up equity shares of the Company having face value of ₹10 (Indian Rupees Ten) each (**“GTT-Swap Shares”**), at an **issue price of ₹10 (Indian Rupees Ten)** per equity share (**“GTT-Swap Shares Issue Price”**), which is not less than the floor price determined in accordance with Chapter V of the SEBI ICDR Regulations, for an aggregate consideration of up to **₹6,23,72,150/- (Indian Rupees Six**

Crores Twenty Three Lakhs Seventy Two Thousand One Hundred Fifty) (rounded-off to nearest ten) (**“GTT’s Issue Size”**) to Selling Shareholders of GTT, on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws (**“GTT’s Preferential Issue”**).

Details of GTT-Swap Shares proposed to be issued by the Company to the Selling Shareholders of GTT is as under:

Sr. No.	Selling Shareholders of GGT	No. of GTT-Swap Shares proposed to be issued	GTT’s Issue Size
1.	Uma Ganesh Natarajan	12,52,185	1,25,21,850
2.	Ganesh Natarajan	49,85,030	4,98,50,300
Total		62,37,215	6,23,72,150

RESOLVED FURTHER THAT the ‘relevant date’ for the purpose of determination of the floor price for issue of the GTT-Swap Shares under the GTT’s Preferential Issue, as above, as per provisions of Chapter V of the SEBI ICDR Regulations and other applicable laws is **Wednesday, January 17, 2024** (**“Relevant Date”**), being the date 30 (Thirty) days prior to the date on which the meeting viz. this Extra-Ordinary General Meeting of members of the Company is proposed to be held to consider and approve the GTT’s Preferential Issue.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the GTT-Swap Shares under the GTT’s Preferential Issue shall be subject to the following terms and conditions apart from other applicable terms as prescribed under applicable laws:

- The GTT-Swap Shares to be issued and allotted shall be fully paid-up and rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the memorandum of association and articles of association of the Company;
- The GTT-Swap Shares Issue Price is not less than the floor price determined on the basis of the valuation report dated January 22, 2024, CA Mayur Popat, an independent registered valuer for Securities and Financial Assets and having Registration No. IBBI/RV/06/2019/11173. A copy of valuation report is uploaded on the website of the Company at www.cineradcommunications.com;
- The GTT-Swap Shares shall be allotted by the Company to the Selling Shareholders of GTT in dematerialized form within a period of 15 (fifteen) days from the date of passing of this special resolution by members of the Company, provided that, where the issue and allotment of the said GTT-Swap Shares is pending on account of pendency of approval of any regulatory authority (including, but not limited to the Stock Exchange), the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals;
- The GTT-Swap Shares to be allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and any other applicable law for the time being in force;
- The pre-preferential shareholding, if any, of the Selling Shareholders of GTT shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations; and
- The GTT-Swap Shares to be allotted to the Selling Shareholders of GTT shall be listed on the Stock Exchange where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be.

RESOLVED FURTHER THAT as required under the provisions of Regulation 163(2) of SEBI ICDR Regulations, a certificate dated January 24, 2024 issued by CS Gaurav Kulkarni, Partner, SKGK & Associates LLP, Company Secretaries certifying, inter alia, that the GTT’s Preferential Issue is being made in accordance with the Chapter V of the SEBI ICDR Regulations is noted and taken on record.

RESOLVED FURTHER THAT as required under the provisions of Regulation 166(A)(1) of SEBI ICDR Regulations, a certificate dated January 22, 2024 is obtained from CA Mayur Popat, an independent registered valuer for Securities and Financial Assets and having Registration No. IBBI/RV/06/2019/11173.

RESOLVED FURTHER THAT as required under the provisions of Regulation 166(A)(2) of SEBI ICDR Regulations committee of independent directors of the issuer after considering all the aspects relating to the preferential issue including pricing, accordingly, the committee of independent directors of the Company in their meeting dated January 22, 2024 has recommended to issue the equity shares to the Selling Shareholders of GTT. A copy of independent director's resolution is uploaded on the website of the Company at www.cineradcommunications.com.

RESOLVED FURTHER THAT subject to the receipt of requisite approvals as may be required under applicable law, consent of the members of the Company is hereby accorded to record the name and details of the Selling Shareholders of GTT in Form PAS-5 and the Company be and is hereby authorized to make an offer to the Selling Shareholders of GTT through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS 4 or such other form as prescribed under the Act and SEBI ICDR Regulations containing the terms and conditions of the GTT's Preferential Issue ("Offer Document") after passing of this resolution and upon receiving the applicable regulatory approvals and within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of the GTT-Swap Shares under the GTT's Preferential Issue, subject to the provisions of the Act and the SEBI ICDR Regulations without being required to seek any further consent or approval of the members.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including without limitation (a) to vary, modify or alter any of the relevant terms and conditions, attached to the GTT-Swap Shares to be allotted to the Selling Shareholders of GTT for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the GTT-Swap Shares, (b) making applications to the Stock Exchange for obtaining in-principle approval and filings other requisite documents with the Stock Exchange (c) filing requisite documents with the Registrar of Companies, Ministry of Corporate Affairs and other regulatory authorities, (d) filing of requisite documents with the depositories, (e) issue and allotment of the GTT-Swap Shares, (f) listing of GTT-Swap Shares, (g) to resolve and settle any questions and difficulties that may arise in the preferential offer/issue and (h) to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the members of the Company, and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers conferred upon it by these resolutions, as it may deem fit in its absolute discretion, to any Committee of the Board or to any one or more directors, officer(s) or authorized signatory(ies) including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities, and to appoint any professional advisors, bankers, consultants and advocates to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard."

4. Issuance of equity shares to certain selling shareholders of Itarium Technologies India Private Limited:

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

“RESOLVED THAT pursuant the provisions of Section 23, Section 42 Section 62, Section 186(3) to the extent applicable and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies, (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory amendments, modification(s) or re-enactment(s) thereof for the time being in force) (**“Act”**), enabling provisions of the Memorandum of Association and Articles of Association of Cinerad Communications Limited (**“Company”**) and applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**“SEBI ICDR Regulations”**), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (**“SEBI Takeover Regulations”**), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“SEBI Listing Regulations”**), the applicable rules, notifications, guidelines issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India (**“SEBI”**), the Reserve Bank of India (**“RBI”**) and other competent authorities including BSE Limited (**“Stock Exchange”**) and in terms of Share Purchase Agreement dated January 22, 2024 (**“Itarium’s SPA”**) entered amongst Company, Itarium Technologies India Private Limited (**“Itarium”**), Manoj Manohar Panvelkar (**“Selling Shareholder of Itarium No. 1”**), Nitin Neminath Patil (**“Selling Shareholder of Itarium No. 2”**) and Basanta Kumar Swain (**“Selling Shareholder of Itarium No. 3”**) (Selling Shareholder of Itarium No. 1, Selling Shareholder of Itarium No. 2 and Selling Shareholder of Itarium No. 3 are collectively referred to as **“Selling Shareholders of Itarium”**) and subject to (a) requisite increase in authorised share capital of the Company as stated in resolution/item no. 1 above, (b) approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities, as applicable, and (c) subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board of Directors (hereinafter referred to as the **“Board”**, which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent of the members of the Company be and is hereby accorded, to create, issue, offer and allot on a preferential basis, in one or more tranches, up to **49,24,700 (Forty Nine Lakhs Twenty Four Thousand Seven Hundred)** fully paid-up equity shares of the Company having face value of ₹10 (Indian Rupees Ten) each (**“Itarium-Swap Shares”**), at an **issue price of ₹10 (Indian Rupees Ten)** per equity share (**“Itarium-Swap Shares Issue Price”**), which is not less than the floor price determined in accordance with Chapter V of the SEBI ICDR Regulations, for an aggregate consideration of up to **₹4,92,47,000/- (Indian Rupees Four Crores Ninety Two Lakhs Forty Seven Thousand)** (**“Itarium Issue Size”**) to Selling Shareholders of Itarium, on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws (**“Itarium’s Preferential Issue”**).

Details of Itarium-Swap Shares proposed to be issued by the Company to the Selling Shareholders of Itarium is as under:

Sr. No.	Selling Shareholders of Itarium	No. of Itarium-Swap Shares proposed to be issued	Itarium’s Issue Size
1.	Manoj Manohar Panvelkar	17,23,645	1,72,36,450
2.	Nitin Neminath Patil	17,23,645	1,72,36,450
3.	Basanta Kumar Swain	14,77,410	1,47,74,100
Total		49,24,700	4,92,47,000

RESOLVED FURTHER THAT the ‘relevant date’ for the purpose of determination of the floor price for issue of the Itarium-Swap Shares under the Itarium’s Preferential Issue, as above, as per provisions of Chapter V of the SEBI ICDR Regulations and other applicable laws is **Wednesday, January 17, 2024** (**“Relevant Date”**), being the date 30 (Thirty) days prior to the date on which the meeting viz. this Extra-Ordinary General Meeting of members of the Company is proposed to be held to consider and approve the Itarium’s Preferential Issue.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Itarium-Swap Shares under the Itarium’s Preferential Issue shall be subject to the following terms and conditions apart from other applicable terms as prescribed under applicable laws:

- a. The Itarium-Swap Shares to be issued and allotted shall be fully paid-up and rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the memorandum of association and articles of association of the Company;
- b. The Itarium-Swap Shares Issue Price is not less than the floor price determined on the basis of the valuation report dated January 22, 2024, CA Mayur Popat, an independent registered valuer for Securities and Financial Assets and having Registration No. IBBI/RV/06/2019/11173. A copy of valuation report is uploaded on the website of the Company at www.cineradcommunications.com;
- c. The Itarium-Swap Shares shall be allotted by the Company to the Selling Shareholders of Itarium in dematerialized form within a period of 15 (fifteen) days from the date of passing of this special resolution by members of the Company, provided that, where the issue and allotment of the said Itarium-Swap Shares is pending on account of pendency of approval of any regulatory authority (including, but not limited to the Stock Exchange), the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals;
- d. The Itarium-Swap Shares to be allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and any other applicable law for the time being in force;
- e. The pre-preferential shareholding, if any, of the Selling Shareholders of Itarium shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations; and
- f. The Itarium-Swap Shares to be allotted to the Selling Shareholders of Itarium shall be listed on the Stock Exchange where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be.

RESOLVED FURTHER THAT as required under the provisions of Regulation 163(2) of SEBI ICDR Regulations, a certificate dated January 24, 2024 issued by CS Gaurav Kulkarni, Partner, SKGK & Associates LLP, Company Secretaries certifying, inter alia, that the Itarium's Preferential Issue is being made in accordance with the Chapter V of the SEBI ICDR Regulations is noted and taken on record.

RESOLVED FURTHER THAT as required under the provisions of Regulation 166(A)(1) of SEBI ICDR Regulations, a certificate dated January 22, 2024 is obtained from CA Mayur Popat, an independent registered valuer for Securities and Financial Assets and having Registration No. IBBI/RV/06/2019/11173.

RESOLVED FURTHER THAT as required under the provisions of Regulation 166(A)(2) of SEBI ICDR Regulations committee of independent directors of the issuer after considering all the aspects relating to the preferential issue including pricing, accordingly, the committee of independent directors of the Company in their meeting dated January 22, 2024 has recommended to issue the equity shares to the Selling Shareholders of Itarium. A copy of independent director's resolution is uploaded on the website of the Company at www.cineradcommunications.com.

RESOLVED FURTHER THAT subject to the receipt of requisite approvals as may be required under applicable law, consent of the members of the Company is hereby accorded to record the name and details of the Selling Shareholders of Itarium in Form PAS-5 and the Company be and is hereby authorized to make an offer to the Selling Shareholders of Itarium through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS 4 or such other form as prescribed under the Act and SEBI ICDR Regulations containing the terms and conditions of the Itarium's Preferential Issue ("**Offer Document**") after passing of this resolution and upon receiving the applicable regulatory approvals and within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of the Itarium-Swap Shares under the Itarium's Preferential Issue, subject to the

provisions of the Act and the SEBI ICDR Regulations without being required to seek any further consent or approval of the members.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including without limitation (a) to vary, modify or alter any of the relevant terms and conditions, attached to the Itarium-Swap Shares to be allotted to the Selling Shareholders of Itarium for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the Itarium-Swap Shares, (b) making applications to the Stock Exchange for obtaining in-principle approval and filings other requisite documents with the Stock Exchange (c) filing requisite documents with the Registrar of Companies, Ministry of Corporate Affairs and other regulatory authorities, (d) filing of requisite documents with the depositories, (e) issue and allotment of the Itarium-Swap Shares, (f) listing of Itarium-Swap Shares, (g) to resolve and settle any questions and difficulties that may arise in the preferential offer/issue and (h) to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the members of the Company, and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers conferred upon it by these resolutions, as it may deem fit in its absolute discretion, to any Committee of the Board or to any one or more directors, officer(s) or authorized signatory(ies) including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities, and to appoint any professional advisors, bankers, consultants and advocates to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard.”

5. Issuance of equity shares to investors by way of preferential issue:

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

“RESOLVED THAT pursuant to the provisions of Section 23, Section 42, Section 62, to the extent applicable and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory amendments, modification(s) or re-enactment(s) thereof for the time being in force) (“**Act**”), enabling provisions of the Memorandum of Association and Articles of Association of Cinerad Communications Limited (“**Company**”) and applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“**SEBI Takeover Regulations**”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI LODR Regulations**”), the applicable rules, notifications, guidelines issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India (“**SEBI**”), the Reserve Bank of India (“**RBI**”) and other competent authorities including BSE Limited (“**Stock Exchange**”) and subject to (a) requisite increase in authorised share capital of the Company as stated in resolution/item no. 1 above, (b) approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities, as applicable, and (c) subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board of Directors (hereinafter referred to as the “**Board**”, which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent of the members of the Company be and is hereby accorded, to create, issue, offer and allot on a preferential basis, in one or more tranches, **up to 28,00,000 (Twenty Eight Lakhs)** fully paid-up equity shares of the Company having face value of ₹10/- (Indian Rupees Ten) each (“**Investors Shares**”), at an **issue price of ₹10/- (Indian Rupees Ten)** per equity share (“**Investors Issue Price**”), which is not less than the floor price determined in accordance with Chapter V of the SEBI ICDR Regulations, for an **aggregate consideration of up to**

₹2,80,00,000/- (Indian Rupees Two Crores Eighty Lakhs) (“Investors Issue Size”) to persons, being private investors, listed below (**“Proposed Investors”**), on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws (**“Investors Preferential Issue”**).

The name of the Proposed Investors and the maximum amount of investment proposed to be made by such Proposed Investors are as under:

Sr. No.	Name of the Proposed Investors	Maximum Amount / Upto (INR)
1.	Tejal Thakkar	10,00,000
2.	Nidhish Harish Tanna	10,00,000
3.	Amit Kirtilal Shah	10,00,000
4.	Parekh Nishita Nikhil	20,00,000
5.	Shilpa Bhavesh Shah	20,00,000
6.	Ramesh Trikamji Shah	10,00,000
7.	Sindola Management Services Private Limited	20,00,000
8.	Poonam Bhupalsingh Sulhyan	10,00,000
9.	Yogesh Malgounda Patil	10,00,000
10.	Dinesh Singh	10,00,000
11.	Parul Kaushikbhai Patel	10,00,000
12.	Abhay Ashok Bhagate	15,00,000
13.	Ravindra Bharamu Bedage	5,00,000
14.	Suhani Dhanaji Jadhav	20,00,000
15.	Shivani Rohan Bhate	5,00,000
16.	Godawari Ventures LLP	30,00,000
17.	G D Chitale Ventures LLP	10,00,000
18.	Shrinivas Shamsundar Toshniwal	15,00,000
19.	Ganesh Nilkanthrao Deshmukh	10,00,000
20.	Sachin Marutrao Pawar	10,00,000
21.	Sunil Govind Kulkarni	10,00,000
22.	Shanmukhappa H Chitrakoti	10,00,000
Total		2,80,00,000

RESOLVED FURTHER THAT the ‘relevant date’ for the purpose of determination of the floor price for issue of the Investor Shares under the Investors Preferential Issue, as above, as per provisions of Chapter V of the SEBI ICDR Regulations and other applicable laws is **Wednesday, January 17, 2024 (“Relevant Date”)**, being the date 30 (Thirty) days prior to the date on which the meeting viz. this Extra-Ordinary General Meeting of members of the Company is proposed to be held to consider and approve the Investors Preferential Issue.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Investors Shares under the Investors Preferential Issue shall be subject to the following terms and conditions apart from other applicable terms as prescribed under applicable laws:

- The Investors Shares to be issued and allotted shall be fully paid-up and rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the memorandum of association and articles of association of the Company;
- The Investors Issue Price is not less than the floor price determined on the basis of the final valuation report dated January 22, 2024 issued by CA Mayur Popat, an independent registered valuer for Securities and Financial Assets and having Registration No. IBBI/RV/06/2019/11173. A copy of valuation report is uploaded on the website of the Company at www.cineradcommunications.com;

- c. The Investors Shares shall be allotted by the Company to the Proposed Investors in dematerialized form within a period of 15 (fifteen) days from the date of passing of this special resolution by members of the Company, provided that, where the issue and allotment of the said Investors Shares is pending on account of pendency of approval of any regulatory authority (including, but not limited to the Stock Exchange), the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals;
- d. The Investors Shares to be allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and any other applicable law for the time being in force;
- e. The pre-preferential shareholding, if any, of the Proposed Investors shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations; and
- f. The Investors Shares to be allotted to the Proposed Investors shall be listed on the Stock Exchange where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be.

RESOLVED FURTHER THAT as required under the provisions of Regulation 163(2) of SEBI ICDR Regulations, a certificate dated January 24, 2024 issued by CS Gaurav Kulkarni, Partner, SKGK & Associates LLP, Company Secretaries certifying, inter alia, that the Investors Preferential Issue is being made in accordance with the Chapter V of the SEBI ICDR Regulations is noted and taken on record.

RESOLVED FURTHER THAT as required under the provisions of Regulation 166(A)(2) of SEBI ICDR Regulations committee of independent directors of the issuer after considering all the aspects relating to the preferential issue including pricing, accordingly, the committee of independent directors of the Company in their meeting dated January 22, 2024 has recommended to issue the equity shares to the Proposed Investors. A copy of independent director's resolution is uploaded on the website of the Company at www.cineradcommunications.com.

RESOLVED FURTHER THAT subject to the receipt of requisite approvals as may be required under applicable law, consent of the members of the Company is hereby accorded to record the name and details of the Proposed Investors in Form PAS-5 and the Company be and is hereby authorized to make an offer to the Proposed Investors through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS-4 or such other form as prescribed under the Act and SEBI ICDR Regulations containing the terms and conditions of the Investors Preferential Issue ("**Offer Document**") after passing of this resolution and upon receiving the applicable regulatory approvals and within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of the Investor Shares under the Investors Preferential Issue, subject to the provisions of the Act and the SEBI ICDR Regulations without being required to seek any further consent or approval of the members.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including without limitation (a) to vary, modify or alter any of the relevant terms and conditions, attached to the Investors Shares to be allotted to the Proposed Investors for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the Investors Shares, (b) making applications to the Stock Exchange for obtaining in-principle approval and filing other requisite documents with the Stock Exchange, (c) filing requisite documents with the Registrar of Companies, Ministry of Corporate Affairs and other regulatory authorities, (d) filing of requisite documents with the depositories, (e) opening of special bank account in terms of the Section 42 of the Act, (f) issue and allotment of the Investors Shares, (g) listing of Investors Shares, (h) to resolve and settle any questions and difficulties that may arise in the preferential offer/issue and (i) to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the members of the Company, and that the members shall be deemed

to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers conferred upon it by these resolutions, as it may deem fit in its absolute discretion, to any Committee of the Board or to any one or more directors, officer(s) or authorized signatory(ies) including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities, and to appoint any professional advisors, bankers, consultants and advocates to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard.”

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

Place: Pune

Date: January 25, 2024

Sudhir Gopaldas Kabra, *Director*
(DIN: 00307213)

Notes:

1. Explanatory Statement setting out the material facts concerning each item of Special Businesses to be transacted at the Extra-Ordinary General Meeting pursuant to Section 102 of the Companies Act, 2013 (“**Act**”), is annexed hereto and forms part of the Notice.
2. The Ministry of Corporate Affairs (“**MCA**”) vide its General Circulars dated i) April 8, 2020, ii) April 13, 2020, iii) May 5, 2020, iv) June 15, 2020, v) September 28, 2020, vi) December 31, 2020, vii) June 23, 2021, viii) December 08, 2021, ix) May 05, 2022 and x) September 25, 2023 (hereinafter, collectively referred as the “**MCA Circulars**”) has allowed companies to, inter alia, conduct their Extra-Ordinary General Meetings (EGM) through Video Conferencing (“**VC**”) or Other Audio Visual Means (“**OAVM**”), thereby, dispensing with the requirement of physical presence of the members at the common venue. In view thereof, the EGM of the Company is being held through VC/OAVM on **Friday, February 16, 2024**. The Company has engaged the services of Central Depository Services Limited (“**CDSL**”) for this purpose.
3. The Company will conduct the EGM through VC/ OAVM from its Registered Office, i.e., Subol Dutt Building, 13, Brabourne Road, Mezzanine Floor, Kolkata – 700001, West Bengal, India which shall be deemed to be venue of the meeting.
4. In accordance with the said requirement of the above MCA Circulars and the SEBI Circulars on General Meetings, the Notice is being sent only through e-mail to those Shareholders whose email-ids are registered with the Company or the Registrar & Share Transfer Agent (“**RTA**”), M/s. Niche Technologies Private Limited or the Depository Participants (“**DP**”), through electronic means only. The Notice of the EGM of the Company shall be available on the Company’s website at www.cineradcommunications.com and on the website of the Stock Exchange where the equity shares of the Company are listed. The Notice shall also be available on the e-Voting website of CDSL viz. www.evotingindia.com.
5. Pursuant to the provisions of the Act, 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, the EGM is being conducted through VC/OAVM, physical attendance of the members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
6. In pursuance of Section 113 of the Act and Rules framed thereunder, the institutional/ corporate members are entitled to appoint authorized representatives for the purpose of voting through remote e-Voting or for the purpose of participation and voting during the EGM. In this regard, the corporate members are requested to send a certified true copy of the board resolution pursuant to Section 113 of the Act, authorizing their representatives. The same can be sent through email to nichetechpl@nichetechpl.com with a copy marked to helpdesk.evoting@cdslindia.com and cinerad@responce.in.
7. Since the EGM will be held through VC/OAVM, Route map is not provided with the notice.
8. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. All documents referred to in the Notice and the Explanatory Statement shall be made available for inspection by the Members of the Company, without payment of fees upto and including the date of EGM. Members desirous of inspecting the same may send their requests at cinerad@responce.in from their registered e-mail addresses mentioning their names and folio numbers/demat account numbers.
10. To support the ‘Green Initiative’, Members who have not registered their e-mail addresses are requested to register the same with DPs/RTA.
11. In case of joint holders attending the EGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

12. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
13. Members holding shares in the same name or in the same order of names but in several folios are requested to consolidate them into one folio.
14. Non-resident Indian shareholders are requested to inform about the following immediately to the concerned Depository Participant:
 - a. The change in the residential status on return to India for permanent settlement.
 - b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
15. Members will be able to attend the EGM through VC or OAVM or view the live webcast of the EGM provided by CDSL at helpdesk.evoting@cdslindia.com by using their remote e-Voting login credentials and selecting the EVEN for the EGM.
16. E-voting: In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, the Companies (Management and Administration) Amendments Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, (as amended) and the Secretarial Standard on General Meetings (“SS-2”) issued by The Institute of Company Secretaries of India, and the above mentions MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with CDSL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as voting on the date of the EGM will be provided by CDSL.
17. Voting rights of the Members (for voting through remote e-voting shall be in proportion to shares of the paid-up equity share capital of the Company as on the cut-off date i.e., **Friday, January 19, 2024**. A person, whose name is recorded in the Register of Members or in the Register of Beneficial owners (as at the end of the business hours) maintained by the depositories as on the cut-off date Friday, January 19, 2024 shall only be entitled to avail the facility of remote e-voting.
18. The login -id and password for participation and voting at the meeting has been separately provided along with this notice. Any Member as on the cut-off date who has not received the login id and password may obtain the same by sending a request at cinerad@responce.in
19. The Board has appointed Gaurav Kulkarni (FCS. 12834), Partner, SKGK & Associates LLP, Company Secretaries, as the scrutinizer (“**Scrutinizer**”) for conducting the e-voting process in a fair and transparent manner.
20. The results of remote e-voting and e- voting system provided in the Meeting shall be aggregated and declared on or after the Meeting of the Company by the Chairman or by any other person duly authorized in this regard.
21. The results declared along with the report of the scrutinizer shall be placed on the Company’s website at www.cineradcommunications.com and on the website of CDSL immediately after the result is declared by the Chairman/Authorized Person and simultaneously communicated to the Stock Exchange.
22. Only those members who are present in the Meeting through VC or OAVM facility and have not cast their votes on resolutions through remote e-Voting and are otherwise not barred from doing so, shall be allowed to vote through e-Voting system during the EGM.

23. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
24. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. 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/AGM will be provided by CDSL.
25. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will 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 Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
26. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
27. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, , the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 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 AGM/EGM through VC/OAVM and cast their votes through e-voting.
28. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/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 Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.
29. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
30. In continuation of this Ministry's **General Circular No. 20/2020**, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January 13, 2021.

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

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on **Tuesday, February 13, 2024 at 09.00 A.M. (IST) and ends on Thursday, February 15, 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 (record date) of **Friday, February 9, 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 venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) 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 e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 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 cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.

	<p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & 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 a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<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 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.</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 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</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<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. 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 Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name 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.</p>

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
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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 contact at 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 call at toll free no.: 022-4886 7000 and 022-2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for e-Voting and joining virtual meetings 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) <ul style="list-style-type: none"> 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 (DOB)	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. <ul style="list-style-type: none"> 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 for the relevant Cinerad Communications Limited on which you choose to vote.
- (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 BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - 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 favour 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@responce.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 AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as 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 AGM/EGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads 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 meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cinerad@responce.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cinerad@responce.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 meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted 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/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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/RTA email id**.
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 AGM & e-Voting from the CDSL e-Voting 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 voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL BUSINESS TO BE TRANSACTED AT EGM

As required by Section 102(1) of the Companies Act, 2013 ("Act"), the following Explanatory Statement sets out the material facts relating to the Special Business mentioned under item Nos. 1 to 5 in the accompanying Notice:

Item No 1: Increase in the authorised equity share capital and alteration of the capital clause of the memorandum of association of the Company:

The present authorised equity share capital of the Company is ₹15,00,00,000 (Indian Rupees Fifteen Crores) divided into 1,50,00,000 (One Crore Fifty Lakhs) equity shares of ₹10/- (Indian Rupees Ten) each.

The Company is proposing to issue further equity shares. Accordingly, it is proposed to increase the authorised equity share capital of the Company from ₹15,00,00,000 (Indian Rupees Fifteen Crores) divided into 1,50,00,000 (One Crore Fifty Lakhs) equity shares of ₹10/- (Indian Rupees Ten) each to ₹20,00,00,000 (Indian Rupees Twenty Crores) divided into 2,00,00,000 (Two Crores) equity shares of ₹10/- (Indian Rupees Ten) each, by creation and addition of additional 50,00,000 (Fifty Lakhs) equity shares of ₹10/- (Indian Rupees Ten) each.

Pursuant to the provisions of Section 13 and 61 of the Companies Act, 2013, approval of the Members is required for increasing the Authorised Share Capital of the Company and consequent alteration in the Memorandum of Association of the Company.

The resolution is therefore proposed at Item No. 1 of the Notice to increase the Authorised Share Capital of the Company and consequent alteration in the Memorandum of Association of the Company.

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

The Board of Directors recommend passing of the resolution at item no. 1 of the accompanying notice for the approval of the Members of the Company.

Item No. 2: Increase in the limits applicable for making investments/extending loans and giving guarantees or providing securities in connection with loans to Persons/Bodies Corporate:

The Company has been making investments in, giving loans and guarantees to and providing securities in connection with loans to various persons and bodies corporate (including its subsidiary) from time to time, in compliance with the applicable provisions of the Act. The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required to be passed at a general meeting.

In view of the above and considering the long term business plans of the Company, which requires the Company to make sizeable loans / investments and issue guarantees / securities to persons or bodies corporate, from time to time, prior approval of the Members is being sought for enhancing the said limits. Hence, the Special Resolution at Item No. 2 of the Notice, notwithstanding the fact that the same exceeds the limits provided under Section 186 of the Act. The Directors recommend the Special Resolution as set out at Item No. 2 of the accompanying Notice, for Members' approval. None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution.

Item No. 3 and Item No. 4: Issuance of equity shares to Selling Shareholders of GTT (as defined in the resolution) and Selling Shareholders of Itarium (as defined in the resolution) by way of preferential issue:

A share purchase agreement dated January 22, 2024 entered amongst the Ganesh Natarajan (“**Selling Shareholder of GTT No. 1**”) and Uma Ganesh Natarajan (“**Selling Shareholder of GTT No. 2**”) (Selling Shareholder of GTT No. 1 and Selling Shareholder of GTT No. 2 are collectively referred to as “**Selling Shareholders of GTT**”), Global Talent Track Private Limited (“**GTT**”) and the Company pursuant to which the Selling Shareholders of GTT will be allotted upto 62,37,215 (Sixty Two Lakhs Thirty Seven Thousand Two Hundred Fifteen) Equity Shares of the Company representing 32.55% (Thirty Two point Fifty Five) percent of the Emerging Voting Capital, at a price of ₹10/- (Indian Rupees Ten) per Equity Share of the Company determined in terms of the valuation report dated January 22, 2024 issued by Mayur Popat, Registered Valuer – Securities and Financial Assets, Registration No. IBBI/RV/06/2019/11173 for discharging the obligation of the Company in relation to acquisition of 3,78,013 (Three Lakhs Seventy Eight Thousand Thirteen) of GTT, which represents 60.00% (Sixty) percent of GTT’s total equity share capital as on the date of share purchase agreement, at the equity value of ₹165/- (Indian Rupees Sixty Five) per equity share of the GTT determined in terms of the valuation report dated January 22, 2024 issued by Mayur Popat, Registered Valuer – Securities and Financial Assets, Registration No. IBBI/RV/06/2019/11173.

A share purchase agreement dated January 22, 2024 entered amongst the Manoj Manohar Panvelkar (“**Selling Shareholder of Itarium No. 1**”), Nitin Neminath Patil (“**Selling Shareholder of Itarium No. 2**”) and Basanta Kumar Swain (“**Selling Shareholder of Itarium No. 3**”) (Selling Shareholder of Itarium No. 1, Selling Shareholder of Itarium No. 2 and Selling Shareholder of Itarium No. 3 are collectively referred to as “**Selling Shareholders of Itarium**”), Itarium Technologies India Private Limited (“**Itarium**”) and the Company pursuant to which the Selling Shareholders of Itarium will be allotted upto 49,24,700 (Forty Nine Lakhs Twenty Four Thousand Seven Hundred) Equity Shares of the Company which represents 25.70% (Twenty Five point Seventy) percent of the Emerging Voting Capital, at a price of ₹10/- (Indian Rupees Ten) per Equity Share of the Company determined in terms of the valuation report dated January 22, 2024 issued by Mayur Popat, Registered Valuer – Securities and Financial Assets, Registration No. IBBI/RV/06/2019/11173 for discharging the obligation of the Company in relation to acquisition of 5,500 (Five Thousand Five Hundred) equity shares of Itarium, which represents 55.00% (Fifty Five) percent of Itarium’s total equity share capital as on the date of share purchase agreement, at the equity value of ₹ 8,954/- (Indian Rupees Eight Thousand Nine Hundred Fifty Four) per equity share of Itarium’s determined in terms of the valuation report dated January 22, 2024 issued by Mayur Popat, Registered Valuer – Securities and Financial Assets, Registration No. IBBI/RV/06/2019/11173.

Therefore, this resolution is recommended to the members of the Company for their consideration and approval pursuant to the provisions of Sections 42 and 62 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and any other applicable provisions of the Companies Act, 2013 and the provisions of Chapter V of the SEBI ICDR Regulations.

The disclosure required in terms of provisions of Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014, Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 and the provisions of Chapter V of the SEBI ICDR Regulations are as follows:

a. Particulars of the offer including date of passing of Board resolution:

The Board, in its meeting held on January 22, 2024, has approved the proposal for the creation, offer, issuance and allotment of up to **(A) up to 62,37,215 (Sixty Two Lakhs Thirty Seven Thousand Two Hundred Fifteen)** fully paid-up equity shares of the Company having face value of ₹10 (Indian Rupees Ten) each (“**GTT-Swap Shares**”), at an **issue price of ₹10 (Indian Rupees Ten)** per equity share (“**GTT-Swap Shares Issue Price**”), which is not less than the floor price determined in accordance with Chapter V of the SEBI ICDR Regulations, for an aggregate consideration of up to **₹6,23,72,150/- (Indian Rupees Six Crores Twenty Three Lakhs Seventy Two Thousand One Hundred Fifty) (“GTT’s Issue Size”)** to Selling Shareholders of GTT, on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws (“**GTT’s Preferential Issue**”) and **(B) 49,24,700 (Forty Nine Lakhs Twenty Four Thousand Seven Hundred)** fully paid-up equity shares of the Company having face value of ₹10 (Indian Rupees Ten)

each (“**Itarium-Swap Shares**”), at an **issue price of ₹10 (Indian Rupees Ten)** per equity share (“**Itarium-Swap Shares Issue Price**”), which is not less than the floor price determined in accordance with Chapter V of the SEBI ICDR Regulations, for an aggregate consideration of up to **₹4,92,47,000/- (Indian Rupees Four Crores Ninety Two Lakhs Forty Seven Thousand) (“Itarium Issue Size”)** to Selling Shareholders of Itarium, on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws (“**Itarium’s Preferential Issue**”). The other significant details of the offer are contained as part of the below other disclosures.

Details of GTT-Swap Shares proposed to be issued by the Company to the Selling Shareholders of GTT is as under:

Sr. No.	Selling Shareholders of GTT	No. of GTT-Swap Shares proposed to be issued	GTT’s Issue Size
1.	Uma Ganesh Natarajan	12,52,185	1,25,21,850
2.	Ganesh Natarajan	49,85,030	4,98,50,300
Total		62,37,215	6,23,72,150

Details of Itarium-Swap Shares proposed to be issued by the Company to the Selling Shareholders of Itarium is as under:

Sr. No.	Selling Shareholders of Itarium	No. of Itarium-Swap Shares proposed to be issued	Itarium’s Issue Size
1.	Manoj Manohar Panvelkar	17,23,645	1,72,36,450
2.	Nitin Neminath Patil	17,23,645	1,72,36,450
3.	Basanta Kumar Swain	14,77,410	1,47,74,100
Total		49,24,700	4,92,47,000

b. The Objects of the issue:

To discharge the liability of the Company in relation to acquisition of **(A) 3,78,013 (Three Lakhs Seventy Eight Thousand Thirteen)** of GTT, which represents 60.00% (Sixty) percent of GTT’s total equity share capital as on the date of share purchase agreement, at the equity value of ₹165/- (Indian Rupees Sixty Five) per equity share of the GTT determined in terms of the valuation report dated January 22, 2024 issued by Mayur Popat, Registered Valuer – Securities and Financial Assets, Registration No. IBBI/RV/06/2019/11173 and **(B) 5,500 (Five Thousand Five Hundred)** of Itarium, which represents 55.00% (Fifty Five) percent of Itarium’s total equity share capital as on the date of share purchase agreement, at the equity value of ₹ 8,954/- (Indian Rupees Eight Thousand Nine Hundred Fifty Four) per equity share of the Itarium’s determined in terms of the valuation report dated January 22, 2024 issued by Mayur Popat, Registered Valuer – Securities and Financial Assets, Registration No. IBBI/RV/06/2019/11173.

c. Kinds of securities offered, the total number of shares or other securities to be issued, the price at which security is being offered and amount which the Company intends to raise by way of such securities:

The Company propose to issue in one or more tranches up to **(A) 62,37,215 (Sixty Two Crores Thirty Seven Thousand Two Hundred Fifteen)** fully paid-up equity shares of the Company having face value of ₹10 (Indian Rupees Ten) each (“**GTT-Swap Shares**”), at an **issue price of ₹10 (Indian Rupees Ten)** per equity share (“**GTT-Swap Shares Issue Price**”), which is not less than the floor price determined in accordance with Chapter V of the SEBI ICDR Regulations, for an aggregate consideration of up to **₹6,23,72,150/- (Indian Rupees Six Crores Twenty Three Lakhs Seventy Two Thousand One Hundred Fifty) (“GTT’s Issue Size”)** to Selling Shareholders of GTT, on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws (“**GTT’s Preferential Issue**”). The GTT-Swap Shares Issue Price is not less than the floor price determined on the basis of the valuation report dated January 22, 2024, CA Mayur Popat, an independent registered valuer for Securities and Financial Assets and having Registration No. IBBI/RV/06/2019/11173. A copy of valuation report is uploaded on the website of the Company at

www.cineradcommunications.com. **(B) 49,24,700 (Forty Nine Lakhs Twenty Four Thousand Seven Hundred)** fully paid-up equity shares of the Company having face value of ₹10 (Indian Rupees Ten) each (**"Itarium-Swap Shares"**), at an **issue price of ₹10 (Indian Rupees Ten)** per equity share (**"Itarium-Swap Shares Issue Price"**), which is not less than the floor price determined in accordance with Chapter V of the SEBI ICDR Regulations, for an aggregate consideration of up to **₹4,92,47,000/- (Indian Rupees Four Crores Ninety Two Lakhs Forty Seven Thousand) ("Itarium Issue Size")** to Selling Shareholders of Itarium, on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws (**"Itarium's Preferential Issue"**). The Itarium-Swap Shares Issue Price is not less than the floor price determined on the basis of the valuation report dated January 22, 2024, CA Mayur Popat, an independent registered valuer for Securities and Financial Assets and having Registration No. IBBI/RV/06/2019/11173. A copy of valuation report is uploaded on the website of the Company at www.cineradcommunications.com.

d. Basis on which the price has been arrived at along with report of the registered valuer:

The following provisions of the Companies Act, 2013 read with Rules notified thereunder and the Chapter V of the SEBI ICDR Regulations prescribe certain requirements to be followed by the Company for determination of the issue price:

- i. In terms of the Chapter V of the SEBI ICDR Regulations, the equity shares of the Company are infrequently traded as on the Relevant Date viz. **Wednesday, January 17, 2024**, accordingly, the floor price of the equity shares of the Company is required to be determined as per provisions of Regulation 165 of the SEBI ICDR Regulations, which requires that the price determined by the Company shall take into account the valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies.
- ii. Regulation 166A(1) of the SEBI ICDR Regulations provides that any preferential issue, which results in a change in control or allotment of more than 5% (five per cent) of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price. Accordingly, the Company has valuation report dated January 22, 2024, CA Mayur Popat, an independent registered valuer for Securities and Financial Assets and having Registration No. IBBI/RV/06/2019/11173. A copy of valuation report is uploaded on the website of the Company at www.cineradcommunications.com.
- iii. In terms of Regulation 166A(2) of the SEBI ICDR Regulations preferential issue, which may result in a change in control of the issuer, shall only be made pursuant to a reasoned recommendation from a committee of independent directors of the issuer after considering all the aspects relating to the preferential issue including pricing, accordingly, the committee of independent directors of the Company in their meeting dated January 22, 2024 has recommended to issue the equity shares to the Selling Shareholders of GTT and Selling Shareholders of Itarium. A copy of independent director's resolution is uploaded on the website of the Company at www.cineradcommunications.com.
- iv. As per Section 62(1)(c) of the Companies Act, 2013 read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, the price of shares or other securities to be issued on preferential basis shall not be less than the price determined on the basis of valuation report of a registered valuer.

In view of the above provisions, the Company had engaged the services of a registered valuer namely CA Mayur Popat, an independent registered valuer for Securities and Financial Assets and having Registration No. IBBI/RV/06/2019/11173 (**"Registered Valuer"**) to determine the fair value of the equity shares of the Company. As per the final Valuation Report issued by the Registered Valuer on January 22, 2024, the fair value of the equity shares of the Company is in negative. However, in terms of provisions of the Companies Act, a company cannot issue the shares at discount viz. below the face value. Further, it is mutually agreed between the parties the issue price of the equity shares of the Company to be issued to the Selling Shareholders of GTT and Selling Shareholders of GTT shall be higher of (i) the floor price

for issue of the equity shares as determined as per provisions of the SEBI ICDR Regulations and other applicable laws; and (ii) ₹10/- (Indian Rupees Ten) per equity share. Therefore, the equity shares are proposed to be issued at an issue price of ₹10/- (Indian Rupees Ten) per equity share. The Valuation Report shall be available for inspection by the Members on the request and the same may be accessed on the Company's website at www.cineradcommunications.com.

e. Name and address of valuer who performed valuation:

As stated in clause d. above, CA Mayur Popat, an independent registered valuer for Securities and Financial Assets and having Registration No. IBBI/RV/06/2019/11173 (“**Registered Valuer**”) has performed the valuation. His address is 425, Lotus Elite, Besides OSIA Hypermarket, Gotri Sevasi Road, Vadodara – 390020, Gujarat, India.

f. The price or price band at/within which the allotment is proposed:

As stated in clause d. above, the GTT-Swap Shares and Itarium-Swap Shares viz. equity shares are proposed to be issued at an issue price of ₹10/- (Indian Rupees Ten) per equity share.

g. Relevant Date with reference to which the price has been arrived at:

The ‘relevant date’ for the purpose of determination of the floor price for issue as per provisions of Chapter V of the SEBI ICDR Regulations and other applicable laws is **Wednesday, January 17, 2024 (“Relevant Date”)**, being the date 30 (Thirty) days prior to the date on which the meeting viz. this Extra-Ordinary General Meeting of members of the Company is proposed to be held to consider and approve the issue.

h. The class or classes of persons to whom the allotment is proposed to be made:

The equity shares are proposed to be issued and allotted to Selling Shareholders of GTT and Selling Shareholders of Itarium are all individual, who shall hold the equity shares in the Company under the ‘promoter and promoter group’ category.

i. Intention of Promoters, Directors or Key Managerial Personnel or Senior Management to subscribe to the offer:

The existing promoters, directors or key managerial personnel or senior management of the Company are not going to subscribe under the preferential issue. However, the Selling Shareholders of GTT and Selling Shareholders of Itarium shall become the promoters of the Company subject to fulfilling of Open Offer obligations in accordance with the SEBI SAST Regulations.

j. The proposed time within which the allotment shall be completed:

The GTT-Swap Shares and Itarium-Swap Shares shall be allotted by the Company to the Selling Shareholders of GTT and Selling Shareholders of Itarium in dematerialized form within a period of 15 (fifteen) days from the date of passing of this special resolution by members of the Company, provided that, where the issue and allotment of the said equity shares is pending on account of pendency of approval of any regulatory authority (including, but not limited to the Stock Exchange), the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals.

k. The names of the proposed allottees, the identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/ or who ultimately control the proposed allottees and the percentage of post preferential offer capital that may be held by them:

Sr. No.	Name of the Proposed Investor	Ultimate Beneficial Owners (‘UBO’)	Maximum No. of equity shares to be issued	Pre-preferential allotment	Note 1 Post-preferential allotment
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				Shareholding %	Shareholding %
1.	Uma Ganesh Natarajan	Not Applicable	12,52,185	Nil	6.53%
2.	Ganesh Natarajan	Not Applicable	49,85,030	Nil	26.02%
3.	Manoj Manohar Panvelkar	Not Applicable	17,23,645	Nil	9.00%
4.	Nitin Neminath Patil	Not Applicable	17,23,645	Nil	9.00%
5.	Basanta Kumar Swain	Not Applicable	14,77,410	Nil	7.71%
Total			1,11,61,915	-	58.25%

Note 1: Assuming completion of the preferential allotment to Selling Shareholders of GTT, Selling Shareholders of Itarium and Proposed Investors.

l. The change in control, if any, in the Company that would occur consequent to the preferential offer:

The Selling Shareholders of GTT and Selling Shareholders of Itarium shall become promoters of the Company.

m. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

The Company has not allotted securities to any persons on preferential basis during the current financial year 2023-24.

n. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

This allotment is proposed to be made to Selling Shareholders of GTT and Selling Shareholders of Itarium, in lieu of discharge of the Company's obligation towards acquisition of **(A)** 3,78,013 (Three Lakhs Seventy Eight Thousand Thirteen) of GTT and **(B)** 5,500 (Five Thousand Five Hundred) of Itarium.

o. The pre issue and post issue shareholding pattern of the Company:

The pre issue and the post-issue shareholding pattern of the Company (considering full allotment of equity shares to be issued on preferential basis as per this Notice) is mentioned hereinbelow:

Sr. No.	Category	Pre-Issue*		Post Issue#	
		No. of Equity Shares	% of Shareholding	No. of Equity Shares	% of Shareholding
A.	Promoter and Promoter Group Shareholders				
1.	Indian				
a)	Individuals / HUF	23,60,271	45.39	1,35,22,186	65.87
b)	Bodies Corporate	0	0.00	9,00,000	4.70
c)	Others	0	0.00	0	0.00
	Sub-total (A1)	23,60,271	45.39	1,35,22,186	70.57
2.	Foreign				
a)	Bodies Corporate	0	0.00	0	0.00
	Sub-total (A2)	0	0.00	0	0.00
	Total Promoters and Promoters Group (A = A1 + A2)	23,60,271	45.39	1,35,22,186	70.57
B.	Non-Promoter / Public Shareholders				

1.	Institutional Investors	5,700	0.11	5,700	0.03
2.	Non-institution				
a)	Bodies corporate	8,37,356	16.10	10,37,356	5.41
b)	Directors and relatives	0	0.00	0	0.00
c)	Indian public	19,27,770	37.07	41,27,770	21.54
d)	Others (including NRIs)	68,903	1.33	4,68,903	2.45
	Total Non-Promoter / Public Shareholders (B)	28,39,729	54.61	56,39,729	29.43
	Grand Total (A+B)	52,00,000	100.00	1,91,61,915	100.00

*As per BENPOS received from Depository as on 19th January 2024.

#Computed assuming completion of acquisition of existing promoters shares by the acquirer under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI Takeover Regulations"), however it may vary upon the open offer announced by the acquirer as per SEBI Takeover Regulations.

p. The current and proposed status of the allottee post the preferential issues namely, promoter or non-promoter:

Currently, the Selling Shareholders of GTT and Selling Shareholders of GTT are not forming part of the members of the promoters and promoter group of the Company, however, they shall become the promoters of the Company on allotment of equity shares under the issue.

q. Lock-in Period:

The GTT-Swap Shares and Itarium-Swap Shares proposed to be issued to shall be subject to lock-in, in accordance with the provisions of Chapter V of the SEBI ICDR Regulations. Further, the entire pre-preferential issue shareholding of the Selling Shareholders of GTT and Selling Shareholders of Itarium, if any, shall be under lock-in from the Relevant Date till the expiry of 90 trading days from the date of trading approval.

r. Listing:

The GTT-Swap Shares and Itarium-Swap Shares proposed to be allotted to the preferential issue shall be listed and shall be admitted for trading on the main board of Stock Exchange viz. BSE Limited, subject to requisite approval from the Stock Exchange.

s. Practicing Company Secretary's Certificate

As required under the provisions of Regulation 163(2) of SEBI ICDR Regulations, a certificate dated January 24, 2024 issued by CS Gaurav Kulkarni, Partner, SKGK & Associates LLP, Company Secretaries certifying, inter alia, that the issue is being made in accordance with the Chapter V of the SEBI ICDR Regulations shall be placed before the meeting of the members. The said certificate dated January 24, 2024 issued by CS Gaurav Kulkarni, Partner, SKGK & Associates LLP, Company Secretaries is also hosted on the website of the Company at www.cineradcommunications.com.

t. Undertakings / Confirmations:

1. The Company is eligible to undertake the preferential issue in accordance with the provisions of the Chapter V of the SEBI ICDR Regulations.
2. None of the promoters and/or directors of the Company are a fugitive economic offender as defined under the SEBI ICDR Regulations.
3. None of the Selling Shareholders of GTT and Selling Shareholders of Itarium of the Company are a fugitive economic offender as defined under the SEBI ICDR Regulations.

4. Neither the Company nor any of its promoters and/or directors have been declared as wilful defaulter or a fraudulent borrower as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.
5. Neither of the Selling Shareholders of GTT and Selling Shareholders of Itarium have been declared as wilful defaulter or a fraudulent borrower as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.
6. The Selling Shareholders of GTT and Selling Shareholders of Itarium have confirmed that none of them have sold any equity shares of the Company during the 90 (ninety) trading days preceding the Relevant Date.
7. As the equity shares of the Company are listed on recognized Stock Exchange for a period of more than 90 (ninety) trading days prior to the Relevant Date, the Company is not required to re-compute the price. However, the Company shall re-compute the price of the relevant securities to be allotted under the preferential allotment in terms of the provisions of SEBI ICDR Regulations if it is required to do so. If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the relevant securities to be allotted under the preferential issue shall continue to be locked-in till the time such amount is paid by the respective allottees.

The approval of the members is being sought to enable the Board to issue and allot the GTT-Swap Shares and Itarium-Swap Shares viz. equity shares on a preferential basis, to the extent and in the manner as set out in the resolution and the explanatory statement. The Board of Directors of the Company believes that the proposed issue is in the best interest of the Company and its members.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding in the Company, if any. The Selling Shareholders of GTT and Selling Shareholders of Itarium are deemed to be interested in this resolution.

The Board of Directors recommend passing of the special resolution at item no. 3 and 4 of the accompanying notice for the approval of the Members of the Company.

Item No. 5: Issuance of equity shares to private investors by way of preferential issue

The Company intends to raise funds from the Proposed Investors by issuance of the Investors Shares to support the business plans of the Company to enable the growth and expansion of the business of the Company in the long term. Therefore, the Board, in its meeting held on January 22, 2024, has approved the proposal for issuance of the Investors Shares to the Proposed Investors under the Investors Preferential Issuer as per terms stated in the aforesaid resolution, subject to, inter alia, approval of the members of the Company.

Therefore, this resolution is recommended to the members of the Company for their consideration and approval pursuant to the provisions of Sections 42 and 62 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and any other applicable provisions of the Companies Act, 2013 and the provisions of Chapter V of the SEBI ICDR Regulations.

The disclosure required in terms of provisions of Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014, Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 and the provisions of Chapter V of the SEBI ICDR Regulations are as follows:

a. Particulars of the offer including date of passing of Board resolution:

The Board, in its meeting held on January 22, 2024, has approved the proposal for the creation, offer, issuance and allotment of **28,00,000 (Twenty Eight Lakhs)** fully paid-up equity shares of the Company having face value of ₹10/- (Indian Rupees Ten) each ("**Investors Shares**"), at an **issue price of ₹10/- (Indian Rupees Ten)** per equity share ("**Investors Issue Price**"), which is not less than the floor price

determined in accordance with Chapter V of the SEBI ICDR Regulations, for an **aggregate consideration of up to ₹2,80,00,000/- (Indian Rupees Two Crores Eighty Lakhs)** (“**Investors Issue Size**”) to persons, being private investors, listed below (“**Proposed Investors**”), on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws (“**Investors Preferential Issue**”). The other significant details of the offer are contained as part of the below other disclosures.

b. The Objects of the issue:

The proceeds from the Investors Preferential Issue are intended to be used by the Company to fund the business plans of the Company to enable the growth and expansion of the business including geographic expansion.

1. Business Growth:- The company plans to set up operations in the USA, the UK and number of Indian cities to acquire and execute more business and the proceeds shall be utilised for such purposes to achieve growth in the long term. Further the company also plans to acquire balance shares in its subsidiaries to make them 100% owned subsidiaries. For this the Company will utilized upto 75% of the Issue Size i.e., ₹ 2,10,00,000/- (Indian Rupees Two Crores Ten Lakhs).

2. Corporate purposes:- Depending upon the requirement of the company, the management will utilise it in flexible manner for any other purpose as may be decided and approved by the Board. For this the Company will utilized not more than 25% of the Issue Size i.e., ₹70,00,000/- (Indian Rupees Seventy Lakhs).

c. Kinds of securities offered, the total number of shares or other securities to be issued, the price at which security is being offered and amount which the Company intends to raise by way of such securities:

The Company propose to issue in one or more tranches up to **up to 28,00,000 (Twenty Eight Lakhs)** fully paid-up equity shares of the Company having face value of ₹10/- (Indian Rupees Ten) each, at an **issue price of ₹10/- (Indian Rupees Ten)** per equity share, which is not less than the floor price determined in accordance with Chapter V of the SEBI ICDR Regulations, for an **aggregate consideration of up to ₹2,80,00,000/- (Indian Rupees Two Crores Eighty Lakhs)**.

d. Basis on which the price has been arrived at along with report of the registered valuer:

The following provisions of the Companies Act, 2013 read with Rules notified thereunder and the Chapter V of the SEBI ICDR Regulations prescribes certain requirements to be followed by the Company for determination of the issue price:

- i. In terms of the Chapter V of the SEBI ICDR Regulations, the equity shares of the Company are infrequently traded as on the Relevant Date viz. **Wednesday, January 17, 2024**, accordingly, the floor price of the equity shares of the Company is required to be determined as per provisions of Regulation 165 of the SEBI ICDR Regulations, which requires that the price determined by the Company shall take into account the valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies.
- ii. Regulation 166A of the SEBI ICDR Regulations provides that any preferential issue, which results in a change in control or allotment of more than 5% (five per cent) of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price. There is no change in control involved and there is no allotment of more than 5% of the post issue fully diluted share capital of the Company to any of the Proposed Investors (including persons acting in concert) under the Investors Preferential Issue, however, there is an allotment of more than 5% of the post issue fully diluted share capital of the Company to the Selling Shareholders of GTT and Selling Shareholders of GTT (acting collectively) under the preferential issue referred at item / resolution no. 2 and 3.

- iii. In terms of Regulation 166A(2) of the SEBI ICDR Regulations preferential issue, which may result in a change in control of the issuer, shall only be made pursuant to a reasoned recommendation from a committee of independent directors of the issuer after considering all the aspects relating to the preferential issue including pricing, accordingly, the committee of independent directors of the Company in their meeting dated January 22, 2024 has recommended to issue the equity shares to the Selling Shareholders of GTT and Selling Shareholders of Itarium. A copy of independent director's resolution is uploaded on the website of the Company at www.cineradcommunications.com.
- iv. As per Section 62(1)(c) of the Companies Act, 2013 read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, the price of shares or other securities to be issued on preferential basis shall not be less than the price determined on the basis of valuation report of a registered valuer.

In view of the above provisions, the Company had engaged the services of a registered valuer namely CA Mayur Popat, an independent registered valuer for Securities and Financial Assets and having Registration No. IBBI/RV/06/2019/11173 (“**Registered Valuer**”) to determine the fair value of the equity shares of the Company. As per the final Valuation Report issued by the Registered Valuer on January 22, 2024, the fair value of the equity shares of the Company is in negative. However, in terms of provisions of the Companies Act, a company cannot issue the shares at discount viz. below the face value. Therefore, the equity shares are proposed to be issued at its face value of ₹10 (Indian Rupees Ten) per equity share. The Valuation Report shall be available for inspection by the Members on the request and the same may be accessed on the Company's website at www.cineradcommunications.com.

e. Name and address of valuer who performed valuation:

As stated in clause d. above, CA Mayur Popat, an independent registered valuer for Securities and Financial Assets and having Registration No. IBBI/RV/06/2019/11173 (“**Registered Valuer**”) has performed the valuation. His address is 425, Lotus Elite, Besides OSIA Hypermarket, Gotri Sevasi Road, Vadodara – 390020, Gujarat, India.

f. The price or price band at/within which the allotment is proposed:

As stated in clause d. above, the Investors Shares viz. equity shares are proposed to be issued at an issue price of ₹10 (Indian Rupees Ten) per equity share.

g. Relevant Date with reference to which the price has been arrived at:

The ‘relevant date’ for the purpose of determination of the floor price for issue of the Investor Shares under the Investors Preferential Issue, as per provisions of Chapter V of the SEBI ICDR Regulations and other applicable laws is **Wednesday, January 17, 2024** (“**Relevant Date**”), being the date 30 (Thirty) days prior to the date on which the meeting viz. this Extra-Ordinary General Meeting of members of the Company is proposed to be held to consider and approve the Investors Preferential Issue.

h. The class or classes of persons to whom the allotment is proposed to be made:

The equity shares are proposed to be issued and allotted to private investors comprising of (a) Individuals and (b) Body Corporate who shall hold the equity shares in the Company under the ‘public shareholders’ category.

i. Intention of Promoters, Directors or Key Managerial Personnel or Senior Management to subscribe to the offer:

The promoters, directors, key managerial personnel and Senior Management of the Company do not intend to participate in the Investors Preferential Issue.

j. The proposed time within which the allotment shall be completed:

The Investors Shares shall be allotted by the Company to the Proposed Investors in dematerialized form within a period of 15 (fifteen) days from the date of passing of this special resolution by members of the Company, provided that, where the issue and allotment of the said Investors Shares is pending on account of pendency of approval of any regulatory authority (including, but not limited to the Stock Exchange), the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals.

- k. **The names of the proposed allottees, the identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/ or who ultimately control the proposed allottees and the percentage of post preferential offer capital that may be held by them:**

Sr. No.	Name of the Proposed Investor	Ultimate Beneficial Owners ('UBO')	Maximum Amount / Upto (INR)	Pre-preferential allotment Shareholding %	Note 1 Post-preferential allotment Shareholding %
1.	Tejal Thakkar	Not applicable	10,00,000	Nil	0.52%
2.	Nidhish Harish Tanna	Not applicable	10,00,000	Nil	0.52%
3.	Amit Kirtilal Shah	Not applicable	10,00,000	Nil	0.52%
4.	Parekh Nishita Nikhil	Not applicable	20,00,000	Nil	1.04%
5.	Shilpa Bhavesh Shah	Not applicable	20,00,000	Nil	1.04%
6.	Ramesh Trikamji Shah	Not applicable	10,00,000	Nil	0.52%
7.	Sindola Management Services Private Limited	Refer to Note 2	20,00,000	Nil	1.04%
8.	Poonam Bhupalsingh Sulhyan	Not applicable	10,00,000	Nil	0.52%
9.	Yogesh Malgounda Patil	Not applicable	10,00,000	Nil	0.52%
10.	Dinesh Singh	Not applicable	10,00,000	Nil	0.52%
11.	Parul Kaushikbhai Patel	Not applicable	10,00,000	Nil	0.52%
12.	Abhay Ashok Bhagate	Not applicable	15,00,000	Nil	0.78%
13.	Ravindra Bharamu Bedage	Not applicable	5,00,000	Nil	0.26%
14.	Suhani Dhanaji Jadhav	Not applicable	20,00,000	Nil	1.04%
15.	Shivani Rohan Bhate	Not applicable	5,00,000	Nil	0.26%
16.	Godawari Ventures LLP	Refer to Note 3	30,00,000	Nil	1.57%
17.	G D Chitale Ventures LLP	Refer to Note 4	10,00,000	Nil	0.52%
18.	Shrinivas Shamsundar Toshniwal	Not applicable	15,00,000	Nil	0.78%
19.	Ganesh Nilkanthrao Deshmukh	Not applicable	10,00,000	Nil	0.52%
20.	Sachin Marutrao Pawar	Not applicable	10,00,000	Nil	0.52%
21.	Sunil Govind Kulkarni	Not applicable	10,00,000	Nil	0.52%
22.	Shanmukhappa H Chitrakoti	Not applicable	10,00,000	Nil	0.52%

Total	2,80,00,000	Nil	14.61%
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Note 1: Assuming completion of the preferential allotment to Selling Shareholders of GTT, Selling Shareholders of Itarium and Proposed Investors.

Note 2: The directors of Sindola Management Services Private Limited are Jaideep Patwardhan (DIN: 01633386 | PAN: ABGPP9854N) and Sanjana Patwardhan (DIN: 01984053 | PAN: AIYPD0815E). The details of shareholders of Sindola Management Services Private Limited along with their holding in the equity shares of Sindola Management Services Private Limited are Jaideep Patwardhan – 90% and Sanjana Patwardhan – 10%.

Note 3: The designated partners of the Godawari Ventures LLP are Manojkumar Satyanarayan Zanwar (PAN: AAAPZ8638F) and Maheshkumar Satyanarayan Jhanwar (PAN: AAAPZ8637L). The partners of Godawari Ventures LLP along with their profit and loss sharing ratio is Manojkumar Satyanarayan Zanwar – 15% | (PAN: AAAPZ8638F), Maheshkumar Satyanarayan Jhanwar – 15% | (PAN: BSUPJ8569C), Satyanarayan Balmukund Jhanwar – 15% | (PAN: AAAPZ8624M) and Uma Maheshkumar Jhanwar – 15% | (PAN: AAEPZ1726C).

Note 4: The designated partners of the G D Chitale Ventures LLP are Girish Dattaray Chitale (PAN: AARPC9879J), Leena Girish Chitale (PAN: ADGPC6636B), Gayatri Girish Chitale (PAN: BRXPC1479A) and Yukta Girish Chitale (PAN: BWHPC8413M). The partners of G D Chitale Ventures LLP along with their profit and loss sharing ratio is Girish Dattaray Chitale – 50%, Leena Girish Chitale – 30%, Gayatri Girish Chitale – 10% and Yukta Girish Chitale – 10%.

l. The change in control, if any, in the Company that would occur consequent to the preferential offer:

The Investors Preferential Issue will not result into change in the control of the Company.

m. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

The Company has not allotted securities to any persons on preferential basis during the current financial year 2023-24.

n. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not applicable as the Investors Preferential Issue is proposed to be made for cash consideration.

o. The pre issue and post issue shareholding pattern of the Company:

The pre issue and the post-issue shareholding pattern of the Company (considering full allotment of equity shares to be issued on preferential basis as per this Notice) is mentioned hereinbelow:

Sr. No.	Category	Pre-Issue*		Post Issue#	
		No. of Equity Shares	% of Shareholding	No. of Equity Shares	% of Shareholding
C.	Promoter and Promoter Group Shareholders				
3.	Indian				
a)	Individuals / HUF	23,60,271	45.39	1,35,22,186	65.87
b)	Bodies Corporate	0	0.00	9,00,000	4.70
c)	Others	0	0.00	0	0.00
	Sub-total (A1)	23,60,271	45.39	1,35,22,186	70.57
4.	Foreign				
a)	Bodies Corporate	0	0.00	0	0.00

	Sub-total (A2)	0	0.00	0	0.00
	Total Promoters and Promoters Group (A = A1 + A2)	23,60,271	45.39	1,35,22,186	70.57
D.	Non-Promoter / Public Shareholders				
3.	Institutional Investors	5,700	0.11	5,700	0.03
4.	Non-institution				
a)	Bodies corporate	8,37,356	16.10	10,37,356	5.41
b)	Directors and relatives	0	0.00	0	0.00
c)	Indian public	19,27,770	37.07	41,27,770	21.54
d)	Others (including NRIs)	68,903	1.33	4,68,903	2.45
	Total Non-Promoter / Public Shareholders (B)	28,39,729	54.61	56,39,729	29.43
	Grand Total (A+B)	52,00,000	100.00	1,91,61,915	100.00

*As per BENPOS received from Depository as on 19th January 2024.

#Computed assuming completion of acquisition of existing promoters shares by the acquirer under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI Takeover Regulations"), however it may vary upon the open offer announced by the acquirer as per SEBI Takeover Regulations.

p. The current and proposed status of the allottee post the preferential issues namely, promoter or non-promoter:

Currently, neither the Proposed Investors hold any shares in the Company, nor they are forming part of the members of the promoters or promoter group of the Company. Post allotment of the equity shares under the preferential issue, the Proposed Investors shall be classified under the 'public shareholders' category.

q. Lock-in Period:

The Investors Shares proposed to be issued to the Investors under the Investors Preferential Issue shall be subject to lock-in, in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, which currently prescribed that such equity shares allotted on a preferential basis to persons other than the members of the promoters and promoter group shall be locked-in for a period of 6 (six) months from the date of trading approval.

r. Listing:

The Investors Shares proposed to be allotted to the Proposed Investors under the Investors Preferential Issue shall be listed and shall be admitted for trading on the main board of Stock Exchange viz. BSE Limited, subject to requisite approval from the Stock Exchange.

s. Practicing Company Secretary's Certificate

As required under the provisions of Regulation 163(2) of SEBI ICDR Regulations, a certificate dated January 24, 2024 issued by CS Gaurav Kulkarni, Partner, SKGK & Associates LLP, Company Secretaries, certifying, inter alia, that the Investors Preferential Issue is being made in accordance with the Chapter V of the SEBI ICDR Regulations shall be placed before the meeting of the members. The said certificate dated January 24, 2024 issued by CS Gaurav Kulkarni, Partner, SKGK & Associates LLP, Company Secretaries is also hosted on the website of the Company at www.cineradcommunications.com.

t. Undertakings / Confirmations:

1. The Company is eligible to undertake the preferential issue in accordance with the provisions of the Chapter V of the SEBI ICDR Regulations.
2. None of the promoters and/or directors of the Company are a fugitive economic offender as defined under the SEBI ICDR Regulations.

3. Neither the Company nor any of its promoters and/or directors have been declared as wilful defaulter or a fraudulent borrower as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.
4. Each of Proposed Investors has confirmed that it has not sold any equity shares of the Company during the 90 trading days preceding the Relevant Date.
5. As the equity shares of the Company are listed on recognized Stock Exchange for a period of more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price. However, the Company shall re-compute the price of the relevant securities to be allotted under the preferential allotment in terms of the provisions of SEBI ICDR Regulations if it is required to do so. If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the relevant securities to be allotted under the preferential issue shall continue to be locked-in till the time such amount is paid by the respective allottees.

The approval of the members is being sought to enable the Board to issue and allot the Investors Shares viz. equity shares on a preferential basis, to the extent and in the manner as set out in the resolution and the explanatory statement. The Board of Directors of the Company believes that the proposed issue is in the best interest of the Company and its members.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding in the Company, if any.

The Board of Directors recommend passing of the special resolution at item no. 5 of the accompanying notice for the approval of the Members of the Company.

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

Place: Pune

Date: January 25, 2024

Sudhir Gopaldas Kabra, *Director*
(DIN: 00307213)