

SKGK & ASSOCIATES LLP
COMPANY SECRETARIES

Anandi, S.No.43, Plot No.101, Navsahyadri Society, Near Major Tathwade Garden, Karve Nagar, Pune - 411052

Scrutinizer's Report

**[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies
(Management and Administration) Rules, 2014]**

To,
The Chairman of
CINERAD COMMUNICATIONS LTD
Subol Dutt Building 13, Brabourne Road,
Mezzanine Floor, Kolkata, Kolkata,
West Bengal, India, 700001

**Subject: Consolidated scrutinizers Report on the remote e-voting and e-voting conducted at the
Extra Ordinary General Meeting held through Video Conferencing (VC) or any Other Audio Visual
Means (OAVM) on Friday, 16th February 2024, at 12.30 p.m.**

Dear Sir,

I, CS Gaurav Shrikant Kulkarni, Designated Partner of SKGK & Associates LLP, have been appointed as scrutinizer by the Board of Directors of CINERAD COMMUNICATIONS LIMITED ("the Company") at its meeting held 22nd January 2024 for the purpose of scrutinizing the remote e-voting and e-voting conducted at the Extra Ordinary General Meeting that is held through Video Conferencing (VC) or any Other Audio Visual Means (OAVM) on Friday, 16th February 2024, at 12.30 p.m. Indian Standard Time (IST) pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014, as amended, read with General Circular No. 14/2020 dated 08.04.2020, General Circular No. 17/2020 dated 13.04.2020, General Circular No. 20/2020 dated 05.05.2020 and General Circular No. 02/2021 dated 13.01.2021 General Circular No.19/2021 dated 08.12.2021 , General Circular no 21/2021 dated 14.12.2021 and General Circular No.02/2022 dated 05.05.2022 issued by Ministry of Corporate Affairs and the Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020, Circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021, General Circular No. 3/2022 dated 05.05.2022 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by the Securities and Exchange Board of India (SEBI) (hereinafter referred to as the "Circulars") that provide relaxation for the manner in which the Annual General Meeting shall be held and conducted.

Pursuant to these Circulars, physical attendance of members had been dispensed with and accordingly the facility for appointment of proxies by the members was also dispensed with. Members who attended the meeting through VC or OAVM were counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.


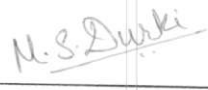
We have conducted the scrutiny in a fair and transparent manner in respect of the below mentioned resolutions, proposed at the Extra Ordinary General Meeting of the Equity shareholders of the Company and I submit my report as under:



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1. The compliance with the provisions of the Companies Act, 2013 and the rules made thereunder read along with the Circulars as mentioned above and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to remote e-voting and e-voting during the meeting by the shareholders on the resolutions proposed in the Notice of the Extra Ordinary General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the process of remote e-voting and the e-voting conducted at the meeting held through VC / OAVM through electronic voting system is conducted in a fair and transparent manner and render consolidated scrutinizer's report of the total votes cast in favour or against if any, to the Chairman, on the resolutions, based on the reports generated from the electronic voting system provided by CDSL.
2. In accordance with the notice of the Extra Ordinary General Meeting sent to the shareholders by way of email on Thursday, 25th January 2024 and the 'Advertisement' published on Friday, 26th January, 2024 pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 (Amendment Rules 2015) and the Circulars mentioned above, the remote e-voting period remained open from Tuesday, 13th February 2024 at 9.00 a.m. (IST) to Thursday, 15th February 2024 at 5.00 p.m. (IST).
3. The shareholders holding shares as on the "cut off" date i.e. Friday, 9th February 2024 were entitled to vote on the proposed resolutions (item nos. 1 to 5) as set out in the Notice of the Extra Ordinary General Meeting of the Company.
4. The remote e-voting system was blocked forthwith at the end of the remote e-voting period. The votes cast through remote e-voting system were unblocked on Friday, 16th February 2024 after conclusion of the Extra Ordinary General Meeting in the presence of two (2) witnesses who are not in employment of the Company. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "for" and "against", were downloaded from the e-voting website of Central Depository Services Limited i.e. www.evoting.cdsl.com and the same will be handed over to the authorized representative of the Chairman.
Witnesses:
 1. Name: Ms. Pratibha Sahu
Signature: 
 2. Name: Ms. Monika Durki
Signature: 
5. After declaration of commencement of e-voting during the conduct of the Extra Ordinary General Meeting, the shareholders who had not voted through the remote e-voting process were instructed to cast their vote on the e-voting platform provided by e-voting website of Central Depository Services Limited (www.evoting.cdsl.com). Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "for" and "against", were downloaded from the e-voting website of Central Depository Services Limited (www.evoting.cdsl.com) and the same are being handed over to the authorized representative of the Chairman. The votes cast through remote e-voting and e-voting conducted during the meeting were reconciled with the records maintained by the Company, Registrar and Transfer Agents of the Company and the authorizations lodged with the Company.



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6. The total votes cast in favour or against all the resolutions proposed in the Notice of the Extra Ordinary General Meeting are as under:

a) **Resolution No. 1 [Ordinary Resolution] –**

for Increase in the authorised equity share capital and alteration of the capital clause of the memorandum of association of the Company.

Mode of Voting	Total No. of Shares of the company	No. of Votes Polled	Votes in Favour of Resolution		Votes Against the Resolution		Invalid Votes
			No. of Votes	% of Total No. of Valid Votes Cast	No. of Votes	% of Total No. of Valid Votes Cast	
Remote e-voting	52,00,000	1,31,939	1,31,934	99.97	5	0	0
e-voting at EOGM held through VC/OAVM		39	39	0.03	0	0	0
TOTAL		1,31,978	1,31,973	100	5	0	0

b) **Resolution No. 2 [Special Resolution] –**

for 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.

Mode of Voting	Total No. of Shares of the company	No. of Votes Polled	Votes in Favour of Resolution		Votes Against the Resolution		Invalid Votes
			No. of Votes	% of Total No. of Valid Votes Cast	No. of Votes	% of Total No. of Valid Votes Cast	



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Remote e-voting	52,00,000	1,31,939	1,31,934	99.97	5	0	0
e-voting at EOGM held through VC/OAVM		39	39	0.03	0	0	0
TOTAL		1,31,978	1,31,973	100	5	0	0

c) **Resolution No. 3 [Special Resolution] –**

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

Mode of Voting	Total No. of Shares of the company	No. of Votes Polled	Votes in Favour of Resolution		Votes Against the Resolution	Invalid Votes	
			No. of Votes	% of Total No. of Valid Votes Cast	No. of Votes	% of Total No. of Valid Votes Cast	
Remote e-voting	52,00,000	1,31,939	1,31,934	99.97	5	0	0
e-voting at EOGM held through VC/OAVM		39	39	0.03	0	0	0
TOTAL		1,31,978	1,31,973	100	5	0	0



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d) Resolution No. 4 [Special Resolution] –

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

Mode of Voting	Total No. of Shares of the company	No. of Votes Polled	Votes in Favour of Resolution		Votes Against the Resolution		Invalid Votes
			No. of Votes	% of Total No. of Valid Votes Cast	No. of Votes	% of Total No. of Valid Votes Cast	
Remote e-voting	52,00,000	1,31,939	1,31,934	99.97	5	0	0
e-voting at EOGM held through VC/OAVM		39	39	0.03	0	0	0
TOTAL		1,31,978	1,31,973	100	5	0	0

e) Resolution No. 5 [Special Resolution] –

for Issuance of equity shares to investors by way of preferential issue.

Mode of Voting	Total No. of Shares of the company	No. of Votes Polled	Votes in Favour of Resolution		Votes Against the Resolution		Invalid Votes
			No. of Votes	% of Total No. of Valid Votes Cast	No. of Votes	% of Total No. of Valid Votes Cast	
Remote e-voting	52,00,000	1,31,939	1,31,934	99.97	5	0	0
e-voting at EOGM held through VC/OAVM		39	39	0.03	0	0	0
TOTAL		1,31,978	1,31,973	100	5	0	0



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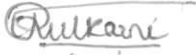
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7. Accordingly, Resolution Nos. 1 to 5 have been passed with requisite majority as per the aforesaid Notice of the Extra Ordinary General Meeting of the Company.
8. All electronic data and relevant records relating to voting shall remain in my safe custody until the Chairman considers, approves, signs the minutes of the aforesaid Extra Ordinary General Meeting and the same will be handed over to the authorized representative of the Chairman for safe keeping thereafter.

Thanking you.

Yours faithfully,

For SKGK & ASSOCIATES LLP
Company Secretaries



CS GAURAV SHRIKANT KULKARNI
Designated Partner
FCS No. 12834
C. P. No. 15459
UDIN: F012834E003456956

Place: Pune

Date: 19/02/2024