



NOTICE OF MEETING OF COMMITTEE OF INDEPENDENT DIRECTORS

Notice is hereby given that the meeting of the committee of the Independent Directors of Cinerad Communications Limited (“the Company”) will be held on Tuesday, 7th May 2024, through Video Conferencing at 8.00 p.m. (IST) to provide reasoned recommendations under Regulation 26(7) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended in relation to the open offer to the public shareholders of the Target Company (“Open Offer”) made by Pankaj Ramesh Samani (“Acquirer-1”), Kaushal Uttam Shah (“Acquirer-2”), UG Patwardhan Services Private Limited (“Acquirer-3”), Ganesh Natarajan (“Acquirer-4”), Uma Ganesh Natarajan (“Acquirer-5”), Manoj Manohar Panvelkar (“Acquirer-6”), Nitin Neminath Patil (“Acquirer-7”), And Basanta Kumar Swain (“Acquirer-8”).

The draft recommendations to be provided by the Committee of Independent Directors is provided in “Annexure A”.

The link to attend the meeting is provided hereinbelow:

Topic: MEETING OF INDEPENDENT DIRECTORS_CINERAD COMMUNICATIONS LTD

Time: May 7, 2024 08:00 PM Mumbai, Kolkata, New Delhi

Join Zoom Meeting

<https://us06web.zoom.us/j/86188973468>

Meeting ID: 861 8897 3468

One tap mobile

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+13126266799,,86188973468# US (Chicago)

Dial by your location

* +1 309 205 3325 US

* +1 312 626 6799 US (Chicago)

* +1 346 248 7799 US (Houston)

* +1 360 209 5623 US

* +1 386 347 5053 US

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* +1 564 217 2000 US





CINERAD COMMUNICATIONS LIMITED

CIN:L92100WB1986PLC218825

- * +1 646 931 3860 US
- * +1 669 444 9171 US
- * +1 669 900 6833 US (San Jose)
- * +1 689 278 1000 US
- * +1 719 359 4580 US
- * +1 929 205 6099 US (New York)
- * +1 253 205 0468 US
- * +1 253 215 8782 US (Tacoma)
- * +1 301 715 8592 US (Washington DC)
- * +1 305 224 1968 US

Meeting ID: 861 8897 3468

Find your local number: <https://us06web.zoom.us/j/kdHxKrdykQ>

In case, any member requires any assistance for joining the Meeting via video conference, you may contact CS Ebrahim Nimuchwala (email id: csebrahim@gttssolutions.in, Mobile no.- 7719913351).

Kindly make it convenient to attend the meeting.

Thank you.

Yours sincerely,

For **CINERAD COMMUNICATIONS LTD**

Sd/-

CS Ebrahim Nimuchwala
Company Secretary & Compliance Officer



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Registered Office: 80, Burtolla Street,
Kolkata – 700007, West Bengal, India

**Annexure A**

Recommendations of the Committee of Independent Directors (“IDC”) of Cinerad Communications Limited (“Target Company” or “TC”) under Regulation 26(7) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (“SEBI SAST Regulations”).

1.	Date	[•]
2.	Name of the Target Company (TC)	Cinerad Communications Limited
3.	Details of the Offer pertaining to TC	The Open Offer is being made by the Acquirer to the Public Shareholders to acquire up to 49,82,098 (Forty-Nine Lakhs Eighty-Two Thousand Ninety-Eight) Equity Shares of the face value of ₹ 10/- each for cash at a price of ₹ 10/- per Equity Share representing 26% of the Emerging Voting Capital of the Target Company at a price of ₹ 10/- per Equity Share, aggregating to a total consideration of ₹ 4,98,20,980 /- payable in cash in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations.
4.	Name(s) of the acquirers	Pankaj Ramesh Samani (“Acquirer-1”), Kaushal Uttam Shah (“Acquirer-2”), UG Patwardhan Services Private Limited (“Acquirer-3”), Ganesh Natarajan (“Acquirer-4”), Uma Ganesh Natarajan (“Acquirer-5”), Manoj Manohar Panvelkar (“Acquirer-6”), Nitin Neminath Patil (“Acquirer-7”), And Basanta Kumar Swain (“Acquirer-8”).
5.	Name of the Manager to the offer	Vivro Financial Services Private Limited Vivro House, 11, Shashi Colony, Opp. Suvidha Shopping Center, Paldi, Ahmedabad – 380007. Gujarat. India. Tel. No.: +91 79 4040 4242 Email Id: investors@vivro.net Contact Person: Shivam Patel Website: www.vivro.net SEBI Registration No.: INM000010122 CIN: U67120GJ1996PTC029182
6.	Members of the Committee of Independent Directors	1. Salil Sriram Shetty (<i>Chairman</i>) 2. Shantanu Jagannath Surpure (<i>Member</i>) 3. Ruchika Mehta (<i>Member</i>)
7.	IDC Member’s relationship with the TC	[•]





8.	Trading in the Equity shares/other securities of the TC by IDC Members	[•]
9.	IDC Member's relationship with the acquirers	[•]
10.	Trading in the Equity shares/other securities of the acquirer by IDC Members	[•]
11.	Recommendation on the Open offer, as to whether the offer is fair and reasonable	[•]
12.	Summary of reasons for the recommendation	[•]
13.	Disclosure of Voting Pattern	[•]
14.	Details of Independent Advisors, if any.	[•]
15.	Any other matter(s) to be highlighted	[•]

