



NOTICE OF MEETING OF NOMINATION AND REMUNERATION
COMMITTEE OF BOARD OF DIRECTORS (2/2024-25)

Notice is hereby given that the meeting (Meeting No. 2/2024-25) of the Nomination and Remuneration Committee of the Board of Directors of Cinerad Communications Limited (***“the Company”***) will be held on Wednesday, 7th August 2024, through Video Conferencing at 10.30 a.m. (IST) to transact the businesses mentioned in the agenda enclosed herewith.

The link to attend the meeting is provided hereinbelow:

Topic: CCL Nomination and Remuneration Committee (NRC) Meeting
Time: Aug 7, 2024 10:30 AM Mumbai, Kolkata, New Delhi

Join Zoom Meeting

<https://us06web.zoom.us/j/87500388525?pwd=4P1JjiclBFolyNbxzLe6LLsJbpe99F.1>

Meeting ID: 875 0038 8525

Passcode: 138150

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Passcode: 138150

Find your local number: <https://us06web.zoom.us/u/kemDUkpo5>

In case, any Director requires any assistance for joining the Meeting via video conference, you may contact Mr. Ebrahim Nimuchwala (email id: csebrahim@gtsolutions.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

Encl: Agenda & Notes to Agenda





AGENDA

Sr. No.	Particulars
1.	To take roll call for meeting being conducted through video conferencing/other audio-visual means.
2.	To grant leave of absence, if any.
3.	To take note of the minutes of previous meeting of the Nomination and Remuneration Committee held on May 10, 2024.
4.	To consider and recommend to the Board, the appointment of Mr. Samarjeetsinh Vikramsinh Ghatge (DIN: 01193699) as an Additional Independent Director of the Company with effect from the day Board decides.
5.	To recommend the appointment of Mr. Ganesh Natarajan as a regular Chairman of the Company, for approval of the Board of Directors.
6.	To recommend the name of Directors liable to retire by rotation at the ensuing 38th Annual General Meeting of the Company, as per Companies Act, 2013.
7.	Any other subject with the permission of the Chairman and with the consent of a majority of the members present at the meeting.





NOTES TO AGENDA

Agenda item no. 1:

To take roll call for meeting being conducted through video conferencing/other audio-visual means.

Explanatory Note/Draft Resolution(s):

CS Ebrahim Nimuchwala, Secretary of the Nomination and Remuneration Committee, to inform the members that all the members are participating this meeting through video-conferencing / other audio-visual means.

Thereafter, Mr. Salil Shetty to instruct CS Ebrahim Nimuchwala, Company Secretary of the Company to take a roll call.

Each of the participant (one by one) to confirm that:

- i. I am participating from _____;
- ii. I have received the agenda and other relevant materials for the meeting;
- iii. I can completely and clearly see and communicate with other participants of the meeting; and
- iv. I confirm that no one other than me is attending or having access to the proceeding of the meeting through electronic mode from the place where I am participating.

Mr. Salil Shetty, Chairman of the Nomination and Remuneration Committee to confirm that the quorum is present for the meeting.

The Secretary to authenticate the attendance of the members and other person(s), if any participating through Video- Conferencing in the attendance register.





Agenda item no. 2:

To grant leave of absence, if any.

Explanatory Note/Draft Resolution(s):

The members to grant leave of absence to member if requested for the same, subject to compliance with quorum requirement in accordance with the laws.





Agenda item no. 3:

To take note of the minutes of previous meeting of the Nomination and Remuneration Committee of the Board of Directors held on May 10, 2024.

Explanatory Note/Draft Resolution(s):

The Minutes of the previous meeting of the Nomination and Remuneration Committee held on May 10, 2024, entered in the minutes book to be noted and taken on record.





Agenda item no. 4:

To consider and recommend to the Board, the appointment of Mr. Samarjeetsinh Vikramsinh Ghatge (DIN: 01193699) as an Additional Independent Director of the Company with effect from the day Board decides.

Explanatory Note/Draft Resolution(s):

The Committee Members to take note that, in accordance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Board of Directors of the Company shall consist of such number of Independent Directors forming fifty percent (50%) of the total number of directors in the Company. Hence, the Company proposes to further increase the Board strength to diversify the Board to help bring in diverse thoughts and ideas at the Board level and thereby ensure that the board achieves better decision making and governing abilities, with the diversity of thought, experience, knowledge, perspective in the board of directors.

The nomination of Mr. Samarjeetsinh Vikramsinh Ghatge for appointment as Independent Director shall be considered at the meeting. The necessary consent, declaration from him about independence, non-disqualification etc. is being obtained from him. Also, he is in process of inclusion of name in the Independent Director's Databank with the Ministry of Corporate Affairs.

After discussions, the Committee may pass the following resolution:

“RESOLVED THAT the Committee hereby approves and recommends to the Board, the appointment of Mr. Samarjeetsinh Vikramsinh Ghatge (DIN: 01193699) as an Additional Independent Director of the Company with effect from the date as may be decided by the Board, subject to the approval of the Board, upto the ensuing Annual General Meeting of the Company or the last date on which the ensuing Annual General Meeting should have been held, whichever is earlier.

RESOLVED FURTHER THAT pursuant to Section 149(10), Section 149(11) and other applicable provisions, if any, of Companies Act, 2013, the Committee hereby recommends to the Board of Directors for their further recommendation to the shareholders for their approval, at the ensuing Annual General Meeting, the appointment of Mr. Samarjeetsinh Vikramsinh Ghatge, as an Independent Director of the Company for a term of 5 (Five) years commencing from the date of his appointment as approved by the Board, who shall not be liable to retire by rotation in terms of Section 149(13) of Companies Act, 2013.”





Agenda item no. 5:

To recommend the appointment of Mr. Ganesh Natarajan as a regular Chairman of the Company, for approval of the Board of Directors.

Explanatory Note/Draft Resolution(s):

The Chairman to inform the members of the committee that, the Company is required to have regular chairperson to determine the require composition of the Board of Directors of the Company in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Committee to consider and recommend the appointment of Mr. Ganesh Natarajan as a regular Chairman of the Company, for approval of the Board of Directors.

The following resolution may be passed by the committee:

“RESOLVED THAT pursuant to the applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company, as amended and subject to approval of the Board of Directors of the Company, the Nomination and Remuneration Committee be and is hereby recommend the appointment of Mr. Ganesh Natarajan (DIN: 00176393) as a regular Chairman of the Company with effect from appointment considered and approved by the Board of Directors or any other date as the Board may deem fit.”



**Agenda item no. 6:**

To recommend the name of Directors liable to retire by rotation at the ensuing 38th Annual General Meeting of the Company, as per Companies Act, 2013.

Explanatory Note/Draft Resolution(s):

The Committee to note that as per the requirements of Section 152 of the Companies Act, 2013, Independent Directors of the Company were to be excluded from being to consider in determining the Directors liable to retire by rotation. At present, the Board of Directors of the Company consists of 7 Directors out of which 3 Directors are Independent Directors. Thus, out of the balance 4 Non-Independent Directors, two third of directors, would be directors who were liable to retire by rotation. Further to note that since, there are no permanent Directors on the Board of the Company, 2 non-independent directors are liable to retire by rotation. Out of these 2 directors, one third of the directors who had been longest in the office since their last appointment would be liable for retirement by rotation at ensuing 38th Annual General Meeting and where such one third number is neither three nor a multiple of three, then, the number nearest to one-third, shall retire from office. Accordingly, 1 Directors will retire by rotation at the ensuing 38th Annual General Meeting.

The Committee may note Mr. Pankaj Ramesh Samani, Mr. Ganesh Natarajan, Mr. Nitin Neminath Patil and Mr. Kaushal Uttam Shah were re-appointed on the same day and accordingly one of whom shall be liable for retire by rotation. As per the notice of extra ordinary general meeting held on June 8, 2024, the resolution for re-appointment of Mr. Nitin Neminath Patil was placed before all, hence, it is proposed that Mr. Nitin Neminath Patil would retire at ensuing Annual General Meeting, who is deemed to being the longest in the office.

Mr. Nitin Neminath Patil, Director of the Company, have been longest in office; therefore, he shall retire by rotation at the ensuing 38th Annual General Meeting of the Company and to note that he being eligible for reappointment, have offered himself for reappointment.





CINERAD COMMUNICATIONS LIMITED

CIN:L92100WB1986PLC218825

Agenda item no. 7:

Any other subject with the permission of the Chairman and with the consent of a majority of the Directors present at the meeting.



Ph. +91 77199 13351



<http://www.cineradcommunications.com>
cinerad@gttsolutions.in



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