NOTICE OF MEETING OF AUDIT COMMITTEE OF BOARD OF DIRECTORS (3/2024-25)

Notice is hereby given that the meeting (Meeting No. 3/2024-25) of the Audit Committee of the Board of Directors of Cinerad Communications Limited ***("the Company")*** will be held on Wednesday, August 7 2024, through Video Conferencing at 9.00 a.m. (IST) to transact the businesses mentioned in the agenda enclosed herewith.

The link to attend the meeting is provided hereinbelow:

Topic: CCL Audit Committee meeting
Time: Aug 7, 2024 09:00 AM Mumbai, Kolkata, New Delhi

Join Zoom Meeting
https://us06web.zoom.us/j/88268992434?pwd=ygbXeQbtyzjocawgTiZzkAp6z2iis8.1

Meeting ID: 882 6899 2434
Passcode: 629274

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Passcode: 629274

Find your local number: https://us06web.zoom.us/u/kNcbLqKqy

In case, any Director requires any assistance for joining the Meeting via video conference, you may contact Mr. Ebrahim Nimuchwala (email id: csebrahim@gttsolutions.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 Audit Committee held on May 29, 2024.
4.	To take note of status of complaints received under Whistle blower Policy and to review the status of investigations being carried out by the Company.
5.	a) To review the statement of transactions of the previous quarter with the related parties undertaken pursuant to the arrangements/ contracts/omnibus limit/adhoc limit approved by the Audit Committee in its previous meetings and to approve contracts/arrangements proposed to be entered into with the related parties; to ratify the transaction(s), if any; b) To consider revision of Omnibus limits with existing related parties for the FY 2024-25, if required; and c) To review the list of new related parties and to consider granting Omnibus approvals for transactions between the Company and its newly identified related parties for the FY 2024-25.
6.	To consider and approve the draft Standalone Unaudited Financial Results of the Company for the quarter ended June 30, 2024 along with the draft Limited Review Report of the Statutory Auditors and recommend the same to the Board of Directors.
7.	To consider and approve the draft Consolidated Unaudited Financial Results of the Company and draft extract of the Consolidated Financial Results of the Company published in Newspapers, for the quarter ended June 30, 2024 along with the draft Limited Review Report of the Statutory Auditors and recommend the same to the Board of Directors.
8.	To review financial statements of subsidiary companies and investments made by unlisted subsidiary companies.
9.	To review and scrutinize the inter-corporate loans and investments of the Company and reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments.
10.	To review and to make an appropriate recommendation to Board about, the statement of uses / application of funds raised through preferential issue, the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice.
11.	To consider the report on Management Discussion and Analysis forming part of Annual Report/Board's Report for the year ended March 31, 2024.

12.	To consider the Directors' Responsibility Statement under Section 134(3)(c) of the Companies Act, 2013.
13.	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 Audit Committee, to inform the members that all the members are participating this meeting through video-conferencing / other audio-visual means.

Thereafter, Mr. Shantanu Surpure 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. Shantanu Surpure, Chairman of the Audit 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 Audit Committee of the Board of Directors held on May 29, 2024.

Explanatory Note/Draft Resolution(s):

The Minutes of the previous meeting of the Audit Committee held on May 29, 2024, entered in the minutes book to be noted and taken on record.

Agenda item no. 4:

To take note of status of complaints received under Whistle blower Policy and to review the status of investigations being carried out by the Company.

Explanatory Note/Draft Resolution(s):

The members of the Audit Committee to take note of any complaints, if any received under the Whistleblower policy / Vigil Mechanism of the Company and to take necessary actions in this regard.

Agenda item no. 5:

a) To review the statement of transactions of the previous quarter with the related parties undertaken pursuant to the arrangements/ contracts/omnibus limit/adhoc limit approved by the Audit Committee in its previous meetings and to approve contracts/arrangements proposed to be entered into with the related parties; to ratify the transaction(s), if any;

b) To consider revision of Omnibus limits with existing related parties for the FY 2024-25, if required; and

c) To review the list of new related parties and to consider granting Omnibus approvals for transactions between the Company and its newly identified related parties for the FY 2024-25.

Explanatory Note/Draft Resolution(s):

Mr. Ebrahim Nimuchwala to then inform that in compliance with the applicable requirements of Companies Act, 2013 read with the Rules framed thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Related Party Transaction Policy of the Company:

i. the list of related parties including new related parties identified by the Company as per annexure circulated along with the agenda and will also be presented before the Audit Committee for its review and approval;

ii. the statement of transactions with related parties including transactions (categorised into transactions with subsidiaries, Directors/KMP, Entities in which Directors are interested etc.) undertaken during the quarter ended June 30, 2024, pursuant to the arrangements/contracts/omnibus limit/adhoc limit approved by the Audit Committee in its previous meeting(s), as per the annexure being circulated to the members, will also be presented before the Audit Committee for its review and approval/ratification.

The management to confirm to the Audit Committee that each of the transactions undertaken with the related parties were in the ordinary course of business and all the terms and conditions of the transactions including pricing were on arm's length basis.

The list of arrangements/transactions which are proposed to be entered with the identified related parties of the Company will be presented before the Committee for its consideration and approval.

The Committee then to review the Omnibus limits granted to the existing related parties and is requested to consider / ratify and approve the revision in the limits for the period upto March 31, 2025, where the existing Omnibus limits granted is about to get exhausted, if any and review and approve new omnibus limit with existing/new related parties.

A list containing the names of all new related parties and the Omnibus limits with the new related parties, if any, will be presented before the Committee for its consideration and approval.

The Committee may pass the following resolution:

"RESOLVED THAT pursuant the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, applicable provisions of the Companies Act, 2013 including the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being force) and in line with the Related Party Transaction Policy of the Company, the Audit Committee hereby approves the list of new related parties identified by the Company, and approves/ratifies, the statement of transactions with related parties including transactions undertaken during the quarter ended June 30, 2024, pursuant to the arrangements/ contracts/omnibus limit/adhoc limit approved by the Audit Committee in its previous meeting(s), as per the annexure circulated to the Audit Committee and hereby takes note that the transactions are on an arm's length basis and in the ordinary course of business.

RESOLVED FURTHER THAT the Audit Committee hereby also authorizes the Company to enter into any transactions with its related parties without the prior approval of the Audit Committee where the need for such related party transactions cannot be foreseen and details are not available subject to their value not exceeding rupees one (1) Crore per transaction ("Adhoc Omnibus approval"), subject to the ratification by the Audit Committee at its next meeting.

RESOLVED FURTHER THAT the Audit Committee hereby approves the arrangements/transactions proposed to be entered into with the existing and new related parties as placed before the Committee and to review the omnibus limits granted with the related parties and considered, ratified and approved the revision in the existing omnibus limits and approved omnibus limits for new related parties as per the list placed before the Committee."

Agenda item no. 6:

To consider and approve the draft Standalone Unaudited Financial Results of the Company for the quarter ended June 30, 2024 along with the draft Limited Review Report of the Statutory Auditors and recommend the same to the Board of Directors.

Explanatory Note/Draft Resolution(s):

The Audit Committee to discuss about the standalone and consolidated financial performance of the Company for the quarter ended June 30, 2024.

After discussion, the following resolution may be passed:

"RESOLVED THAT the Audit Committee hereby considers and approves the summarized draft unaudited and limited reviewed Standalone Financial Results of the Company for the quarter ended June 30, 2024, as per the draft presented before the Meeting along with the draft Limited Review Report as prescribed under Regulation 33 and applicable Schedules of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any re-enactments or modifications thereof, for the time being in force, presented before the Committee, and recommends to the Board for its consideration and approval."

Agenda item no. 7:

To consider and approve the draft Consolidated Unaudited Financial Results of the Company and draft extract of the Consolidated Financial Results of the Company published in Newspapers, for the quarter ended June 30, 2024 along with the draft Limited Review Report of the Statutory Auditors and recommend the same to the Board of Directors.

Explanatory Note/Draft Resolution(s):

[•] to present before the Committee the draft Consolidated Unaudited Financial Results of the Company for the quarter June 30, 2024 along with the draft Limited Review Report on such Consolidated Unaudited Financial Results of the Company for the quarter ended June 30, 2024 as received from M/s. R. K. Kankaria & Co., Chartered, Mumbai for its consideration and approval.

Thereafter, the Audit Committee to consider the aforesaid results and to pass the following resolution:

"RESOLVED THAT the summarized draft consolidated Unaudited Financial Results of the Company for the quarter ended June 30, 2024 as placed before the Meeting as required under Regulation 33 and other applicable Schedules and Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any re-enactments or modifications thereof, for the time being in force along with the draft Limited Review Report presented before the Committee, be and are hereby approved and the same be recommended to the Board for their approval at the Board Meeting to be held on [•], 2024.

Thereafter, the draft of the extract to be published in the newspaper, to be presented before the Committee, for its approval and recommendation to the Board.

The Committee may pass the following resolution:

RESOLVED THAT draft of the extract to be published in the newspaper for the quarter ended June 30, 2024, as per the draft presented before the meeting, be and is hereby approved and the same be and is recommended to the Board for their approval at the Board Meeting to be held on [•], 2024.

Agenda item no. 8:

To review financial statements of subsidiary companies and investments made by unlisted subsidiary companies.

Explanatory Note/Draft Resolution(s):

The Audit Committee to review and to consider the Financial Results of subsidiary companies, which are consolidated in to the Standalone Financial Results of the Company, so as to obtain the consolidated financial statements of the Company.

Further, the Audit Committee also to review the investment made by the unlisted subsidiary companies, if any.

The Committee to review the aforesaid results and details of investment made by unlisted subsidiary companies, to consider and note the same.

Agenda item no. 9:

To review and scrutinize the inter-corporate loans and investments of the Company and reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments.

Explanatory Note/Draft Resolution(s):

The Company Secretary to present before the Committee the details IF ANY of inter-corporate loans and investments, for its review & scrutiny and also for reviewing the utilization of loan and/or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans /advances /investments.

The Committee after reviewing and scrutinizing, may pass the following resolution:

"RESOLVED THAT the inter-corporate loans and investments of the Company, for the quarter ended June 30, 2024, as presented before the Committee, be and is hereby taken on record.

***RESOLVED FURTH*ER THAT** loan and/or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans /advances /investments were utilized for the purpose they were made."

Agenda item no. 10:

To review and to make an appropriate recommendation to Board about, the statement of uses / application of funds raised through preferential issue, the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice.

Explanatory Note/Draft Resolution(s):

The Committee to review the statement of uses / application of funds raised through preferential issue completed in March 2024 in a format prescribed under SEBI Listing Regulations and circulars made thereunder for its consideration and recommendation to the Board for its approval.

After discussion, the following resolution may be passed:

"RESOLVED THAT the Audit Committee hereby considers and approves the statements of uses / application of funds raised through preferential issue, for the quarter ended June 30, 2024 as placed before the Committee, and recommends to the Board for its consideration and approval as per the requirement of regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015."

Agenda item no. 11:

To consider the report on Management Discussion and Analysis forming part of Annual Report/Board's Report for the year ended March 31, 2024.

Explanatory Note/Draft Resolution(s):

The draft Management Discussion and Analysis Report forming part of the Annual Report/ Board's Report for the financial year ended March 31, 2024, is being circulated along with agenda. The same shall also be presented before the Committee for its confirmation and approval.

Thereafter, the Committee may pass the following resolution:

"RESOLVED THAT the Report on Management Discussion and Analysis forming part of Annual Report / Board's Report for the financial year ended March 31, 2024, as to place before the Committee, as per the draft presented before the Committee, , be and is hereby reviewed considered and recommended to the Board for its consideration and approval, and the Committee hereby authorizes and recommends to the Board to authorize the Managing Director/ Chairman of the Company to finalize the same with such changes, as may be necessary."

Agenda item no. 12:

To consider the Directors' Responsibility Statement under Section 134(3)(c) of the Companies Act, 2013.

Explanatory Note/Draft Resolution(s):

The Chairman to inform that Directors' Responsibility Statement under Section 134(5) read with Section 134(3)(c) of the Companies Act 2013, is required to be included in the Board's Report for the financial year ended March 31, 2024, as follows:

Pursuant to the said requirement under, with respect to Directors' Responsibility Statement, it is hereby confirmed:

i) in the preparation of the annual accounts, for the financial year ended March 31, 2024 the applicable accounting standards have been followed.

ii) the directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company for the year under review.

iii) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

iv) the directors have prepared the annual accounts on a going concern basis.

v) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

vi) the directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

The Committee is requested to take note of the same and to recommend to the Board for including the same in the Board's report for the financial year ended March 31, 2024.

Agenda item no. 13:

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