



CIN: L22100MH1981PLC024052

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Ph.: +91-11-6656 1234 Website: www.nextmediaworks.com

NOTICE OF 43rd ANNUAL GENERAL MEETING

NOTICE is hereby given that the Forty Third (43rd) Annual General Meeting of the Members of **Next Mediaworks Limited** will be held on Tuesday, 24th September, 2024 at **11:00 A.M (IST)** through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”), to transact the following business:

ORDINARY BUSINESS

ITEM NO. 1

Adoption of Audited Standalone Financial Statements and Consolidated Financial Statements

To receive, consider and adopt:

- a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024 together with the Reports of the Board of Directors and Auditors thereon; and
- b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024 together with the Report of the Auditors thereon.

ITEM NO. 2

Re-appointment of a Director, retiring by rotation

To re-appoint Mr. Sandeep Rao (DIN: 08711910) as a Director, who retires by rotation and, being eligible, offers himself for re-appointment.

ITEM NO. 3

Appointment of M/s S.R.Batliboi & Associates LLP, Chartered Accountants, (Firm Registration Number: 101049W/E300004) as Statutory Auditors and to fix their remuneration

To consider and if thought fit, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification thereof for the time being in force and as may be enacted from time to time), approval of the members of the Company be and is hereby accorded for the appointment of M/s S.R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration Number: 101049W/E300004) as Statutory

Auditors of the Company to hold office for a term of five years from the conclusion of this Annual General Meeting until the conclusion of Annual General Meeting to be held in the calendar year 2029 at a remuneration to be decided by the Board of Directors (including its Committees thereof), as detailed in explanatory statement annexed hereto”.

SPECIAL BUSINESS

ITEM NO. 4

Approval of material Related Party Transaction(s) between Next Radio Limited and HT Media Limited for Financial Year 2024-25, 2025-26, 2026-27 and 2027-28

To consider and, if thought fit, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT *pursuant to the applicable provisions of the Regulation 23 of SEBI (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, Policy on materiality of and dealing with Related Party Transactions and on the basis of approval and recommendation of Audit Committee and Board of Directors of the Company, approval of the members of the Company be and is hereby accorded to the following material related party transactions entered/to be entered into between Next Radio Limited (“NRL”), subsidiary company and HT Media Limited (“HTML”), holding company, related parties within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations, as applicable, during the financial years 2024-25, 2025-26, 2026-27 and 2027-28 upto an aggregate value of Rs. 49.15 Crore (FY25), Rs. 55.80 Crore (FY 26), Rs. 62.44 Crore (FY 27) and Rs. 69.50 Crore (FY 28) (excluding applicable taxes/levies), respectively, on such terms & conditions, as detailed in the explanatory statement and as may be mutually agreed between NRL and HTML (provided that the said arrangements shall be carried out on arm’s length terms and in the ordinary course of business of the Company):*

Sharing of External Revenue:

(a) Agreement for sharing of revenue/combos

Cost/Revenue items:

(b) Services rendered/products sold

(i) Agreement for sale/purchase of goods/products/services

(ii) Agreement for cost plus arrangement

(c) Agreement for reimbursement of expenses/recovery of expenses incurred with respect to goods/services/product/spares

Capital items:

(d)(i) Corporate Guarantee charges paid/to be paid by NRL on Corporate Guarantee/Letter of Support/Letter of Comfort/securities in the form of financial instrument(s) provided/to be provided by HTML in favour of Banks/Financial Institutions to secure credit facilities availed/ to be availed by NRL

(d)(ii) Interest expense for NRL on inter-corporate deposits availed by NRL from HTML

(e) Other Items:

(i) Agreement for sale/purchase of assets

(ii) Asset lease arrangement

RESOLVED FURTHER THAT *for the purpose of giving effect to the foregoing resolution, the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board authorized in the said behalf) be and are hereby authorised to do all such acts, deeds and things, including approving any amendments or alterations thereto as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid without being required to seek any further consent or approval of the Members of Company.”*

Place: New Delhi

Date: August 21, 2024

By Order of the Board

For **Next Mediaworks Limited**

(Sonali Manchanda)

Company Secretary

Membership No. F7283

NOTES:

1. Pursuant to recent circular dated September 25, 2023 issued by the Ministry of Corporate Affairs (“**MCA Circular**”) and circular dated October 07, 2023 issued by the Securities and Exchange Board of India (“**SEBI Circular**”) and in compliance with the provisions of the Companies Act, 2013 (“**the Act**”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), the 43rd Annual General Meeting (“**AGM**”). of the Company is being conducted through VC/OAVM facility, which does not require physical presence of Members at the venue of the AGM. **The deemed venue for the meeting shall be the registered office of the Company.**
2. **SINCE THE ENSUING AGM IS BEING HELD PURSUANT TO THE MCA AND SEBI CIRCULAR THROUGH VC/OAVM WHICH DOES NOT REQUIRE PHYSICAL ATTENDANCE OF MEMBERS AT THE AGM, THE FACILITY TO APPOINT PROXY BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM. THEREFORE, PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP ARE NOT ANNEXED TO THIS NOTICE.**
3. Explanatory Statement pursuant to Section 102 of the Act **is annexed hereto.**
4. Members are requested to carefully read the “**The instructions for members for remote e-voting and joining Annual General Meeting**” given below in this notice.
5. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM. Institutional/Corporate Members (i.e., other than individuals/ HUF, NRI, etc.) are required to send a certified scanned copy (PDF/JPG Format) of its Board or governing body Resolution/authorization etc., authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote via. e-voting during the meeting (venue voting). The said resolution/ authorization together with attested specimen signature(s) of the duly authorized representative(s), shall be sent by e-mail to the Scrutinizer at E-mail ID: sanketjaincs@gmail.com with a copy marked to evoting@nsdl.com. Institutional Members/ Corporate Members can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on "Upload Board Resolution /Authority Letter" displayed under "e-voting" tab in their login.
7. Pursuant to the provisions of Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, details of the Director seeking re-appointment at this AGM, is given as **Annexure A** to this Notice.
8. **All investor related communication may be addressed to KFin Technologies Limited (Kfin/RTA) at the following address:**
Kfin Technologies Limited
Unit: Next Mediaworks Limited
Ramky Selenium Building, Tower B,

Plot No. 31 & 32, Financial District,
Nanakramguda, Serilingampally,
Hyderabad, Rangareddy, Telangana, India – 500032

Toll Free No.: 1800-309-4001

WhatsApp Number: +91-9100094099

KPRISM (Web Application): <https://kprism.kfintech.com/>

E-mail id: einward.ris@kfintech.com

Corporate Website: <https://www.kfintech.com>

Website: <https://ris.kfintech.com>

9. In compliance with above mentioned circulars of MCA and SEBI, the Notice calling this AGM along with the Annual Report for FY-24 is being sent only by electronic mode to those Members whose e-mail addresses are registered with the Depository Participants or the Company's RTA as on **Monday, August 26, 2024**. Additionally, hard copies of Notice of AGM and Annual Report for FY-24 are also being sent to only those Members who have requested for the same. Member(s) may kindly note that the Notice of AGM and Annual Report for FY-24 including therein the Audited Financial Statements for FY-24 will also be available on the Company's website viz. www.nextmediaworks.com, website of the stock exchanges i.e. BSE Limited at www.bseindia.com, National Stock Exchange of India Limited at www.nseindia.com and the website of National Securities Depository Limited ("NSDL") (agency for providing the Remote e-Voting facility) at www.evoting.nsdl.com.
10. Members holding shares in physical form can avail the facility of nomination on their shareholding pursuant to the provisions of Section 72 of the Act and for the same, they are advised to send their nomination in the prescribed Form No. SH-13 to KFin at the above-mentioned address. Members holding shares in electronic form may contact their respective Depository Participant(s) for availing this facility. The Members may also visit Company's website viz. <http://www.nextmediaworks.com/investor-forms.php> and website of RTA viz. <https://ris.kfintech.com/clientservices/isc/isrforms.aspx> for downloading Form SH-13 and other Nomination and KYC related documents.
11. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
12. Securities Exchange Board of India ("SEBI") has mandated submission of Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in electronic mode are, therefore, requested to submit their PAN to their Depository Participants, with whom they are maintaining their demat accounts. Members holding shares in physical mode can submit their PAN to the Company/ KFin.
13. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in demat form only, while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is

available on the Company's website under the weblink at <http://www.nextmediaworks.com/investor-forms.php> and on the website of the Company's RTA at <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>. It may be noted that any service request can be processed only after the folio is KYC compliant.

14. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Company's RTA, details of such folios together with the share certificates and KYC proof(s) viz. PAN, Aadhar etc. for consolidating their holding in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
15. Members are requested to send their queries, if any, on the financial statements/operations of the Company, via email to the Company Secretary at investor.communication@radioone.in, atleast 7 days before the AGM, so that the information can be compiled in advance.
16. The documents referred to in this Notice are available for inspection electronically without any fee by the Members on all business days (except Saturday, Sunday and Public Holidays) up to the date of AGM. The Register of Directors, KeyManagerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements, in which Directors are interested, maintained under Section 189 of the Act, will be available for inspection electronically by the Members during the AGM. Members seeking to inspect such documents may send request from their email id registered with the Company/RTA to the Company at investor.communication@radiooneZD.in.
17. 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 the MCA Circulars and Regulation 44 of SEBI Listing Regulations, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL 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 venue voting on the date of the AGM will be provided by NSDL.
18. **The remote e-voting facility will be available during the following period:**

Commencement of remote e-voting	From 9.00 A.M. (Server time) on September 20, 2024 (Friday)
End of remote e-voting	Up to 5.00 P.M. (Server time) on September 23, 2024 (Monday)

Remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by NSDL upon expiry of aforesaid period.

19. Person whose name appears in the Register of Members/list of Beneficial Owners as on **Tuesday, September 17, 2024 (Cut-off date)** shall be entitled to cast their vote by remote e-voting on the resolutions set forth in this Notice or participating at the AGM and venue voting. Any person who is not a Member as on the Cut-off date should treat this Notice for information purpose only.
20. The Board of Directors has appointed Mr. Sanket Jain, Practicing Company Secretary (C.P. No. 12583),

or failing him Mr. N. C. Khanna, Practicing Company Secretary (C.P. No. 5143), as Scrutinizer to scrutinize the remote e-voting and venue voting in a fair and transparent manner and they have communicated their willingness to get appointed and will be available for the said purpose.

21. After conclusion of e-voting at the AGM, Scrutinizer will scrutinize the votes cast during remote e-voting and venue voting, and make a consolidated Scrutinizer's Report for submission to the Chairman or any other person authorized by him.
22. The result of e-voting (remote e-voting and venue voting) will be declared within two working days of the conclusion of AGM and the same, along with the consolidated Scrutinizer's Report, will be placed on Company's website viz. www.nextmediaworks.com and on the website of NSDL viz. www.evoting.nsdl.com. The result will be simultaneously communicated to the stock exchanges viz. BSE Limited, NSDL and Central Depository Services (India) Limited. The Company will also display the result at its Registered Office and Corporate Office.
23. The resolutions as set out in the notice of AGM shall be deemed to be passed on the date of AGM, subject to receipt of requisite number of votes in favour of the resolution(s).
24. Any person holding shares in physical form and non-individual Members who acquire shares of the Company and become Member of the Company after the Notice is sent and holding shares as on the cut-off date, i.e., **Tuesday, September 17, 2024** may obtain the login ID and password by sending a request at evoting@nsdl.com. However, if he/ she is already registered for remote e-voting, then he/ she can use his/ her existing user ID and password for casting the vote.

In case of individual members holding securities in demat mode, who acquire shares of the Company and become Member of the Company after the Notice is sent and holding shares as on the cut-off date i.e., **Tuesday, September 17, 2024**, may follow the steps given below.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

How do I vote electronically using NSDL e-Voting system?





The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual Members holding securities in demat mode

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 Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and Email ID in their demat accounts in order to access e-Voting facility.

Login method for Individual Members holding securities in demat mode is given below:

Type of Members	Login Method
<p>Individual Members holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are 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 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>  App Store  Google Play</div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
<p>Individual Members holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click

	<p>on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p> <ol style="list-style-type: none"> 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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.
Individual Members (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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 Members holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Members 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.com or call at 022 - 4886 7000
Individual Members 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. 1800-21-099 11

B) Login Method for e-Voting and joining virtual meeting for Members other than Individual Members holding securities in demat mode and Members holding securities in physical mode

The login method for Members other than Individual Members holding securities in demat mode and Members holding securities in physical mode for e-voting and joining virtual meeting is given below:

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for members other than Individual members are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those Members whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?
1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for members

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nSDL.com to reset the password.
2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the download section of www.evoting.nSDL.com or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager (NSDL) at evoting@nSDL.com.

Process for those Members whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

1. Members holding shares in physical form and who have not registered/updated their KYC details including e-mail id with the Company or RTA, may register/update such details by downloading the relevant forms from the said link <https://ris.kfintech.com/clientservices/isc/isrforms.aspx> and sending the same physically along with the request letter duly filled with the details therein and attaching such documents as required in the forms to KFin Technologies Limited, Unit: Next Mediaworks Limited, Ramky Selenium Building, Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India – 500032.
2. Members holding shares in dematerialised mode and have not registered/updated their e-mail address, can register/update their email address with the Depository Participant(s) where they maintain their demat accounts.

If you are an Individual Members holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual Members holding securities in demat mode.**

3. Alternatively, Members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members, who will be present in the AGM 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 in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

Ms. Pallavi Mhatre, Senior Manager (NSDL)

Address: Securities Depository Limited,
301, 3rd Floor, Naman Chambers,
G Block, Plot No- C-32,
Bandra Kurla Complex, Bandra East,
Mumbai- 400051

E-mail id: evoting@nsdl.com

Contact No.: 022 - 4886 7000

THE INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER: -

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the meeting. 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.
4. Members who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at investor.communication@radioone.in. The same will be replied by the Company suitably.
5. Members who would like to express their views or ask questions during the AGM may pre-register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at investor.communication@radioone.in between **Thursday, September 19, 2024 (9:00 a.m. IST) to Saturday, September 21, 2024 (5:00 p.m. IST)**. Only those Members who have registered themselves as speaker will be allowed to express their views or ask questions at the AGM. The Company reserves the right to restrict the number of questions and speakers, depending upon availability of time as appropriate for smooth conduct of the AGM. Members are requested to wait for their turn to be called by the Chairman of the Meeting during the Question-and-Answer Session. Due to inherent limitation of transmission and coordination during the AGM, the Company may have to dispense with or curtail the Question-and-Answer Session. Hence, Members are encouraged to get themselves registered in advance to ask questions/queries etc. at the AGM.

EXPLANATORY STATEMENT IN RESPECT OF THE ORDINARY/SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 3

Reference of the Members is invited to the proceedings of Annual General Meeting (“AGM”) held on September 12, 2019, when the Members had appointed M/s B S R and Associates, Chartered Accountants as Statutory Auditors of the Company, to hold office for a term of 5 (five) consecutive years from the conclusion of the said AGM, till the conclusion of the AGM to be held in the calendar year 2024. The current term of existing Statutory Auditors i.e. M/s B S R and Associates, Chartered Accountants (Firm Registration No. 128901W) (‘B S R’), is expiring on the conclusion of this Annual General Meeting (AGM) of the Company.

Accordingly, after evaluation of M/s S.R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration No. 101049W/E300004) (“**SRB**”) on various criteria viz. competency, technical capability, approach on transition, overall audit approach, sector expertise and understanding of the business of the Company, the Board of Directors on the recommendation of Audit Committee, recommends to the Members, the appointment of SRB as Statutory Auditors of the Company, in accordance with the provisions of Section 139 of the Companies Act, 2013, for a term of 5 (five) consecutive years to hold office from the conclusion of this AGM till the conclusion of AGM of the Company to be held in the calendar year 2029.

The proposed remuneration to SRB is Rs. 6.70 lakh (including Limited Review for Q2 & Q3 FY-25) payable in one or more installments and reimbursement of expenses, to conduct the audit for the Financial Year 2024-25, and thereafter, on payment of such remuneration and reimbursement of expenses, as may be mutually agreed between the Company and the said Statutory Auditors. The proposed remuneration for FY-25 is less than the fee being paid to the outgoing Auditors.

The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

Brief profile of SRB

S.R. Batliboi & Associates LLP (“the Firm/SRB”), a limited liability partnership firm incorporated in India, is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India (“ICAI”) with (ICAI (Firm Registration No. 101049W/E300004)). The Firm is part of S. R. Batliboi & Associates, a network of firms registered with the ICAI. The Firm has its registered office in Kolkata and has offices across key cities in India. The Firm has a valid Peer Review certificate.

All the network firms including the Firm are primarily engaged in providing audit and assurance services to its clients. They along-with its network firms audit several large listed and private companies across diverse market segments including Industrial, Infrastructure, Consumer Products, Financial Services, Technology, Media and Entertainment, Telecommunications and Professional Services.

The Board of Directors commends the ordinary resolution set out at item no. 3 for approval of the Members.

ITEM NO. 4

In terms of the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and Company's 'Policy on materiality of and dealing with Related Party Transactions' ('RTP Policy'), a transaction between the subsidiary of the listed entity and related party of such listed entity shall be considered material, if the transaction(s) to be entered into individually or taken together with the previous transactions during a financial year, exceeds Rs. 1000 crore or 10% (ten per cent) of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower and such material transactions shall require prior approval of the Members of the listed entity and no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not.

Next Radio Limited ('NRL'), subsidiary company, operates its business of FM Radio broadcasting in top 7 cities of the country namely Delhi, Mumbai, Chennai, Kolkata, Bengaluru, Pune & Ahmedabad and also owns the brand Radio One. On the other hand, HT Media Limited ('HTML'), holding company of the Company, is engaged, inter-alia, in the business of printing & publication of newspapers & periodicals, digital space and broadcasting of FM Radio with brand ownership of 'Fever', 'Nasha' and 'Punjabi Fever'.

The Radio business of HTML closely works with NRL to achieve the business objectives, resulting into various operational transactions, as related party transactions. Both HTML and NRL acknowledges that the related party transactions, inter se, will help them to carry out their business operations in seamless manner. Group's exposure and in-depth reach to the customer base, helps NRL, and ultimately the Company, in achieving its business objective in an effective manner.

The members are apprised that in order to reap the benefits of synergies in the business(es) and to leverage each other's strengths & competencies, NRL & HTML have entered into various arrangements (being related party transactions) from time to time and the Company has further obtained the approval of the members of the Company through postal ballot (results declared on June 17, 2022) for entering into various transactions between NRL and HTML for a period up to March 31, 2025.

These arrangement between NRL and HTML are continuing over a period of time and have yielded, *inter-alia*, the following benefits:

- Considerable operational & cost efficiencies on account of:
 - administrative & scale efficiencies through optimisation of existing infrastructure facilities
 - debt funding which will drive growth in NRL's business and will enable NRL to innovate, scale up and pursue growth opportunities in a more focused manner
 - NRL being able to access credit facilities from bankers/ financial institutions more cost efficiently
 - leveraging the expertise of in-house senior management employees and to implement best practices, avoid duplication of costs & standardize the processes across all group companies in the same line of business

- o Synergies for revenue generation, through:
 - increased reach to advertisers
 - enablement of wider and holistic marketing solutions for its customers

The members are further informed that the Company, after seeking approval of the Audit Committee of HTML, NRL and the Company, have simplified the related party transaction approach from a transaction-by-transaction analysis to bucketing the different transactions into a single transaction type basis on the commonality and benchmarking them with the best industry practices. The details of relevant transactions entered /to be entered into between NRL and HTML, are given below for reference of the members:

Category of Transaction	Type / Nature of transaction	Key Commercial terms for transactions between NRL and HTML
<u>Sharing of External Revenue:</u>		
a) Agreement for sharing of revenue/ combos	Sharing of revenue / combos	<p>This transaction will involve following between the NRL and HTML:</p> <ul style="list-style-type: none"> - Sharing of revenue in case of combos such as combo-ad orders, combo subscription sales, sponsorship event contracts; or - Any other combo deal among group entities including but not limited to pooling of ad-space for further resale to advertisers. <p>The NRL and HTML to share revenues in the ratio of average sale price from exclusive deals entered with independent third parties.</p> <p>Provided that in case of combo deals involving print subscription, the sale price of print subscription will be allocated basis cover price (cannot be lower than cover price) of the publications in compliance with the guidelines and requirements of Audit Bureau of Circulation ('ABC').</p>
<u>Cost / Revenue Items:</u>		
b(i) Services Rendered/ Product Sold (Agreement for Sale/purchase of goods/ products/ services)	<p>A. Customer Onboarding</p> <ol style="list-style-type: none"> 1. Customer Onboarding as an agent 2. One HT Sales <p>B. Payment for right to use content, logo,</p>	<p>A. Customer Onboarding</p> <ol style="list-style-type: none"> 1. Customer Onboarding as an agent 1.1. Provision/Availing of customer onboarding support services (reciprocal) <p>NRL and HTML may enter into a reciprocal arrangement for procurement of exclusive/ combo Ad orders / sponsorship event contracts / any other similar product or subscription from third parties for each other.</p>

	<p>brand and trademark</p> <p>1. Right to use content</p> <p>2. Right to use logo brand, trademark or software/ patented technology</p> <p>C. Sale/ purchase of goods/ product/ services/</p>	<p>For providing the above marketing support services, the procuring entity receives a service fee basis the value of the Ad order/ sponsorship event contract.</p> <p>Sourcing entity to receive an arm's length service fee of 2% (two percent) of the Net Revenue.</p> <p>1.2 Provision / availing of collection support services</p> <p>NRL and HTML may enter into a reciprocal arrangement for procurement of exclusive/ combo Ad orders/ sponsorship event contracts/any other similar product or subscription from third parties for each other.</p> <p>For providing collection support services, the procuring entity would receive a service fee basis the value of the Ad order/ sponsorship event contract.</p> <p>Procuring entity will receive an arm's length service fee of 0.3% of the amount collected.</p> <p>2. One HT Sales</p> <p>This arrangement involves pooling of resources by the participating entities as part of One HT team to work on an integrated basis to achieve an overall increase in revenue & market share.</p> <p>Since, all the participating entities benefit in terms of increased revenues and efficiencies in cost due to the integrated approach, they may share the consolidated cost of sales, solutioning and marketing team of One HT in the ratio of targeted revenue of each business.</p> <p>B. Payment for right to use content, logo, brand and trademark</p> <p>1. Right to use content</p> <p>1.1. Procuring content with right to alter</p> <p>This transaction involves NRL and HTML granting right to use its content to each other.</p>
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	<p>These transactions involve an entity obtaining the right to use content (user entity) created by another entity (creator entity). The role of creator entity is to create content. The manner of delivery including usage of such content, how to deliver it, whether to package it as part of a larger program, etc is completely up to the user entity.</p> <p>The license fee of 10% (ten percent) on revenue earned using the content will be charged by creator entity.</p> <p>1.2. Procuring content without right to alter</p> <p>This transaction will involve licensing and distributing/resale of content. The role of Receiving/Distributor entity is to only distribute/resell the content.</p> <p>Receiver/Distributor entity shall not edit, modify, use, copy, transmit or display the digital content in any way except as set out by Content creator entity. Receiver/Distributor entity shall ensure that the content, meaning and tone of the digital content is not altered in any way and the content is monetized on as is basis through various external platforms.</p> <p>The fee by the content creating entity will be of 80% (eighty percent) on Net Revenue earned by Distributor entity from monetization of content procured.</p> <p>2. Right to use logo brand, trademark or software/patented technology</p> <p>2.1. Licensing of logo, brand and trademark</p> <p>This transaction will involve receipt / payment of license fee by NRL and HTML to / from each other for licensing of their logo, brand and trademark to each other within radio business.</p> <p>These transactions would include the use of logo, brand name and trademark for product/channels/programs and would not include</p>
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	<p>the event related contracts.</p> <p>The license fee will be 2% (two percent) of revenue for right to use brand and trademark.</p> <p>2.2. Licensing of software/patented technology</p> <p>This transaction involves licensing of software / patented technology by the NRL to HTML or vice versa.</p> <p>Third-party arrangements/prices with similar terms and conditions, said price will be considered.</p> <p>If third-party rates/prices are not available/not comparable, arm's length rate is to be determined basis the external comparable search.</p> <p>C. Sale/purchase of goods/products/services</p> <p>- Purchase/sale of Ad space from related parties</p> <p>This transaction involves purchase/sale of Ad-space on media platforms among the NRL and HTML to promote the services and products of each other or to promote third party product offerings.</p> <p>- Provision/receipt of digital advertising services</p> <p>This transaction will involve provision/ receipt of digital advertising services such as microsite development and digital marketing services.</p> <p>- Other product and services for instance:</p> <p>(a) Provision of services through Shine portal</p> <p>This transaction will involve provision of services by HTML (through its website www.shine.com) which include Database services, Bulk SMS/E- mailers, Branding services (online advertisement space</p>
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		<p>Logo and Banners), Shine verified Services.</p> <p>(b) Sale/purchase of any other goods, services or products (such as but not limited to podcast, audiobook, digital product, etc)</p> <p>Third party comparable prices will be used.</p> <p>If third-party rates/prices are not available/not comparable, arm's length rate is to be determined basis an external comparable search.</p>
b(ii) Services Rendered/ Product Sold (Agreement for Cost plus Arrangement)	Support Services provided by one entity to other	<ul style="list-style-type: none"> ➤ Liaison and coordination support ➤ Shared Support services ➤ Marketing support including but not limited to: <ul style="list-style-type: none"> • employee/ third party incentive for selling each other's products/services • collection of market data for creating / developing database for use by other entities ➤ Management support services ➤ Operation and maintenance of database ➤ Infrastructure support services for seat sharing ➤ Coordination support on third party software ➤ Advertisement support services ➤ Personnel Deputation ➤ Any other support services (viz. HR, accounting, legal, development etc.) <p>All of above services shall be charged at Cost + 10% mark up.</p>
c) Agreement for reimbursement of expenses / recovery of expense incurred with respect to goods / services / product / spares	Reimbursement of expenses / recovery of expense incurred with respect to goods / services / product / spares	<p>NRL and HTML may incur expenses on behalf of each other including but not limited to HR related expenses, SAP support and salesforce expenses and other operative expenses. In such cases, the role of either of the party incurring expenses is limited to facilitate the payment on behalf of the other entity and not in the nature of rendering/availing services to/from each other. There may be instances where expenses are incurred by one entity for the benefit of its own as well as other group entities. For instance, expenses may be incurred to acquire specific rights for use in business operations by the group entities. Such rights may be acquired by either party to run co-branded promotions and/or contests with the approval of third party.</p>

		<p>Also, NRL and HTML may transfer spares, stores and other material held for business promotion, from/ to each other on a reciprocal basis to meet their immediate requirements. These transactions are undertaken only for the administrative convenience and no services are being rendered between them.</p> <p>Expenses incurred on behalf of each other in the normal course of business will be recovered / reimbursed on a cost-to-cost basis without charging any mark-up.</p>
Capital items:		
d(i)Corporate Guarantee	<p>Corporate Guarantee charges paid/to be paid by NRL on Corporate Guarantee/ Letter of Support/ Letter of Comfort/ securities in the form of financial instrument(s) provided/to be provided by HTML in favour of Banks/Financial Institutions to secure credit facilities availed/ to be availed by NRL</p>	<p>HTML has provided/will provide Corporate Guarantee/ Letter of Support/ Letter of Comfort/ security in the form of financial instruments etc. in favour of banks/ financial institutions to secure credit facilities availed/to be availed by NRL and HTML will charge 'guarantee fee' at the rate 0.5% per annum on the same.</p>
d(ii) Interest expense for NRL on Inter-corporate deposits availed by NRL from HTML	<p>Interest expense for NRL on Inter-corporate deposits availed by NRL from HTML</p>	<p>Rate of Interest, Tenor, Security and Repayment terms:</p> <p>a. Presently 11% p.a. The interest shall fall due and will be payable on maturity along with principal; or pre-payment can be done at amortized cost (i.e. principal + interest till the date of payment), without any early payment fee.</p> <p>b. Existing ICD and/or Additional ICD along with interest accrued thereon will be convertible into equity at par, at the option of HTML.</p> <p>c. In case Existing and/or Additional ICD(s) along with interest accrued thereon are not converted into equity, the outstanding amount of ICD along with interest accrued thereon till date will be</p>

		repaid by NRL at the end of the FM radio license period (i.e. 31st March, 2030). d. The terms, as regards rate of interest, security for the ICD and repayment may be agreed between HTML and NRL from time to time.
e(i) Others (Agreement for sale/purchase of asset)	Asset Purchase / Sale/	This transaction will involve purchase/ sale of fixed assets by one group entity from/ to another entity. The consideration for sale of fixed assets shall be computed on the basis of valuation undertaken by an independent consultant or third-party quotations.
e(ii) Others (Asset lease arrangement)	Asset on Lease	This transaction involves leasing of assets (for example laptops) by one entity ('lessee') from another entity ('lessor') in the ordinary course of business. The NRL/ HTML ("the lessee") may target to pay to the lessors a lease rent not exceeding the lease rent charged/proposed to be charged by independent third parties for similar lease arrangements.

The aforesaid approach would result in following benefits to NRL and HTML:

1. Simplify the current mechanism
2. Apply standardized TP rules across multiple transactions wherever possible
3. Ensure consistency and comprehensiveness in transactions
4. Streamline approval process
5. Imbibing best practices

The management estimates that during the financial years 2024-25, 2025-26, 2026-27 and 2027-28, the aggregate value of all the related party transactions for each year, between NRL and HTML, are expected to exceed the aggregate value of 10% (ten per cent) of annual consolidated turnover of the Company as per the last audited financial statements of the Company and projected annual consolidated turnover for financial years 2024-25, 2025-26, 2026-27 respectively. The annual consolidated turnover for financial years 2024-25, 2025-26 and 2026-27 are basis estimates currently.

The above limits for transactions between NRL and HTML are reciprocal in nature and therefore, the above values are taken on gross basis i.e. without netting it off against the reciprocal transaction.

Accordingly, approval of Members of the Company is sought for material related party transactions between NRL & HTML during FY-25, FY-26, FY-27 and FY-28 upto an aggregate amount of Rs. 49.15 Crore, Rs. 55.80 Crore, Rs. 62.44 Crore and Rs. 69.50 Crore (excluding applicable taxes /levies), respectively.

The details of the value of transactions and percentage (%) of annual consolidated turnover are reproduced as under:

(Rs. In Lacs)

Sr. No	Bucket Name	FY 24-25			FY 25-26		FY 26-27		FY 27-28	
		Value	%*	%**	Value	%***	Value	%***	Value	%***
a.	Sharing of External Revenue	1,200	31.27%	31.27%	1,380	30.56%	1,594	31.41%	1,835	32.61%
b(i)	Income from goods/services/ product	450	11.73%	11.73%	535	11.84%	580	11.43%	635	11.28%
b(ii)	Cost plus arrangements	700	18.24%	18.24%	800	17.72%	905	17.83%	1,015	18.03%
c.	Reimbursement of expenses	100	2.61%	2.61%	100	2.21%	100	1.97%	100	1.78%
d(i)	Corporate Guarantee	25	0.65%	0.65%	25	0.55%	25	0.49%	25	0.44%
d(ii)	Interest expense on ICD from HTML to NRL	2,300	59.94%	59.94%	2,600	57.59%	2,900	57.14%	3,200	56.86%
e(i)	Asset Sale/ Purchase	100	2.61%	2.61%	100	2.21%	100	1.97%	100	1.78%
e(ii)	Asset on Lease	40	1.04%	1.04%	40	0.89%	40	0.79%	40	0.71%

*as % of NRL's actual standalone turnover for FY 2023-24

**as % of NMW's actual consolidated turnover for FY 2023-24

***Proposed transaction value for a financial year as % of NMW's estimated consolidated turnover for the previous financial year

Note: The existing shareholders approvals (for aforesaid RPT Transaction's between NRL and HTML) will continue till end of September, 2024 and post which afresh shareholder's approval/limits shall be in place.

An external independent Transfer Pricing expert has evaluated the key commercial terms of the aforesaid arrangements and has confirmed that the same are on arm's length compliant terms from Indian transfer pricing law perspective.

Further, the management has provided the Audit Committee with the relevant details, as required under law, of proposed related party transaction including material terms and basis of pricing. The related party transaction as set out in this Notice have been unanimously approved by the Audit Committee after satisfying itself that the related party transactions are at arm's length and in the ordinary course of business.

Further, the Board of Directors of your Company has recommended the aforesaid material related transactions, for consideration & approval of the Members of the Company.

The aforesaid related party transactions shall also be reviewed/ monitored by the Audit Committee of NRL and HTML as per the relevant requirements and shall remain within the limits as approved by the members. Any subsequent material modifications in the proposed transactions shall be placed before the members for approval, in terms of Company's Policy on materiality of and dealing with Related Party Transactions, as may be formulated/ updated / amended by the Audit Committee or the Board, from time to time.

The related party transactions shall not, in any manner, be detrimental to the interest of minority members and shall be in the best interest of the Company and its members

Save & except the above and to the extent of shareholding interest, if any, of Directors, Key Managerial Personnel ('KMP') & their relatives in NMW, none of the Directors, KMP & their relatives are concerned or interested, financially or otherwise, in the resolution. Further, no related party of NMW shall vote to approve this resolution whether such person/ entity is a party to the aforesaid transaction(s) or not.

The Board of Directors commends the Ordinary Resolution set out at Item No. 4 of this Notice for approval of Members.

By Order of the Board
For **Next Mediaworks Limited**

Place: New Delhi
Date: August 21, 2024

(Sonali Manchanda)
Company Secretary
Mem. No: F7283

Annexure A (Annexure to Item No. 2)

Details of the Director pursuant to the provisions of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, as applicable

Name of Director	Mr. Sandeep Rao (Non-Executive Non-Independent Director)
Age	43 years
Relationship with other Directors <i>inter-se</i> and Key Managerial Personnel	None
Date of Appointment	01.06.2022
Brief resume, experience, expertise in specific functional areas	<p>Mr. Sandeep Rao is the Group Chief Strategy Officer for HT Media Limited (Holding Company). He works on all core strategic imperatives across business units, including new initiatives, strategic investments, alliances and new business incubation. Prior to joining HT Media, Sandeep was a management consultant with McKinsey & Company and worked with them across their Indian and US offices. He has expertise in Strategic Leadership.</p> <p>Mr. Sandeep Rao holds Bachelor's Degree in Engineering from University of Adelaide, Australia and MBA from IIM Bangalore.</p>
Terms and condition of appointment/ re-appointment	Non-Executive Non-Independent Director, liable to retire by rotation.
No. of equity shares of Rs. 10/- each held in the Company or on behalf of any other person on beneficial basis	Nil
Remuneration last drawn including sitting fee during FY-24)	Nil
Remuneration proposed to be paid	Nil
Directorship held in other companies (along with listed entities from which the person has resigned in the past three years) (excluding foreign companies)#	<ul style="list-style-type: none"> • HT Digital Streams Limited • HT Mobile Solutions Limited • Next Radio Limited • Mosaic Media Ventures Private Limited <p>Mr. Sandeep Rao has not resigned from any listed entity in the past three years</p>
List of the Committees of Board of Directors (across all companies) in which Chairmanship/ Membership is held*	Next Mediaworks Limited: Stakeholders' Relationship Committee – Member
No. of Board Meetings attended during FY 24	5 (five)

As per latest disclosure(s) received from the Director(s)

*Only two Committees viz. Audit Committee and Stakeholders' Relationship Committee, have been considered