



**CIN:** L22100MH1981PLC024052

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**Ph.:** +91-11-6656 1234 **Website:** [www.nextmediaworks.com](http://www.nextmediaworks.com)

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## **NOTICE OF 44<sup>th</sup> ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the Forty Fourth (44<sup>th</sup>) Annual General Meeting of the Members of **Next Mediaworks Limited** will be held on **Wednesday, 24<sup>th</sup> September, 2025 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, 2025 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, 2025 together with the Report of the Auditors thereon.

#### **ITEM NO. 2**

#### **Re-appointment of a Director, retiring by rotation**

To re-appoint Mr. Samudra Bhattacharya (DIN: 02797819) as a Director, who retires by rotation and, being eligible, offers himself for re-appointment.

### **SPECIAL BUSINESS**

#### **ITEM NO. 3**

#### **To appoint Ms. Malavika Bansal, Company Secretary, as Secretarial Auditor and to fix her remuneration**

To consider and pass the following resolution as an **Ordinary Resolution**:

***“RESOLVED THAT*** pursuant to the provisions of 204 and other applicable provisions, if any of the Companies Act, 2013 read with rules made thereunder, Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Audit Committee and the Board of Directors, approval of the members of the Company be and is hereby accorded for appointment of Ms. Malavika Bansal, Company Secretary (ICSI Unique Code: I2010DE741900) as Secretarial Auditor of the Company to hold office for a term of five consecutive years, commencing from the conclusion of this Annual General Meeting until the conclusion of Annual General Meeting to be held in the calendar year 2030 at a remuneration to be decided by the Board of Directors (including its Committees thereof), as detailed in explanatory statement annexed hereto.

***RESOLVED FURTHER THAT*** the Board or any duly constituted Committee of the Board, be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.

**By order of the Board of Directors**

**Place:** New Delhi

**Date:** August 1, 2025

**(Sonali Manchanda)**

Company Secretary

## **NOTES:**

1. Pursuant to recent circular dated September 19, 2025 issued by the Ministry of Corporate Affairs (“**MCA Circular**”) and circular dated October 03, 2024 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 44<sup>th</sup> 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 and additional information required as required under SEBI Listing Regulations, 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. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
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](mailto:sanketjaincs@gmail.com) with a copy marked to [evoting@nsdl.com](mailto: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 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](mailto:einward.ris@kfintech.com)

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

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

9. 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) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time 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 National Securities Depository Limited (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 e-Voting on the date of the AGM will be provided by NSDL.
10. In compliance with above mentioned circulars of MCA and SEBI, the Notice calling this AGM along with the Annual Report for FY-25 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 **Friday, 22nd August, 2025**. Additionally, hard copies of Notice of AGM and Annual Report for FY-25 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-25 including therein the Audited Financial Statements for FY-25 will also be available on the Company's website viz. [www.nextmediaworks.com](http://www.nextmediaworks.com), website of the stock exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com), National Stock Exchange of India Limited at [www.nseindia.com](http://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](http://www.evoting.nsdl.com).
11. 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.
12. 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.
13. 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.

14. 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.
15. 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.
16. 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](mailto:investor.communication@radioone.in), atleast 7 days before the AGM, so that the information can be compiled in advance.
17. 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@radioone.in](mailto:investor.communication@radioone.in).
18. 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), the Secretarial Standard on General Meetings (SS-2) issued by the ICSI, Regulation 44 of SEBI Listing Regulations and the Circulars issued by the Ministry of Corporate Affairs from time to time, 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.

19. **The remote e-voting facility will be available during the following period:**

<b>Commencement of remote e-voting</b>	<b>From 9.00 A.M. (Server time) on September 19, 2025 (Friday)</b>
<b>End of remote e-voting</b>	<b>Up to 5.00 P.M. (Server time) on September 23, 2025 (Tuesday)</b>

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.

20. Person whose name appears in the Register of Members/list of Beneficial Owners as on **Wednesday, September 17, 2025 (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.
21. 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.
22. 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.
23. 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](http://www.nextmediaworks.com) and on the website of NSDL viz. [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The result will be simultaneously communicated to the stock exchanges viz. BSE Limited, National Stock Exchange of India Limited and Central Depository Services (India) Limited. The Company will also display the result at its Registered Office and Corporate Office.
24. 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).
25. 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., **Wednesday, September 17, 2025** may obtain the login ID and password by sending a request at [evoting@nsdl.com](mailto: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., **Wednesday, September 17, 2025**, 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 for Individual Members holding securities in demat mode**

In terms of SEBI circular 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
Individual Members holding securities in demat mode with NSDL.	<p>1.For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</p> <p>2.Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>3.If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p>

	<p>4. Alternatively, the user can visit the e-Voting website of NSDL. Open web browser by typing the following URL:<a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 held with NSDL), Password/OTP (One Time Password) 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 <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="630 793 1081 1014"> <p><b>NSDL Mobile App is available on</b></p> <div>  <b>App Store</b>  <b>Google Play</b> </div> <div>   </div> </div>
Individual Members holding securities in demat mode with CDSL	<p>1. 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting 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. 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.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the</p>



	e-Voting option where the e-voting 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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> ; or contact at toll free no. 1800 21 09911

**B) Login Method for Members and joining virtual meeting for members other than Individual Members holding securities in demat mode and Members holding securities in physical mode.**

#### **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:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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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. a .pdf file. Open the .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](http://www.evoting.nsdl.com).

b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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](http://www.evoting.nsdl.com) to reset the password.
2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for members available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call at 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Ltd., 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051 at the designated email address: [evoting@nsdl.com](mailto:evoting@nsdl.com) or at telephone no. 022- 48867000.

### **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. In case shares are held in physical mode please provide Folio No., Name of Members, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [investor.communication@radioone.in](mailto:investor.communication@radioone.in)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [investor.communication@radioone.in](mailto:investor.communication@radioone.in).
3. 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 for Individual Members holding securities in demat mode.**

4. Alternatively, Members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-Voting by providing above mentioned documents.
5. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility

**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:** National 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](mailto: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 allow Camera and 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](mailto: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](mailto:investor.communication@radioone.in) between **September 19, 2025 (9:00 a.m. IST) to September 21, 2025 (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 SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND ADDITIONAL INFORMATION AS REQUIRED UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENT) REGULATIONS, 2015**

**Item No. 3**

Ms. Malavika Bansal with over 17 years of experience in delivering comprehensive professional services across Corporate Laws, SEBI Regulations and FEMA Regulations. Her expertise includes conducting Secretarial Audits, Due Diligence Audits, Compliance Audits etc.

Ms. Malavika Bansal was appointed as Secretarial Auditors of the Company for conducting secretarial audit for the financial year 2023-24 and 2024-25 and the same is not considered as a term of her appointment of Secretarial Auditor as per Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

In terms of Regulation 24A of SEBI Listing Regulations read with SEBI notification dated December 12, 2024, and other applicable provisions, the Company can appoint a peer reviewed Company Secretary in practice for not more than one terms of five consecutive years. Ms. Malavika Bansal is eligible for appointment for a period of five years and on the basis of recommendations of the Audit Committee, the Board of Directors, at its meeting held on August 01, 2025, approved the appointment of Ms. Malavika Bansal as secretarial auditor of the Company to hold office for a term of five consecutive years commencing from Financial Year 2025-26 till Financial Year 2029-30. The appointment is subject to approval of the shareholders of the Company.

Ms. Malavika Bansal has given her consent to act as secretarial auditor of the company and confirmed that her aforesaid appointment (if approved) would be within the limits specified by Institute of Company Secretaries of India. Furthermore, in terms of the amended regulations, Ms. Malavika Bansal has provided a confirmation that she has subjected herself to the peer review process of the Institute of Company Secretaries of India and hold a valid peer review certificate.

The proposed remuneration to be paid to Ms. Malavika Bansal for secretarial audit services for the financial year ending March 31, 2026, is Rs. 50,000/- plus applicable taxes and out-of-pocket expenses. Besides the secretarial audit services, the Company may also obtain certifications from Ms. Malavika Bansal under various statutory regulations and certifications required by banks, statutory authorities, audit related services and other permissible non-secretarial audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board of Directors in consultation with the Audit Committee. The Board of Directors and the Audit Committee shall approve revisions to the remuneration of Ms. Malavika Bansal for the remaining part of the tenure. 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 Ms. Malavika Bansal.

Based on the recommendations of the Audit Committee, the Board of Directors have approved and recommended the aforesaid proposal for approval of members taking into account the eligibility of her qualification, experience, independent assessment & expertise in providing secretarial audit related

services, competency of the staff and Company's previous experience based on the evaluation of the quality of audit work done by her in the past.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in passing the proposed Resolution.

The Board recommends the resolution set forth in item no. 3 as Ordinary Resolution for the approval of members.

**By order of the Board of Directors**

**Place:** New Delhi

**Date:** August 1, 2025

**(Sonali Manchanda)**

Company Secretary

***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**

<b>Name of Director</b>	<b>Mr. Samudra Bhattacharya</b> (Non-Executive Non-Independent Director)
<b>Age</b>	53 years
<b>Relationship with other Directors <i>inter-se</i> and Key Managerial Personnel</b>	None
<b>Date of Appointment</b>	30.12.2020
<b>Brief resume, experience, expertise in specific functional areas</b>	Mr. Samudra Bhattacharya, after graduating from the Indian Institute of Management at Lucknow in 1995, has worked across several roles and geographical locations for the last 24 years. He started his career with P&G in India and after 4 years, joined Asian Paints in the Middle East where he served in Sales & Marketing as well as General Management roles for almost 7 years. He then joined PepsiCo India in 2006 and has worked across several assignments spanning, line Sales, Sales & Channel Strategy, Franchise Management and General Management. In his last assignment, Samudra was based at Manila, Philippines, with PepsiCo as the General Manager for the PepsiCo Joint Venture in that country. Presently, he is the Chief Executive Officer of Hindustan Media Ventures Limited, a fellow subsidiary company.
<b>Terms and condition of appointment/ re-appointment</b>	Non-Executive Non-Independent Director, liable to retire by rotation.
<b>No. of equity shares of Rs. 10/- each held in the Company or on behalf of any other person on beneficial basis</b>	Nil
<b>Remuneration last drawn including sitting fee during FY-25</b>	Nil
<b>Remuneration proposed to be paid</b>	In accordance with the provisions of the Act and Remuneration Policy of the Company.
<b>Directorship held in other companies (along with listed entities from which the person has resigned in the past three years) (excluding foreign companies)#</b>	<ul style="list-style-type: none"> <li>• The Indian Newspaper Society</li> <li>• Next Radio Limited</li> <li>• Mosaic Media Ventures Private Limited</li> </ul> <p>Mr. Samudra Bhattacharya has ceased to be Director from Digicontent Limited w.e.f 23.09.2024.</p>
<b>List of the Committees of Board of Directors (across all companies) in which Chairmanship/ Membership is</b>	<b>Next Radio Limited</b> Audit Committee (Member) Nomination & Remuneration Committee (Member)



<b>held*</b>	Banking and Finance Committee (Member)
<b>No. of Board Meetings attended during FY 25</b>	4 (four)

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