

April 28, 2025

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 001**National Stock Exchange of India Limited**
Exchange Plaza, 5th Floor
Plot No. C-1, Block G,
Bandra-Kurla Complex, Bandra (E)
Mumbai - 400 051**Scrip Code: 532416****Trading Symbol: NEXTMEDIA****Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Notice of Postal Ballot**

Dear Sir/Madam,

We enclose herewith a copy of the Postal Ballot Notice (**'Notice'**) of Next Mediaworks Limited (**'the Company'**) dated April 16, 2025 along with the statement pursuant to the applicable provisions of the Companies Act, 2013 (**'the Act'**) read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'SEBI LODR'**) for seeking approval of the Members of the Company on the following Special Business(es), forming part of the Notice:

Sr. No.	Particular	Type of Resolution
1.	Appointment of Mr. Ishant Juneja (DIN: 11033448) as an Independent Director, not liable to retire by rotation	Special Resolution
2.	Appointment of Mr. Suryakant Gupta (DIN: 06606258) as an Independent Director, not liable to retire by rotation	Special Resolution
3.	Appointment of Ms. Pratibha Sabharwal (DIN: 10777848) as an Independent Director, not liable to retire by rotation	Special Resolution

In compliance with the provisions of the Act read with various circulars issued by Ministry of Corporate Affairs, Government of India, the Notice is being sent only by email to the Members who have registered their email address with the Registrar & Share Transfer Agent of the Company viz. KFin Technologies Limited or depository participants and whose names are recorded in the Register of Members/ Beneficial owners of the Company as on Cut-off date i.e. Friday, April 18, 2025. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.

The Company has engaged the services of National Securities Depository Limited (**'NSDL'**) as the agency to provide the e-voting facility. The e-voting facility shall commence at 9:00 A.M. (IST) on Tuesday, April 29, 2025 till 5:00 P.M. (IST) on Wednesday, May 28, 2025. Thereafter, the e-voting module shall be disabled by NSDL. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently. The communication of the assent or dissent of the Members would only take place through the e-voting system.

The Notice is also available on the website of the Company viz. www.nextmediaworks.com/ and on NSDL website viz. www.evoting.nSDL.com.

You are requested to take the above information on record.

Thanking you,

Yours faithfully,
For **Next Mediaworks Limited**

Sonali Manchanda
(Company Secretary)
Encl.: As above



NEXT MEDIAWORKS LIMITED

CIN: L22100MH1981PLC024052

Registered Office: Unit 701A, 7th Floor, Tower - 2, Indiabulls Finance Centre,
Senapati Bapat Marg, Elphinstone Road, Mumbai - 400 013

Corporate Office: 5th Floor, Lotus Tower, A Block, Community Centre, New Friends Colony, New Delhi-110025

Ph: +91-11-6656-1234; **E-mail:** investor.communication@radioone.in; **Website:** www.nextmediaworks.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014

**To,
The Members,**

NOTICE is hereby given that the resolutions set out below are proposed for approval by the members of Next Mediaworks Limited (“the Company”) by means of Postal Ballot, only by remote e-voting process (“e-voting”) being provided by the Company to all its members to cast their votes electronically pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (**‘Act’**), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**‘Rules’**) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘SEBI LODR’**), read with the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (‘MCA’) (**collectively referred to as ‘MCA Circulars’**), the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (**‘Secretarial Standard-2’**), and other applicable laws, rules and regulations, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

- Appointment of Mr. Ishant Juneja (DIN: 11033448) as an Independent Director, not liable to retire by rotation
- Appointment of Mr. Suryakant Gupta (DIN: 06606258) as an Independent Director, not liable to retire by rotation
- Appointment of Ms. Pratibha Sabharwal (DIN: 10777848) as an Independent Director, not liable to retire by rotation

Pursuant to the MCA Circulars and Section 110 of the Act and the Rules made thereunder, the Company is sending this Postal Ballot Notice (**‘Notice’**) along with the Explanatory Statement pursuant to Section 102 of the Act setting out all material facts relating to the resolution(s) mentioned in the Notice and instructions for remote e-Voting to all those members whose names appeared in the Register of Members of the Company or in the Register of Beneficial Owners maintained by National Securities Depository Limited (**‘NSDL’**) and Central Depository Services (India) Limited (**‘CDSL’**) (collectively referred to as ‘Depositories’) as on April 18, 2025 (**‘Cut-off date’**) and whose e-mail addresses are registered with the Company or the Depositories.

ITEM NO. 1: Appointment of Mr. Ishant Juneja (DIN: 11033448) as an Independent Director of the Company, not liable to retire by rotation

To consider and pass the following resolution as a **Special Resolution**:

“RESOLVED THAT in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and on the recommendation of Nomination & Remuneration Committee and the Board of Directors of the Company, Mr. Ishant Juneja (DIN:11033448), who was appointed as an Additional Director (Non-Executive Independent) of the Company by the Board of Directors, pursuant to provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company, with effect from April 15, 2025 and who meets the criteria for independence as provided in section 149(6) of the Act and Regulation 16(1)(b) of SEBI LODR and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of a director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years w.e.f. April 15, 2025 to April 14, 2030 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board of Directors of the Company 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.”

ITEM NO. 2: Appointment of Mr. Suryakant Gupta (DIN: 06606258) as an Independent Director of the Company, not liable to retire by rotation

To consider and pass the following resolution as a **Special Resolution**:

“RESOLVED THAT in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and on the recommendation of Nomination & Remuneration Committee and the Board of Directors of the Company, Mr. Suryakant Gupta (DIN: 06606258), who was appointed as an Additional Director (Non-Executive Independent) of the Company by the Board of Directors, pursuant to provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company, with effect from April 15, 2025 and who meets the criteria for independence as provided in section 149(6) of the Act and Regulation 16(1)(b) of SEBI LODR and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature

for the office of a director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years w.e.f. April 15, 2025 to April 14, 2030 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board of Directors of the Company 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.”

ITEM NO. 3: Appointment of Ms. Pratibha Sabharwal (DIN: 10777848) as an Independent Director of the Company, not liable to retire by rotation

To consider and pass the following resolution as a **Special Resolution**:

RESOLVED THAT in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and on the recommendation of Nomination & Remuneration Committee and the Board of Directors of the Company, Ms. Pratibha Sabharwal (DIN: 10777848), who was appointed as an Additional Director (Non-Executive Independent) of the Company by the Board of Directors, pursuant to provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company, with effect from April 15, 2025 and who meets the criteria for independence as provided in section 149(6) of the Act and Regulation 16(1)(b) of SEBI LODR and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing her candidature for the office of a director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years w.e.f. April 15, 2025 to April 14, 2030 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board of Directors of the Company 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: April 16, 2025

By Order of the Board
For **Next Mediaworks Limited**
Sd/-
(Sonali Manchanda)
Company Secretary
Membership No. F7283

NOTES:

1. The Statement pursuant to Section 102(1) read with Section 110 of the Act, setting out the material facts to the special business(es) to be transacted as mentioned in item no 1 to 3 is annexed to the Postal Ballot Notice. Further, the relevant details, pursuant to Regulation 36 of the SEBI LODR and SS-2 respectively, in respect of Director(s) seeking appointment as Non-Executive Independent Director is also annexed hereto and forms part of the Notice as **Annexure A**.
2. The Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') (hereinafter also referred to as Depository Participant(s)) and whose email address is registered with the Registrar & Share Transfer Agent of the Company viz. KFin Technologies Limited ('KFin' or 'RTA') or depository participant(s), as on **April 18, 2025** ('Cut-off Date'). In compliance with Regulation 44 of the SEBI LODR and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-Voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the e-Voting system.
3. The Company has engaged the services of NSDL as the agency to provide the e-Voting facility. The Notice is available on the Company's website viz. <https://nextmediaworks.com/> and on the website of e-Voting agency viz. www.evoting.nsdl.com
4. The e-Voting facility will be available during the following period:

Commencement of e-Voting	From 9:00 a.m. (IST) on April 29, 2025 (Tuesday)
End of e-Voting	Upto 5:00 p.m. (IST) on May 28, 2025 (Wednesday)

The e-Voting facility will not be allowed beyond the aforesaid date and time, and the e-Voting module shall be forthwith disabled by NSDL upon expiry of aforesaid period. Once the vote on the resolutions is cast by the Members, the Members shall not be allowed to change it subsequently.

5. Any person whose name appears in the Register of Members / List of Beneficial Owners as received from NSDL and CDSL as on the Cut-off date shall be entitled to vote through e-Voting on the resolutions set forth in the Notice. The voting right of the Members shall be reckoned on the paid-up value of the shares registered in the name of the Member/ Beneficial Owner as on the Cut-off date. Any person who is not a Member of the Company as on the Cut-off date should treat this Notice for information purpose only. It is however, clarified that all the persons who are Members of the Company as on Cut-off date (including those Members who may not have received this Notice due to non-registration of their email id with the RTA or the depository participant(s)) shall be entitled to vote in relation to the resolutions specified in this Notice.
6. The Board of Directors has appointed Mr. Sanket Jain, Company Secretary-in-Practice (CP No. 12583) as Scrutinizer to scrutinize the voting through e-Voting process, in a fair and transparent manner, and he has given his consent to act as Scrutinizer.

7. Corporate/ Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at E-mail id: sanketjaincs@gmail.com with a copy marked to evoting@nsdl.com. They may also upload the same in the e-Voting module in their login. The scanned image of the above-mentioned documents should be in the naming format “Corporate Name_EVENTNO”.
8. The Scrutinizer will submit his report to Chairperson or any other person authorized by him on or before **May 30, 2025 (Friday)**, after completion of the scrutiny of the e-Voting process, who shall countersign the same.
9. The result of Postal Ballot will be declared on or before **May 30, 2025 (Friday)**. The results of Postal Ballot along with the Scrutinizer’s report will also be hosted on the Company’s website viz. <https://nextmediaworks.com/> and on NSDL’s website viz. www.evoting.nsdl.com. The result will be simultaneously communicated to National Stock Exchange of India Limited and BSE Limited.
10. The resolution, if passed, shall be deemed to have been passed as if the same have been passed at a general meeting of the Members convened in that behalf. The resolution, if passed by requisite majority, shall be deemed to have been passed on the date of end of e-Voting facility, i.e. **Wednesday, May 28, 2025**.
11. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to investor.communication@radioone.in from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.
12. Manner of Registering/Updating email address:
 - Members holding shares in dematerialized mode, are requested to register their email address with the depository participant(s) where they maintain their demat accounts.
 - Members holding shares in physical form and who have not registered/updated their KYC details including e-mail address with the Company or RTA, may register/update such details by downloading the relevant forms from the link <https://www.kfintech.com/> and sending the same physically along with the request letter duly filled with the details therein and attaching such documents as required in the form 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.
13. The General Instructions for Members voting electronically are as under:

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
<p>Individual Members holding securities in demat mode with NSDL.</p>	<p>1. For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. 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 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.</p> <p>2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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.</p> <p>3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>4. Alternatively, the user can visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 (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 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.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p>

	<p style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;">  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Members holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 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. 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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Members (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>

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 09911

B) Login Method 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:

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. 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.
- 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 on NSDL e-Voting system.

How to cast your vote electronically 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 is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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 Shareholders and e-Voting user manual for Shareholders available at the download section of 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 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

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. 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.**

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.

STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 1

Based on the recommendation of Nomination and Remuneration Committee ('NRC'), the Board of Directors of the Company, recommended the appointment of Mr. Ishant Juneja (DIN: 11033448) as an Independent Director of the Company, not liable to retire by rotation for a term of five consecutive years w.e.f. April 15, 2025 till April 14, 2030, to the Members for their approval.

In terms of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI LODR'), the listed entity shall ensure that approval of Members for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Further, pursuant to Regulation 25(2A) of the SEBI LODR, the appointment of an Independent Director of a listed entity shall be approved by Members by way of special resolution.

Accordingly, the item for appointment of Mr. Ishant Juneja as an Independent Director is being proposed for approval of the Members by way of passing special resolution through postal ballot.

Brief profile of Mr. Ishant Juneja is as under:

Mr. Ishant Juneja is a distinguished finance professional and entrepreneur with over 18 years of experience in strategic finance, taxation, and business consulting. He is an expert in guiding companies through financial restructuring and growth strategies, with a focus on maximizing revenue and profitability. He is the founder of Rrayze Business Solutions providing a globally recognized firm providing top tier services in Finance, Taxation, compliance and Recruitment. Prior to this, he has worked as CFO in industries like FMCG, media, real estate, etc. He is a qualified Chartered Accountant, Company Secretary and Cost and Works Accountant and also holds a Bachelor Degree in Commerce.

The Company has received:

- (i) consent in writing from Mr. Juneja to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules');
- (ii) intimation in Form DIR 8 in terms of the Appointment Rules from Mr. Juneja to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act;
- (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under LODR Regulations;
- (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority;
- (v) A notice in writing by a member proposing his candidature under Section 160(1) of the Act.

The NRC and the Board is of the opinion that Mr. Ishant Juneja possess appropriate skills, experience, expertise & knowledge and fulfils the conditions for appointment as an Independent Director as specified in the Act read with Rules made thereunder and the SEBI LODR and that he is independent of the management and his association as an Independent Director will immensely benefit the Company. The details pursuant to Regulation 36 of the SEBI LODR and the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, are provided in **Annexure A** to this Notice.

Further, Mr. Juneja has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

Also, electronic copy of the draft letter for appointment of Mr. Juneja as an Independent Director setting out the terms and conditions will be available on the website of the Company at www.nextmediaworks.com.

Except Mr. Juneja, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the accompanying Notice. Mr. Juneja is not related to any Director or Key Managerial Personnel of the Company.

The Board of Directors recommend the resolution set out under Item no. 1 of the Notice for approval of the Members by way of Special Resolution.

Item No. 2

Based on the recommendation of Nomination and Remuneration Committee ('NRC'), the Board of Directors of the Company, recommended the appointment of Mr. Suryakant Gupta (DIN: 06606258) as an Independent Director of the Company, not liable to retire by rotation for a term of five consecutive years w.e.f. April 15, 2025 till April 14, 2030, to the Members for their approval.

In terms of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI LODR'), the listed entity shall ensure that approval of Members for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Further, pursuant to Regulation 25(2A) of the SEBI LODR, the appointment of an Independent Director of a listed entity shall be approved by Members by way of special resolution.

Accordingly, the item for appointment of Mr. Suryakant Gupta as an Independent Director is being proposed for approval of the Members by way of passing special resolution through postal ballot.

Brief profile of Mr. Suryakant Gupta is as under:

Mr. Suryakant Gupta is Fellow member of ICSI and proprietor of Surya Gupta & Associates, a Practicing Company Secretary Firm based in Delhi. He is Regional Council Member of Northern India Regional Council of Institute of Company Secretaries of India for the period 2023-2026 and was holding the position of Secretary of NIRC-ICSI for the year 2023. He has been in practice since 2012 and has a rich experience of Secretarial Practice, IPR's and Due Diligence matters. He holds various positions during previous years under NIRC-ICSI. Apart from being a Company Secretary, he has done B.Com., M.Com, MBA, LL.B, Diploma in Intellectual Property Rights, Diploma in Cyber Laws & Diploma in Financial Management.

The Company has received:

(i) consent in writing from Mr. Gupta to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules'),

(ii) intimation in Form DIR 8 in terms of the Appointment Rules from Mr. Gupta to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and

(iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under LODR Regulations.

(iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

(v) A notice in writing by a member proposing his candidature under Section 160(1) of the Act.

The NRC and the Board is of the opinion that Mr. Gupta possess appropriate skills, experience, expertise & knowledge and fulfils the conditions for appointment as an Independent Director as specified in the Act read with Rules made thereunder and the SEBI LODR and that he is independent of the management and his association as an Independent Director will immensely benefit the Company. The details pursuant to Regulation 36 of the SEBI LODR and the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, are provided in **Annexure A** to this Notice.

Further, Mr. Gupta has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

Also, electronic copy of the draft letter for appointment of Mr. Gupta as an Independent Director setting out the terms and conditions will be available on the website of the Company at www.nextmediaworks.com.

Except Mr. Gupta, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the accompanying Notice. Mr. Gupta is not related to any Director or Key Managerial Personnel of the Company.

The Board of Directors recommend the resolution set out under Item no. 2 of the Notice for approval of the Members by way of Special Resolution.

Item No. 3

Based on the recommendation of Nomination and Remuneration Committee ('NRC'), the Board of Directors of the Company, recommended the appointment of Ms. Pratibha Sabharwal (DIN: 10777848) as an Independent Director of the Company, not liable to retire by rotation for a term of five consecutive years w.e.f. April 15, 2025 till April 14, 2030, to the Members for their approval.

In terms of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI LODR'), the listed entity shall ensure that approval of Members for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Further, pursuant to Regulation 25(2A) of the SEBI LODR, the appointment of an Independent Director of a listed entity shall be approved by Members by way of special resolution.

Accordingly, the item for appointment of Ms. Pratibha Sabharwal as an Independent Director is being proposed for approval of the Members by way of passing special resolution through postal ballot.

Brief profile of Ms. Pratibha Sabharwal is as under:

Ms. Pratibha Sabharwal having over fifteen (15) years of experience in the fields of corporate compliance, workplace well-being, and personal wellness. She is a well-recognized POSH Trainer and is a member of Internal Committees formed in accordance with POSH Act at several companies. She also has expertise in Corporate Laws, Governance and compliance frameworks. She is a qualified Company Secretary and a Law Graduate.

The Company has received:

(i) consent in writing from Ms. Sabharwal to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules'),

(ii) intimation in Form DIR 8 in terms of the Appointment Rules from Ms. Sabharwal to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act, and

(iii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under LODR Regulations.

(iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that she has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

(v) A notice in writing by a member proposing her candidature under Section 160(1) of the Act.

The NRC and the Board is of the opinion that Ms. Sabharwal possess appropriate skills, experience, expertise & knowledge and fulfils the conditions for appointment as an Independent Director as specified in the Act read with Rules made thereunder and the SEBI LODR and that she is independent of the management and her association as an Independent Director will immensely benefit the Company. The details pursuant to Regulation 36 of the SEBI LODR and the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, are provided in **Annexure A** to this Notice.

Further, Ms. Sabharwal has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company.

Also, electronic copy of the draft letter for appointment of Ms. Sabharwal as an Independent Director setting out the terms and conditions will be available on the website of the Company at www.nextmediaworks.com.

Except Ms. Sabharwal, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice. Ms. Sabharwal is not related to any Director or Key Managerial Personnel of the Company.

The Board of Directors recommend the resolution set out under Item no. 3 of the Notice for approval of the Members by way of Special Resolution.

Place: New Delhi

Date: April 16, 2025

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

Sd/-
(Sonali Manchanda)
Company Secretary
Membership No. F7283

Details of the Directors pursuant to the provisions of Regulation 36 of the 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

S.no	Particulars	Details		
1	Name of the Director	Mr. Ishant Juneja	Mr. Suryakant Gupta	Ms. Pratibha Sabharwal
2	DIN	11033448	06606258	10777848
3	Age	39 years	36 Years	36 years
4	Brief Resume	Refer explanatory statement above	Refer explanatory statement above	Refer explanatory statement above
5	Relationship with other Directors inter-se and Key Managerial Personnel			
6	Justification for appointment and skills and capabilities required for the role and the manner in which the proposed person meets such requirements			
7	Nature of expertise in specific functional areas			
8	Date of Appointment	April 15, 2025	April 15, 2025	April 15, 2025
9	Qualifications	CA, CS and CWA	CS, B.Com, M.Com, MBA and LL.B	CS, Law Graduate and Certified POSH Consultant & Trainer
10	Terms and Conditions of Appointment/ re-appointment along with details of remuneration sought to be paid	Appointment as an Independent Director, not liable to retire by rotation, for a term of five consecutive years w.e.f. April 15, 2025 till April 14, 2030.	Appointment as an Independent Director, not liable to retire by rotation, for a term of five consecutive years w.e.f. April 15, 2025 till April 14, 2030.	Appointment as an Independent Director, not liable to retire by rotation, for a term of five consecutive years w.e.f. April 15, 2025 till April 14, 2030.
11	No. of Equity Shares of Rs.10/- each held in the Company or on behalf of any other person on beneficial basis	None	None	None
12	Remuneration last drawn (including sitting fee during FY-25) (Rs. in lacs)	Not Applicable	Not Applicable	Not Applicable
13	Directorship held in other companies (along with listed entities from which the person has resigned in the past three years) #	NIL	Directorship held: 1. Nothing 2. Essentially Nothing Private Limited 3. RVS Petro Chemicals Limited 4. Xlerate Driveline India Limited 5. OM Metallogic	Directorship held: 1. Q&T foods Limited 2. Infraprime Logistics Technologies Limited Listed entities from which resigned in past three years - NIL

			Limited 6. Shri Krishna Prasadam Limited Listed entities from which resigned in past three years - NIL	
14	List of the Committees of other Board of Directors (across all companies) in which Chairmanship/Membership is held #	NIL	Shri Krishna Prasadam Limited • Audit Committee – Member • Nomination and Remuneration Committee - Member • Stakeholders’ Relationship Committee - Member	1. Q&T foods Limited • Audit Committee (Member) 2. Infraprime Logistics Technologies Limited • Audit Committee – Member • Nomination and Remuneration Committee - Member • Stakeholders’ Relationship Committee – Chairperson • Corporate Social Responsibility Committee - Chairperson
15	Number of meetings of the Board attended during the FY 25	Not Applicable	Not Applicable	Not Applicable

As per latest disclosure received from the Director.