



**CIN:** L22100MH1981PLC024052

**Registered Office:** Unit 701 A, 7<sup>th</sup> Floor, Tower – 2, Indiabulls Finance Centre  
Senapati Bapat Marg, Elphinstone Road, Mumbai – 400 013

**Tel:** +91-22-44104104 **E-mail:** investor.communication@radioone.in

**Website:** www.nextmediaworks.com

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## **NOTICE OF 42<sup>ND</sup> ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the Forty Second Annual General Meeting of the Members of **Next Mediaworks Limited** will be held on **Monday, September 18, 2023 at 11:00 AM (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 consider and adopt:

- a) the Audited Standalone Financial Statements of the Company for the financial year ended on March 31, 2023 and the Report of the Board of Directors and Auditors thereon; and
- b) the Audited Consolidated Financial Statements of the Company for the financial year ended on March 31, 2023 and the Report of the Auditors thereon.

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

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

To 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**

#### **Re-appointment of Ms. Suchitra Rajendra (DIN: 07962214) as an Independent Director, not liable to retire by rotation**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (‘Act’) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Companies (Appointment and Qualification of Directors), Rules, 2014, and Regulation 17 and any other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, and the Articles of Association of the Company, Ms. Suchitra Rajendra (DIN: 07962214), who was appointed as an Independent Director of the Company at the 38<sup>th</sup> Annual General Meeting of the Company and who holds office up to March 31, 2024, and who is eligible for re-appointment and meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director, and based

on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (Five) consecutive years commencing from April 1, 2024 to March 31, 2029.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing resolution, the Board of Directors be and are hereby authorised to do all such acts, matters, deeds and things, as it may in its absolute discretion deem necessary, expedient, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid resolution, without being required to seek any further consent or approval of Members of the Company.”

#### ITEM NO. 4

#### **Re-appointment of Mr. Sameer Singh (DIN: 08138465) as an Independent Director, not liable to retire by rotation**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (‘Act’) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Companies (Appointment and Qualification of Directors), Rules, 2014, and Regulation 17 and any other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, and the Articles of Association of the Company, Mr. Sameer Singh (DIN: 08138465), who was appointed as an Independent Director of the Company at the 39<sup>th</sup> Annual General Meeting of the Company and who holds office upto March 31, 2024, and who is eligible for re-appointment and meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (Five) consecutive years commencing from April 1, 2024 to March 31, 2029.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing resolution, the Board of Directors be and are hereby authorised to do all such acts, matters, deeds and things, as it may in its absolute discretion deem necessary, expedient, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid resolution, without being required to seek any further consent or approval of Members of the Company.”

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

Place: New Delhi  
Date: July 25, 2023

(Harshit Gupta)  
Company Secretary

## **NOTES:**

1. Pursuant to Circulars bearing no. 20/2020 dated May 05, 2020, 02/2021 dated January 13, 2021, 19/2021 dated December 08, 2021, 21/2021 dated December 14, 2021, 02/2022 dated May 05, 2022 and 10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (“MCA Circulars”) and circular dated May 12, 2020, January 15, 2021, May 13, 2022 and January 05, 2023 issued by the Securities and Exchange Board of India (“SEBI Circulars”) 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 42<sup>nd</sup> AGM of the Company is being conducted through VC/ OAVM facility, which does not require physical presence of Members at the venue of the Annual General Meeting (AGM). The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company.
2. Since the ensuing AGM is being held pursuant to the MCA and SEBI Circulars 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 and therefore, Proxy Form and Attendance Slip are not annexed to this Notice.
3. Since AGM will be held through VC/ OAVM, the Route Map is not required and hence, not annexed to this Notice.
4. Explanatory Statement pursuant to Section 102 of the Act **setting out material facts concerning the special business with respect to Item Nos. 3 and 4 forms part of this Notice.**
5. Members are requested to carefully read “**The instructions for Members for remote e-voting and joining Annual general meeting**” given below in this Notice.
6. Members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM facility. Institutional/ Corporate Shareholders (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. remote e-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.co.in](mailto:evoting@nsdl.co.in). Institutional/ Corporate Shareholders 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.
8. 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 Directors seeking appointment/ re-appointment at this AGM, are given as **Annexure A** to this Notice. The Company has received relevant disclosures/consent from the Directors seeking appointment/re-appointment.
9. **All investor related communication may be addressed to KFin Technologies Limited (KFin/ RTA) at the following address:**

### **KFin Technologies Limited**

#### **Unit: Next Mediaworks Limited**

Selenium Building, Tower B,  
Plot No. 31 & 32, Financial District,  
Nanakramguda, Serilingampally,  
Hyderabad, Rangareddy, Telangana India - 500 032.

**Tel:** +91 – 40- 67162222

**Fax:** +91 – 40- 23001153

**Toll Free No.:** 1800 309 4001

**WhatsApp Number:** (91) 910 009 4099

**KPRISM (Mobile 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/>

**Investor Support Centre (DIY Link):** <https://ris.kfintech.com/clientservices/isc/>

10. In compliance with above mentioned circulars of MCA and SEBI, the Notice calling this AGM along with the Annual Report for FY-23 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. Additionally, hard copies of Notice and Annual Report for FY-23 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-23 including therein the Audited Financial Statements for FY-23 will also be available on the Company's website viz. [www.nextmediaworks.com](http://www.nextmediaworks.com) and website of the stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited ([www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com)) respectively 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/Form\\_SH-13.pdf](http://www.nextmediaworks.com/investor-forms/Form_SH-13.pdf) and website of RTA viz. [https://ris.kfintech.com/clientservices/isc/default.aspx#isc\\_download\\_hrd](https://ris.kfintech.com/clientservices/isc/default.aspx#isc_download_hrd) 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. 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. 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, Shareholders 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/default.aspx#isc\\_download\\_hrd](https://ris.kfintech.com/clientservices/isc/default.aspx#isc_download_hrd). It may be noted that any service request can be processed only after the folio is KYC compliant.
15. Pursuant to SEBI Circular no. SEBI/HO/MIRSD/MIRSDPoD1/P/CIR/2023/37 dated March 16, 2023, issued in supersession of earlier Circulars issued by SEBI bearing nos. SEBI/HO/MIRSD/MIRSDRTAMB/P/CIR/2021/655 and SEBI/HO/MIRSD/MIRSDRTAMB/P/CIR/2021/687 dated November 3, 2021 and December 14, 2021, respectively, SEBI has mandated all listed companies to record PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers of holders of physical securities. The folios wherein any one of the cited documents/details is not available on or after October 1, 2023, such folios shall be frozen by the RTA.

Folios remaining frozen till December 31, 2025, will be referred by the RTA/the Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002.

A communication, in this regard, was also sent, through post, to the Members holding shares in physical mode.

Members are further requested to quote their folio numbers/Client ID/DP ID in all correspondence with Company or the RTA.

16. 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.
17. 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.
18. 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, Key Managerial 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).
19. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 & 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 **e-voting during the meeting (venue voting)** on the date of the AGM will be provided by NSDL.

20. **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 14, 2023 (Thursday)</b>
<b>End of remote e-voting</b>	<b>Up to 5.00 P.M. (Server time) on September 17, 2023 (Sunday)</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.

21. Person whose name appears in the Register of Members/ list of Beneficial Owners as on **Monday, September 11, 2023 (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.
22. The Board of Directors has appointed Mr. Sanket Jain, Company Secretary-in-Practice (C.P. No. 12583), or failing him Mr. N. C. Khanna, Company Secretary in practice (C.P. No. 5143), or failing him Mr. Lalit Chaudhary, Company Secretary in practice (C.P. No. 15889) 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.
23. 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 submission to the Chairman or any other person authorized by him.
24. 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, NSDL and Central Depository Services (India) Limited. The Company will also display the result at its Registered Office.

25. 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).
26. Any person holding shares in physical form, and non-individual Shareholders who acquire shares of the Company and become Members of the Company after the Notice is sent and holding shares as of the cut-off date, i.e., **Monday, September 11, 2023**, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). 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 Shareholders holding securities in demat mode, who acquire shares of the Company and become Members of the Company after the Notice is sent and holding shares as of the cut-off date i.e., **Monday, September 11, 2023**, may follow steps given below.

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

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 Shareholders holding securities in demat mode**

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 advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

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

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="456 1226 1477 1577">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 or joining virtual meeting &amp; voting during the meeting.</li> <li data-bbox="456 1577 1477 1682">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></li> <li data-bbox="456 1682 1477 1961">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 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 <b>e-voting service provider i.e. NSDL</b> and you</li> </ol>

	<p>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>4. 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> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; gap: 20px;">   </div> <div style="display: flex; justify-content: center; gap: 40px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for <b>CDSL Easi / Easiest facility</b>, 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 <b>Easi /Easiest</b> are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System <b>Myeasi Tab</b> and then use your existing my easi username &amp; password.</li> <li>2. After successful login the <b>Easi / Easiest</b> 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 or joining virtual meeting &amp; 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.</li> <li>3. If the user is not registered for <b>Easi/Easiest</b>, 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 <b>Myeasi</b> Tab and then click on registration option.</li> <li>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 e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.</li> </ol>
<p>Individual Shareholders (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 or joining virtual meeting &amp; voting during the meeting.</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](http://www.cdslindia.com).

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

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000</p>

Individual Shareholders 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 22 55 33
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**B) Login Method for e-voting and joining virtual meeting for Shareholders other than Individual Shareholders holding securities in demat mode and Shareholders holding securities in physical mode:**

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 Shareholders other than Individual Shareholders 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 Shareholders 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.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

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**

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 Shareholders**

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.nsd.com](http://www.evoting.nsd.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.nsd.com](http://www.evoting.nsd.com) or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager (NSDL) at [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in)

### **Process for those Shareholders 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 address with the Company or RTA, may register/ update such details, by submitting the details in the relevant forms, along with the supporting documents, at the following link:

[https://ris.kfintech.com/clientservices/isc/default.aspx#isc\\_download\\_hrd](https://ris.kfintech.com/clientservices/isc/default.aspx#isc_download_hrd)

or by downloading the relevant forms from the said link and sending them along with details like name, folio number, scanned copy of the share certificate (front and back) and self-attested scanned copy of PAN and Aadhar Card, either in writing, to **KFin Technologies Limited, Unit: Next Mediaworks Limited**, Selenium Building Tower B, Plot No. 31 & 32, Financial District, Nanakramguda Serilingampally Hyderabad, Rangareddy, Telangana India - 500 032 or by sending email to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).

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 Participants where they maintain their demat accounts.

If you are an Individual Shareholder 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 Shareholders holding securities in demat mode.**

3. Alternatively, Shareholder/Members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) 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/ Shareholders, 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 for venue voting.
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 are given below:

Ms. Pallavi Mhatre,

Senior Manager (NSDL)

**Email id:** [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in)

**Contact No.:** 022 - 4886 7000 or 022 - 2499 7000

**Address:** National Securities Depository Limited,  
Trade World, A wing,  
4th Floor, Kamala Mills Compound,  
Lower Parel, Mumbai - 400013

**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 Shareholder/Member 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.
4. 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.
5. Shareholders 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 and mobile number at the email id of the Company at [investor.communication@radioone.in](mailto:investor.communication@radioone.in). The same will be replied by the Company suitably.
6. 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 Tuesday, September 12, 2023 (9:00 a.m. IST) to Friday, September 15, 2023 (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 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.

## **STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **Item No. 3**

#### **Re-appointment of Ms. Suchitra Rajendra (DIN: 07962214) as an Independent Director of the Company**

Ms. Suchitra Rajendra (DIN: 07962214) was appointed as an Independent Director of the Company with effect from April 18, 2019, to hold office up to March 31, 2024, which was approved by the Shareholders of the Company at the 38<sup>th</sup> Annual General Meeting of the Company held on September 12, 2019. In accordance with the provisions of Section 149(10) of the Companies Act, 2013 ('Act'), Ms. Rajendra is eligible to be re-appointed as an Independent Director for the second term of 5 (five) consecutive years commencing from April 1, 2024 to March 31, 2029.

Keeping in view of the valuable contribution made by Ms. Rajendra, during her first tenure as an Independent Director of the Company, her performance evaluation as a Member of the Board and Committees and based on her vast knowledge, expertise as well as extensive experience, the Board of Directors of the Company at its meeting held on May 15, 2023, upon due recommendation of the Nomination and Remuneration Committee ('NRC'), considered and recommended the re-appointment of Ms. Rajendra as an Independent Director on the Board, not liable to retire by rotation, for the second term of 5 (five) consecutive years commencing from April 1, 2024 to March 31, 2029, subject to the approval of Shareholders by means of a Special Resolution.

Accordingly, the item for appointment of Ms. Rajendra as an Independent Director is being proposed for approval of the Members at this Annual General Meeting.

The Company has received a Notice from a Member in writing under Section 160 of the Act proposing her candidature for the office of Director.

Brief profile of Ms. Rajendra is given below:

*Ms. Suchitra Rajendra has over 25 years of rich experience in HR domain in India, Asia Pac and Australia in a variety of sectors ranging from not for profit to consulting to FMCG. She has both line HR consulting and strategic HR experience.*

*Currently, she is the CEO and Founder of QED HR - a boutique HR consulting services provider, and an executive coach. She advises organisations across geographies on their HR strategy, leadership development and building an inclusive culture. Prior to this she was the Country Head India and VP Global HR COO for Colt Technologies Services. She was responsible for overall country management, defining the country agenda and enabling all functions to deliver the India organization strategy. She was also responsible for developing the talent strategy and enabling the right culture.*

*Prior to this, she was Vice President and CHRO for PepsiCo (India Region), responsible for talent strategy, organization design and building the right culture to drive sustainable business growth. She is recipient of multiple awards and recognized across the industry. She has a Post Graduate degree in HR from XLRI Jamshedpur. She is a speaker at various national and international forums.*

Further, details in pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and Secretarial Standard on General Meetings (SS-2) are provided in **Annexure A** to this Notice.

The Company has also received from Ms. Rajendra her consent along with other relevant disclosures including declarations that she is not disqualified to act as Director in terms of provisions of the Act and that she meets the criteria of independence as provided under Section 149(6) of the Act and rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. In the opinion of the Board, Ms. Rajendra is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the SEBI Listing Regulations for her appointment as an Independent Director of the Company, and is independent of the management of the Company. Ms. Rajendra is not debarred from holding

the office of Director by virtue of any SEBI Order or any other such authority and has successfully registered herself in the Independent Director's data bank maintained by the Indian Institute of Corporate Affairs. Further, Ms. Rajendra 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.

The NRC and Board of Directors considers that her continued association would be of immense benefit to the Company, and it is desirable to avail services of Ms. Rajendra as an Independent Director. Ms. Rajendra would further bring with her experience and knowledge, skills in general management, information technology and problem-solving skills, among others, as being key requirement for her role.

The electronic copy of the draft letter for appointment of Ms. Rajendra as an Independent Director setting out the terms and conditions will be available on the website of the Company at [www.nextmediaworks.com](http://www.nextmediaworks.com)

Except Ms. Rajendra, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice. Ms. Rajendra is not related to any Director or Key Managerial Personnel of the Company. As an Independent Director, Ms. Rajendra will be entitled to sitting fees for attending meeting(s) of the Board of Directors or Committee(s) thereof or for any other purpose, whatsoever as may be decided by the Board of Directors of the Company in accordance with the provisions of the Act and rules made thereunder. While the Company currently is not paying any commission to Directors, she is also entitled to remuneration by way of profit-based commission, subject to provisions of the Act and in accordance with Remuneration Policy of the Company.

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

#### **Item No. 4**

#### **Re-appointment of Mr. Sameer Singh (DIN: 08138465) as an Independent Director of the Company**

Mr. Sameer Singh (DIN: 08138465) was appointed as an Independent Director of the Company with effect from January 13, 2020, to hold office up to March 31, 2024, which was approved by the Shareholders of the Company at the 39<sup>th</sup> Annual General Meeting of the Company held on December 29, 2020. In accordance with the provisions of Section 149(10) of the Companies Act, 2013 ('Act'), Mr. Singh is eligible to be re-appointed as an Independent Director for the second term of 5 (five) consecutive years commencing from April 1, 2024 to March 31, 2029.

Keeping in view of the valuable contribution made by Mr. Singh, during his first tenure as an Independent Director of the Company, his performance evaluation as a Member of the Board and Committees and based on his vast knowledge, expertise as well as extensive experience, the Board of Directors of the Company at its meeting held on May 15, 2023, upon recommendation of the Nomination and Remuneration Committee ('NRC'), considered and recommended the re-appointment of Mr. Singh as an Independent Director on the Board, not liable to retire by rotation, for the second term of 5 (five) consecutive years commencing from April 1, 2024 to March 31, 2029, subject to the approval of Shareholders by means of a Special Resolution.

Accordingly, the item for appointment of Mr. Singh as an Independent Director is being proposed for approval of the Members at this Annual General Meeting.

The Company has received a Notice from a Member in writing under Section 160 of the Act proposing his candidature for the office of Director.

Brief profile of Mr. Singh is given below:

*Mr. Sameer Singh, an alumnus of IIM Calcutta, is the Head of North America Global Business Solutions at ByteDance. He is responsible for leading the Advertising, Sales and Marketing strategies across all advertising products in North America. In a career spanning over 30 years, he has been at the forefront of innovative marketing and advertising solutions. He most recently spearheaded the operations at GroupM as the Chief Executive Officer - South Asia providing competitive advantage with digital leadership and content to clients. Prior to GroupM, he has worked at Google, GSK, Procter & Gamble and IPG. He has lived and worked in cities including New York, Palo Alto, Boston, London, Dubai, Guangzhou and New Delhi. He is also currently serving as an Independent Director on the Board of Hindustan Media Ventures Limited, fellow subsidiary company.*

Further, details in pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and Secretarial Standard on General Meetings (SS-2) are provided in **Annexure A** to this Notice.

The Company has also received from Mr. Singh his consent along with other relevant disclosures including declarations that he is not disqualified to act as Director in terms of provisions of the Act and that he meets the criteria of independence as provided under Section 149(6) of the Act and rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. In the opinion of the Board, Mr. Singh is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the SEBI Listing Regulations for his appointment as an Independent Director of the Company, and is independent of the management of the Company. Mr. Singh is not debarred from holding the office of Director by virtue of any SEBI Order or any other such authority and has successfully registered himself in the Independent Director's data bank maintained by the Indian Institute of Corporate Affairs. Further, Mr. Singh 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.

The NRC and Board of Directors considers that his continued association would be of immense benefit to the Company, and it is desirable to avail services of Mr. Singh as an Independent Director. Mr. Singh would further bring with his experience and knowledge of entertainment and digital innovation industry, skills in general management, accounting and finance, information technology and problem-solving skills, among others, as being key requirement for his role.

The electronic copy of the draft letter for appointment of Mr. Singh as an Independent Director setting out the terms and conditions will be available on the website of the Company at [www.nextmediaworks.com](http://www.nextmediaworks.com)

Except Mr. Singh, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice. Mr. Singh is not related to any Director or Key Managerial Personnel of the Company. As an Independent Director, Mr. Singh will be entitled to sitting fees for attending meeting(s) of the Board of Directors or Committee(s) thereof or for any other purpose, whatsoever as may be decided by the Board of Directors of the Company in accordance with the provisions of the Act and rules made thereunder. While the Company currently is not paying any commission to Directors, he is also entitled to remuneration by way of profit-based commission, subject to provisions of the Act and in accordance with Remuneration Policy of the Company.

The NRC and Board of Directors recommend the resolution set forth under Item no. 4 of the Notice for approval of the Members by way of Special Resolution.

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

**Place:** New Delhi  
**Date:** July 25, 2023

**(Harshit Gupta)**  
**Company Secretary**

**Annexure A (Annexure to Item no. 2, 3 and 4)**

Details of the Director(s) 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. Samudra Bhattacharya (Non-Executive Director)	Ms. Suchitra Rajendra (Independent Director)	Mr. Sameer Singh (Independent Director)
Age	51 Years	55 Years	57 Years
Brief resume	Refer Website of the Company viz. <a href="http://www.nextmediaworks.com">www.nextmediaworks.com</a>		
Relationship with other Directors <i>inter-se</i> and Key Managerial Personnel	None	None	None
Date of Appointment	December 30, 2020	April 18, 2019	January 13, 2020
Expertise in specific functional areas	Sales & Channel Strategy, Franchise Management and General Management.	Talent strategy, organization design	Advertising, Sales and Marketing strategies
Qualification	<ul style="list-style-type: none"> <li>Graduate from the Indian Institute of Management at Lucknow</li> </ul>	<ul style="list-style-type: none"> <li>Post Graduate degree in HR from XLRI Jamshedpur</li> </ul>	<ul style="list-style-type: none"> <li>MBA from IIM Calcutta</li> </ul>
Terms and conditions of appointment/ re-appointment	Non-Executive, Non-Independent Director, liable to retire by rotation	Independent Director, not liable to retire by rotation	Independent Director, not liable to retire by rotation
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"> <li>Next Radio Limited</li> <li>Digicontent Limited (Listed)</li> <li>Mosaic Media Ventures Private Limited</li> <li>The Indian Newspaper Society</li> </ul>	<ul style="list-style-type: none"> <li>Next Radio Limited</li> <li>Digicontent Limited (Listed)</li> <li>HT Digital Streams Limited</li> </ul> <p><b>Below is the detail of the Company wherein, Director has resigned in the past three years:</b></p> <ul style="list-style-type: none"> <li>Colt Technology Services India Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>Hindustan Media Ventures Limited (Listed)</li> </ul> <p><b>Below are the details of the Companies wherein, Director has resigned in the past three years:</b></p> <ul style="list-style-type: none"> <li>Next Radio Limited</li> </ul>
No. of Equity Shares held in the Company or on behalf of any other person on beneficial basis	NIL	NIL	NIL
Remuneration last drawn (including sitting fee during FY-23)	NIL	Rs. 7.5 lakhs	Rs. 5.5 lakhs
Remuneration proposed to be paid	In accordance with the provisions of the Act and Remuneration Policy of the Company.	In accordance with the provisions of the Act and Remuneration Policy of the Company.	In accordance with the provisions of the Act and Remuneration Policy of the Company.

<b>List of the Committees of Board of Directors (across all companies) in which Chairmanship/ Membership is held**</b>	<b>Digicontent Limited:</b> i) Stakeholders' Relationship Committee - Member	<b>Next Mediaworks Limited:</b> i) Audit Committee - Member  ii) Stakeholders' Relationship Committee - Member  <b>Next Radio Limited:</b> i) Audit Committee - Chairperson  <b>Digicontent Limited:</b> i) Audit Committee - Member  ii) Stakeholders' Relationship Committee - Chairperson	<b>Next Mediaworks Limited:</b> i) Audit Committee - Chairman  <b>Hindustan Media Ventures Limited:</b> i) Audit Committee - Member
<b>No. of Board Meetings attended during FY- 23</b>	3	4	3

# As per latest disclosure received from the Director.

\*In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, only two Committees viz. Audit Committee and Stakeholders' Relationship Committee have been considered.