



CIN: U32201MH1999PLC122233

Registered Office: Unit 701 A, 7th 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.radioone.in

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

Ph.: +91-11-6656 1234

Draft Notice of 24th Annual General Meeting

NOTICE is hereby given that the Twenty Fourth **ANNUAL GENERAL MEETING** of the Members of **NEXT RADIO LIMITED** will be held on 24th September, 2024 at 10:00 AM (IST) at Lotus Tower, New Friend Colony, New Delhi 110025, to transact the following business:

ORDINARY BUSINESS:

ITEM NO. 1

Adoption of Audited Financial Statements and the Report of the Board of Directors and Auditor

To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2024 and the Report of the Board of Directors and Auditor thereon.

ITEM NO. 2

Re-appointment of a Director, retiring by rotation

To appoint Mr. Sandeep Rao (DIN: 08711910) as a Director, who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, has offered himself for re-appointment.

ITEM NO. 3

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

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

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable

provisions, if any of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification thereof for the time being in force and as may be enacted from time to time), approval of the members of the Company be and is hereby accorded for appointment of M/s. S.R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration Number: 101049W/E300004) as Statutory Auditors of the Company to hold office for a term of five years from the conclusion of this Annual General Meeting until the conclusion of Annual General Meeting to be held in the calendar year 2029 at a remuneration to be decided by the Board of Directors (including its Committees thereof)."

SPECIAL BUSINESS:

ITEM NO. 4

Ratification of the remuneration payable to M/s. Ramanath Iyer & Co, Cost Accountants, Cost Auditor of the Company

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

***"RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company do hereby ratifies the fee of Rs. 65,000/- (excluding statutory levies and reimbursement of out-of-pocket expenses, if any), as approved by the Board of Directors, payable to M/s. Ramanath Iyer & Co, Cost Accountants, Cost Auditor, who have been appointed by the Board of Directors on the recommendation of the Audit Committee, as the Cost Auditors of the Company, to conduct audit of the cost records of the Company, as applicable, for the financial year ending on March 31, 2025.*

***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, including approving any amendments or alterations thereto, 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 of Directors
For Next Radio Limited

Date:

Place: New Delhi

(Sonali Manchanda)
Company Secretary

NOTES

1. A Member entitled to attend and vote at the Annual General Meeting (“Meeting” or “AGM”) is entitled to appoint a proxy to attend the Meeting and vote on poll in his / her stead and the proxy need not to be a Member of the Company. The instrument appointing a proxy, in order to be effective, must be deposited at the registered office of the Company, duly completed, stamped and signed, not less than 48 hours before the scheduled time for holding the Meeting. A blank proxy form is annexed to this Notice.

A Member holding more than 10% of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as a proxy for any other Member. Proxies executed / submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolution / authority, as applicable. The Proxy-holder shall prove his identity at the time of attending the Meeting.

2. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto.
3. Corporate Members intending to depute their authorized representative(s) to attend the Meeting are requested to forward to the Company before the commencement of Meeting, a certified copy of the Board Resolution/ Power of Attorney authorizing the said person to attend and vote on their behalf at the Meeting.
4. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
5. None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business as set forth under Item Nos. 1 to 3 of the Notice.
6. The Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) relating to the special business to be transacted under Item No. 4 is annexed hereto.
7. Pursuant to Clause 1.2.5 of Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India, details of Director(s) seeking re-appointment at this AGM, are annexed herewith.
8. Datamatics Business Solutions Limited (‘DBSL’) is the Registrar & Share Transfer Agent of the Company. All investor related communication(s) may be addressed to DBSL at the following address:

Datamatics Business Solutions Limited
Plot No. B - 5, Part B Cross Lane MIDC Marol, Andheri East
Mumbai – 400 093
Tel: +91-22-66712238
E-mail: satish_patil@datamaticsbpm.com

9. For effecting changes in address / bank details / NECS (National Electronic Clearing Services) mandate; Members are requested to notify their respective Depository Participant (DP).
10. Members/ Proxies/ Authorised Representative(s) are requested to kindly note the following:
 - (i) Copies of Annual Report will not be distributed at the venue of the meeting;
 - (ii) Attendance Slip, sent herewith, is required to be produced at the venue of AGM duly filled-in and signed, for attending the meeting;
 - (iii) Entry to the hall will be in exchange for duly completed and signed Attendance Slips; and
 - (iv) Folio No. or DP & Client ID No., as the case may be, must be quoted in all correspondence with the Company and/ or DBSL.
11. Members are requested to send their queries, if any, on the financial statements/operations of the Company, to reach the Company Secretary at the Company's Registered Office, at least 7 days before the meeting, so that the information can be compiled in advance.
12. Register of Directors and Key Managerial Personnel and their shareholding; and Register of Contracts and Arrangements in which the Directors are interested, maintained in terms of applicable provisions of the Companies Act, 2013, will be available for inspection by the Members at the AGM.
13. Relevant documents referred to in the Notice are available for inspection without any fee by the Members on all business days (except Saturday, Sunday and Public Holidays) during 10.00 A.M. to 4.00 P.M. upto the date of AGM at the Registered Office of the Company, and during AGM at the venue thereof.
14. Members may please note:
 - (i) briefcase, bag, mobile phone, and/or eatables shall not be allowed to be taken inside the hall for security reasons; and
 - (ii) no gifts, gift coupons, or cash in lieu of gifts will be distributed at or in connection with the Meeting.

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

ITEM NO. 4

Ratification of the remuneration payable to M/s. Ramanath Iyer & Co, Cost Accountants, Cost Auditor of the Company

In terms of Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Company is required to undertake the audit of its cost records for products covered under the Companies (Cost Records and Audit) Rules, 2014 to be conducted by a Cost Accountant in practice.

In compliance with the above, the Board of Directors, considering the due recommendation of Audit Committee, approved the appointment of M/s. Ramanath Iyer & Co, Cost Accountants (Firm Registration No. 000019) as Cost Auditor to conduct audit of the cost records of the Company for the financial year ended on March 31, 2025 at a fee of Rs. 65,000/- *(excluding applicable statutory levies and reimbursement of out-of-pocket expenses, if any)*.

In terms of the provisions of Section 148(3) of the Act and the Companies (Audit and Auditors) Rules, 2014, the fee payable to the Cost Auditor has to be ratified by the Members of the Company.

The consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditor of the Company for the Financial Year ending March 31, 2025.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolution.

The Directors commend the resolution set out under Item no. 4 of the Notice for approval of the Members by way of Ordinary Resolution.

By Order of the Board of Directors
For Next Radio Limited

Date:
Place: New Delhi

(Sonali Manchanda)
Company Secretary

Annexure A (Annexure to Item no. 2)

DETAILS OF THE DIRECTOR(S) PURSUANT TO SECRETARIAL STANDARD ON GENERAL MEETING (SS-2) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

Name of Director	Mr. Sandeep Rao
Age	43 years
Relationship with other Directors <i>inter-se</i> and Key Managerial Personnel	None
Date of Appointment	01.06.2022
Brief resume, experience, expertise in specific functional areas	<p>Mr. Sandeep Rao is the Group Chief Strategy Officer for HT Media (Holding Company). He works on all core strategic imperatives across business units, including new initiatives, strategic investments, alliances and new business incubation. Prior to joining HT Media, Sandeep was a management consultant with McKinsey and Company and worked with them across their Indian and US offices. He has expertise in Strategic Leadership.</p> <p>Mr. Sandeep Rao holds Bachelor's Degree in Engineering from University of Adelaide, Australia and MBA from IIM Bangalore</p>
Terms and condition of appointment/ re-appointment	Non-Executive, Non-Independent Director, liable to retire by rotation.
Remuneration proposed to be paid	Nil
No. of equity shares of Rs. 10/- each held in the Company or on behalf of any other person on beneficial basis	Nil
Remuneration last drawn including sitting fee during FY-24)	Nil
Directorship held in other companies (along with listed entities from which the person has resigned in the past three years)	<ul style="list-style-type: none"> •HT Digital Streams Limited •HT Mobile Solutions Limited •Next Mediaworks Limited •Mosaic Media Ventures Private Limited

<i>(excluding foreign companies)#</i>	Mr. Sandeep Rao has not resigned from any listed entity in the past three years
List of the Committees of Board of Directors (across all companies) in which Chairmanship/ Membership is held*	Next Mediaworks Limited: Stakeholders' Relationship Committee Member
No. of Board Meetings attended during FY 24	5 (five)

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

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

Form No. MGT-11**Proxy form**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	U32201MH1999PLC122233
Name of the Company	Next Radio Limited
Registered Office	Unit 701 A, 7th Floor, Tower - 2, India bulls Finance Centre, Senapati Bapat Marg Elphinstone Road, Mumbai - 400 013
Name of the Member(s)	
Registered Address	
E-mail ID	
Folio No./DP-ID & Client ID	

I/We being the Member(s) of ____ shares of Next Radio Limited, hereby appoint:

1. Name: _____

Address: _____

E-mail Id: _____ Signature: _____, or failing him

2. Name: _____

Address: _____

E-mail Id: _____ Signature: _____, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **24th Annual General Meeting** of the Company, to be held on **24th September, 2024** at the _____ and at any adjournment(s) thereof, in respect of such resolutions as are indicated below:

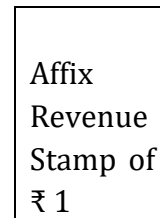
S. No.	Resolutions	For	Against
Ordinary Business:			
1.	To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2024 including Balance Sheet as at 31st March, 2024 and Statement of Profit & Loss and Statement of Changes in Equity for the year ended on that date together with Notes thereto, Cash Flow		

	Statement for the year ended on March 31, 2024 and the Reports of the Board of Directors and Auditors thereon		
2.	To re-appoint Mr. Sandeep Rao (DIN: 08711910) as a Director, who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment		
3.	To Appoint S.R. Batliboi & Associates LLP, Chartered Accountants, (Firm Registration Number: 101049W/E300004) as Statutory Auditors and to fix their remuneration		
Special Business:			
4.	Ratification of the remuneration payable to M/s. Ramanath Iyer & Co, Cost Accountants, Cost Auditor of the Company		

Signed this _____ day of _____ 2024

Signature of the Member: _____

Signature of Proxy holder(s): _____



Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.