



CIN: U32201MH1999PLC122233

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

Corporate Office: Hindustan Times House (2nd Floor), 18-20, K.G. Marg, New Delhi – 110 001

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

Notice of Extra-ordinary General Meeting

NOTICE is hereby given that the **EXTRA-ORDINARY GENERAL MEETING** of the Members of **NEXT RADIO LIMITED** will be held on Saturday, November 5, 2022 at 11:00 A.M. at Hindustan Times House, 18-20, Kasturba Gandhi Marg, New Delhi – 110 001, to transact the following business:

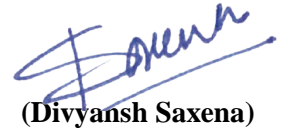
Special Business:

1. To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013, (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Act (including any amendment thereto or re-enactment thereof for the time being in force), if any, and subject to such other approvals, consents, permissions, sanctions of appropriate authority(ies) as may be required, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include, unless the context otherwise requires, any Committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to: (a) give any loan to any person(s) or other body corporate(s); (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s); and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs.32,00,00,000 (Rupees Thirty Two Crores Only) outstanding at any time, notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board be and are hereby authorised to do all such acts, deeds and things, 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 the Company.”

By Order of the Board of Directors
For Next Radio Limited



(Divyansh Saxena)
Company Secretary

Date: November 1, 2022

Place: New Delhi

NOTES

1. **A Member entitled to attend and vote at the Extra-ordinary General Meeting (“Meeting” or “EGM”) 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 person can act as proxy on behalf of Members not exceeding fifty (50) in number, and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. However, 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 Proxyholder 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 EGM, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
5. The Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) relating to the business to be transacted as mentioned under the Notice, is annexed hereto.
6. The Notice calling the EGM is being sent by electronic mode to all the Members at the addresses registered with the Depository/ the Company or the Company’s Registrar and Share Transfer Agent.
7. 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
8. For effecting changes in address / bank details / NECS (National Electronic Clearing Services) mandate; members are requested to notify their respective Depository Participant (DP).
9. Members/ Proxies/ Authorised Representative(s) are requested to kindly note the following:
 - (i) Attendance Slip, sent herewith, is required to be produced at the venue of EGM duly filled-in and signed, for attending the meeting;
 - (ii) Entry to the hall will be in exchange for duly completed and signed Attendance Slips; and
 - (iii) Folio No. or DP & Client ID No., as the case may be, must be quoted in all correspondence with the Company and/ or DBSL.
10. Route map of the venue of the Meeting is annexed to this Notice.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate as and when required.

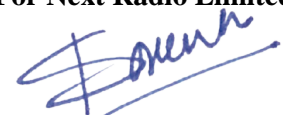
Members may note that pursuant to the provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required to be passed at a general meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs. 32 Crores, as proposed in the Notice.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No.1 for approval by the Members of the Company.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item no. 1 of the accompanying notice. The Board recommends the resolution at Item no. 1 to be passed as Special Resolution.

By Order of the Board of Directors
For Next Radio Limited



(Divyansh Saxena)
Company Secretary

Date: November 1, 2022

Place: New Delhi

Route map to the venue of the Extra-ordinary General Meeting of Next Radio Limited

