

Network18 Media & Investments Limited

Corporate Identification No. (CIN) - L65910MH1996PLC280969

Regd. Office: First Floor, Empire Complex, 414- Senapati Bapat Marg, Lower Parel, Mumbai-400013

Tel.: +91 22 40019000, 66667777

E-mail: investors.n18@nw18.com Website: www.nw18.com

NOTICE

NOTICE is hereby given that the Thirtieth (30th) Annual General Meeting of the Members of **Network18 Media & Investments Limited** ("**the Company**") will be held on **Thursday, July 3, 2025 at 4:00 p.m.** (IST) through **Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")**, to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt (a) the audited financial statement of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2025 and the report of Auditors thereon and in this regard, to consider and if thought fit, to pass the following resolutions as **Ordinary Resolutions**:
 - (a) **"RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."
 - (b) **"RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2025 and the report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."
2. To appoint Mr. P.M.S. Prasad (DIN: 00012144), who retires by rotation as a Director and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. P.M.S. Prasad (DIN: 00012144), who retires by rotation at this Meeting, be and is hereby appointed as a Director of the Company."
3. To appoint Ms. Jyoti Deshpande (DIN: 02303283), who retires by rotation as a Director and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Ms. Jyoti Deshpande (DIN: 02303283), who retires by rotation at this Meeting, be and is hereby appointed as a Director of the Company."

SPECIAL BUSINESS:

4. To consider and approve continuation of Mr. P.M.S. Prasad (DIN: 00012144) as a Non-Executive Director, liable to retire by rotation, notwithstanding his attaining the age of seventy-five years and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 17(1A) 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 based on the recommendation of Nomination and Remuneration Committee and Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for continuation of Mr. P.M.S. Prasad (DIN: 00012144) as a Non-Executive Director of the Company, liable to retire by rotation, notwithstanding his attaining the age of seventy-five years;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. To ratify the remuneration of Cost Auditor for the financial year ending March 31, 2026 and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Members do hereby ratify the remuneration of ₹ 6,00,000/- (Rupees Six lakh only), excluding out of pocket expenses and applicable taxes, if any, thereon, to be paid to M/s Pramod Chauhan & Associates, Cost Accountants (Firm Registration No. 000436), the Cost Auditor, appointed by the Board of Directors, to conduct the audit of cost records of the Company for the financial year ending March 31, 2026."

6. To re-appoint Ms. Renuka Ramnath (DIN:00147182) as an Independent Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT in accordance with the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification 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), Ms. Renuka Ramnath (DIN: 00147182), who was appointed as an Independent Director and holding office as an Independent Director upto July 3, 2025 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 3 (three) consecutive years commencing from July 4, 2025 to July 3, 2028;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. To appoint Secretarial Auditor and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 204 and all other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of 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 based on the recommendation of the Board of Directors of the Company, M/s Chandrasekaran Associates, Company Secretaries (Firm Registration No. P1988DE002500) be and is hereby appointed as Secretarial Auditor of the Company for a term of 5 (five) consecutive years, commencing from the financial year 2025-26 to financial year 2029-30, on such annual remuneration as may be determined by the Board of Directors;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

8. To approve material related party transactions of the Company and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations"), the applicable provisions of Companies Act, 2013 read with rules made thereunder, other applicable laws / statutory provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company's policy on materiality of related party transactions and on dealing with related party transactions and basis the approval of the Audit Committee of the Company and

recommendation of the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded to the Company (or its successor entity) to enter into and / or continue the related party transaction(s) / contract(s) / arrangement(s) / agreement(s) (in terms of Regulation 2(1)(zc)(i) of the Listing Regulations) with JioStar India Private Limited (or its successor entity), as more specifically set out in the explanatory statement to this resolution, on the material terms & conditions set out therein;

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Board and any duly constituted committee empowered to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, and to take all such steps as may be required in this connection including finalising and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

By order of the Board of Directors

Shweta Gupta

Company Secretary and Compliance Officer

Date: June 3, 2025

Registered Office:

First Floor, Empire Complex,
414- Senapati Bapat Marg, Lower Parel, Mumbai, Maharashtra-400013
T: +91 22 4001 9000, 6666 7777
CIN: L65910MH1996PLC280969
Website: www.nw18.com
Email id: investors.n18@nw18.com

NOTES AND SHAREHOLDER INFORMATION:

1. The Ministry of Corporate Affairs ("MCA") has vide its General Circular dated September 19, 2024, read together with circulars dated September 25, 2023, December 28, 2022, May 5, 2022, December 14, 2021, December 8, 2021, January 13, 2021, May 5, 2020, April 13, 2020 and April 8, 2020 (collectively referred to as "**MCA Circulars**") permitted convening the Annual General Meeting ("**AGM**" / "**Meeting**") through Video Conferencing ("**VC**") or Other Audio Visual Means ("**OAVM**"), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 ("**the Act**") read with rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), the AGM of the Company is being held through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. A statement pursuant to the provisions of Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM, is annexed hereto. Further, additional information as required under Listing Regulations is also annexed.
3. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the Company. Since this AGM is being held through VC/OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed hereto.
4. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
5. In terms of the provisions of Section 152 of the Act, Mr. P.M.S. Prasad and Ms. Jyoti Deshpande, Directors of the Company, retire by rotation at the Meeting. The Nomination and Remuneration Committee and the Board of Directors of the Company commend their re-appointment.

Mr. P.M.S. Prasad and Ms. Jyoti Deshpande, Directors of the Company are interested in the Ordinary Resolution set out at Item Nos. 2 and 3 of this Notice with regard to their re-appointment respectively. The relatives of Mr. P.M.S. Prasad and Ms. Jyoti Deshpande may be deemed to be interested in the resolutions set out at Item Nos. 2 and 3 of this Notice respectively, to the extent of their shareholding interest, if

any, in the Company. Save and except the above, 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 set out under Item Nos. 1 to 3 of this Notice.

6. Details of Directors to be appointed/retiring by rotation at this Meeting are provided in the "**Annexure**" to this Notice.

DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:

7. **In compliance with the MCA Circulars and SEBI circulars, Notice of the Annual General Meeting along with the Annual Report for FY 2024-25 is being sent, through electronic mode, to those members whose e-mail addresses are registered with the Company / Registrar and Transfer Agent / Depository Participants (as on Friday, June 6, 2025). Members may note that this Notice and Annual Report for FY 2024-25 is also available on the Company's website at www.nw18.com, websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of Company's Registrar and Transfer Agent, KFin Technologies Limited ("**KFinTech**") at <https://evoting.kfintech.com>, being the agency appointed by the Company for providing e-voting facility for the Meeting.** Further, in terms of the SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024, for other members, who have not registered their email addresses, a letter providing the web-link, including the exact path, where complete details of the Annual Report is available, will be sent to their registered address. **Any shareholder desirous of receiving the hard copy of the same may send a request to the Company at investors.n18@nw18.com.**
8. For receiving all communication (including Annual Report) from the Company electronically:
 - a) Members holding shares in dematerialised mode are requested to register /update their e-mail address with the relevant Depository Participant. National Securities Depository Limited ("**NSDL**") has provided a facility for registration / updation of e-mail address through the link: <https://eservices.nsdl.com/kyc-attributes/#/login>.
 - b) The process to be followed for registration / updation of e-mail address by Members holding shares in physical mode, is given in Note No. 19 in this Notice.

PROCEDURE FOR JOINING THE AGM THROUGH VC /OAVM:

9. The Company will provide VC / OAVM facility to its members for participating at the AGM.

- a) **Members will be able to attend the AGM through VC / OAVM through JioMeet by using their login credentials provided in the accompanying communication.**

Members are requested to follow the procedure given below:

- i) Launch internet browser by typing /clicking on the following link: <https://jioevents.jio.com/network18milagm> (best viewed with Edge 80+, Firefox 78+, Chrome 83+, Safari 13+)
 - ii) Click on "Shareholders CLICK HERE" button.
 - iii) Enter the login credentials (i.e. User ID and password provided in the accompanying communication) and click on "Login".
 - iv) Upon logging in, you will enter the Meeting Room.
- b) Members who do not have or who have forgotten their User ID and Password, may obtain / generate/ retrieve the same for attending the AGM, by following the procedure given in the instructions at Note No.13(C) (vii)(III).
- c) Members who would like to express their views or ask questions during the AGM may register themselves at <https://emeetings.kfintech.com>. **The Speaker Registration will open from Friday, June 13, 2025 to Thursday, June 19, 2025.** Only those members who are registered will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions, depending upon availability of time as appropriate for smooth conduct of the AGM.
- d) All members attending the AGM will have the option to post their comments / queries through a dedicated Chat box that will be available below the Meeting Screen.
- e) Members will be allowed to attend the AGM through VC / OAVM on first come, first served basis.

- f) **Institutional / Corporate members (i.e. other than Individuals, HUFs, NRIs, etc.) are also required to send legible scanned certified true copy (in PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to nw18.scrutiniser@kfintech.com with a copy marked to evoting.network18@kfintech.com. Such authorisation should contain necessary authority in favour of its authorised representative(s) to attend the AGM.**

- g) Facility to join the Meeting shall be opened thirty minutes before the scheduled time of the Meeting and shall be kept open throughout the proceedings of the Meeting.

- h) Members who need assistance before or during the AGM, can contact KFinTech on emeetings@kfintech.com or call on toll free number 1800 309 4001 (from 9:00 a.m. (IST) to 6:00 p.m. (IST) on all working days). Kindly quote your name, DP ID-Client ID / Folio no. and E-voting Event Number ("EVEN") in all your communications.

10. 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 at the AGM.
11. Members attending the AGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
12. Members of the Company under the category of 'Institutional Investors' are encouraged to attend and vote at the AGM.

PROCEDURE FOR 'REMOTE E-VOTING' AND E-VOTING AT THE AGM ("INSTA POLL"):**13. A. E-VOTING FACILITY:**

The Company is providing to its Members, facility to exercise their right to vote on resolutions proposed to be passed at the AGM by electronic means ("**e-voting**"). Members may cast their votes remotely, using an electronic voting system on the dates mentioned herein below ("**remote e-voting**").

Further, the facility for voting through electronic voting system will also be made available at the Meeting ("**Insta Poll**") and Members attending the Meeting who have not cast their vote(s) by remote e-voting will be able to vote at the Meeting through Insta Poll.

The Company has engaged the services of KFinTech as the agency to provide e-voting facility.

The manner of voting, including voting remotely by

- (i) individual members holding shares of the Company in demat mode,
- (ii) members other than individuals holding shares of the Company in demat mode,
- (iii) members holding shares of the Company in physical mode, and (iv) members who have not registered their e-mail address, is explained in the instructions given under C and D herein below:

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

Commencement of remote e-voting	: 9:00 a.m. (IST) on Sunday, June 29, 2025
End of remote e-voting	: 5:00 p.m. (IST) on Wednesday, July 2, 2025

The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by KFinTech upon expiry of the aforesaid period.

Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his / her / its shareholding in the paid-up equity share capital of the Company as on the cut-off date, i.e., Thursday, June 26, 2025 ("Cut-off Date").

The Board of Directors of the Company has appointed Mr. B. Narasimhan, a Practicing Company Secretary (Membership No.: FCS-1303), Proprietor, BN & Associates, Company Secretaries or failing him Mr. Venkataraman K, a Practicing Company Secretary (Membership No.: ACS-8897), Partner, BNP & Associates, Company Secretaries as Scrutiniser to scrutinise the remote e-voting and Insta Poll process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutiniser's decision on the validity of the votes cast through remote e-voting and Insta Poll shall be final.

B. INFORMATION AND INSTRUCTIONS RELATING TO REMOTE E-VOTING / E-VOTING AT THE MEETING (INSTA POLL):

- i) **The members who have cast their vote(s) by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the Meeting.**
- ii) **Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.**
- iii) A member can opt for only single mode of voting, i.e., through remote e-voting or voting at the Meeting (Insta Poll). If a Member casts vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the Meeting shall be treated as "INVALID".
- iv) **A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off Date, only shall be entitled to avail the facility of remote e-voting or for participation at the AGM and voting through Insta Poll. A person who is not a member as on the Cut-off Date, should treat this Notice for information purpose only.**
- v) The Company has opted to provide the same electronic voting system at the Meeting, as used during remote e-voting, and the said facility shall be operational till all the resolutions proposed in this Notice are considered and voted upon at the Meeting and may be used for voting only by the members holding shares as on the Cut-off Date who are attending the Meeting and who have not already cast their vote(s) through remote e-voting.

C. REMOTE E-VOTING:

vi) INFORMATION AND INSTRUCTIONS FOR REMOTE E-VOTING BY INDIVIDUAL MEMBERS HOLDING SHARES OF THE COMPANY IN DEMAT MODE

As per the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, as amended, all **"individual shareholders holding shares of the Company in demat mode"** can cast their vote by way of single login credential, through their demat accounts/ websites of Depositories / Depository Participant(s). The procedure to login and access remote e-Voting, as devised by the Depositories / Depository Participant(s) is given below:

PROCEDURE TO LOGIN THROUGH WEBSITES OF DEPOSITORIES

National Securities Depository Limited ("NSDL")	Central Depository Services (India) Limited ("CDSL")
1. Users already registered for IDeAS e-Services facility of NSDL may follow the following procedure: <ol style="list-style-type: none"> Type in the browser / Click on the following e-Services link: https://eservices.nsdl.com Click on the button "Beneficial Owner" available for login under "IDeAS" section. A new page will open. Enter your User ID and Password for accessing IDeAS. On successful authentication, you will enter your IDeAS service login. Click on "Access to e-voting" under Value Added Services on the panel available on the left hand side. You will be able to see Company Name "Network18 Media & Investments Limited" on the next screen. Click on the e-Voting link available against Network18 Media & Investments Limited or select e-Voting service provider "KFinTech" and you will be re-directed to e-voting page of KFinTech to cast your vote without any further authentication. 	1. Users already registered for Easi / Easiest facility of CDSL may follow the following procedure: <ol style="list-style-type: none"> Type in the browser / Click on any of the following links: https://web.cdslindia.com/myeasitoken/home/login or www.cdslindia.com and click on New System Myeasi / Login to My Easi option under Quick Login (best operational in Internet Explorer 10 or above and Mozilla Firefox). Enter your User ID and Password for accessing Easi / Easiest. You will see Company Name "Network18 Media & Investments Limited" on the next screen. Click on the e-Voting link available against Network18 Media & Investments Limited or select e-Voting service provider "KFinTech" and you will be re-directed to e-voting page of KFinTech to cast your vote without any further authentication.
2. Users not registered for IDeAS e-Services facility of NSDL may follow the following procedure: <ol style="list-style-type: none"> To register, type in the browser / Click on the following e-Service link: https://eservices.nsdl.com Select option "Register Online for IDeAS" available on the left hand side of the page. Proceed to complete registration using your DP ID- Client ID, Mobile Number etc. After successful registration, please follow steps given under Sr. No.1 above to cast your vote. 	2. Users not registered for Easi / Easiest facility of CDSL may follow the following procedure: <ol style="list-style-type: none"> To register, type in the browser / Click on the following link: https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration or https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration Proceed to complete registration using your DP ID- Client ID (BO ID), etc. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.
3. Users may directly access the e-Voting module of NSDL as per the following procedure: <ol style="list-style-type: none"> Type in the browser / Click on the following link: https://www.evoting.nsdl.com/ Click on the button "Login" available under "Shareholder / Member" section. 	3. Users may directly access the e-Voting module of CDSL as per the following procedure: <ol style="list-style-type: none"> Type in the browser / Click on the following link: https://evoting.cdslindia.com/Evoting/EvotingLogin Provide Demat Account Number and PAN.

National Securities Depository Limited (“NSDL”)	Central Depository Services (India) Limited (“CDSL”)
<p>iii. On the login page, enter User ID (i.e.16- character demat account number held with NSDL, starting with IN), Login Type, i.e. through typing Password (in case you are registered on NSDL’s e-voting platform) / through generation of OTP (in case your mobile / e-mail address is registered in your demat account) and Verification Code as shown on the screen.</p>	<p>iii. System will authenticate user by sending OTP on registered Mobile & e-mail as recorded in the Demat Account.</p>
<p>iv. For OTP based login you can click on https://eservices.nsdl.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.</p>	<p>iv. On successful authentication, you will enter the e-voting module of CDSL. Click on the E-voting link available against Network18 Media & Investments Limited or select e-Voting service provider “KFinTech” and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.</p>
<p>v. You will be able to see Company Name: “Network18 Media & Investments Limited” on the next screen. Click on the e-Voting link available against Network18 Media & Investments Limited or select e-Voting service provider “KFinTech” and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.</p>	
<p>Procedure to login through their demat accounts / Website of Depository Participant</p> <p>Individual members holding shares of the Company in Demat mode can access e-Voting facility provided by the Company using login credentials of their demat accounts (online accounts) through their demat accounts / websites of Depository Participants registered with NSDL/CDSL. An option for “e-Voting” will be available once they have successfully logged-in through their respective logins. Click on the option “e-Voting” and they will be redirected to e-Voting modules of NSDL/ CDSL (as may be applicable). Click on the e-Voting link available against Network18 Media & Investments Limited or select e-Voting service provider “KFinTech” and you will be re- directed to the e-Voting page of KFinTech to cast your vote without any further authentication.</p>	
<p>Members who are unable to retrieve User ID/Password are advised to use “Forgot User ID” / “Forgot Password” option available on the websites of Depositories / Depository Participant(s).</p>	
<p>Contact details in case of any technical issue on NSDL Website</p>	<p>Contact details in case of any technical issue on CDSL Website</p>
<p>Members facing any technical issue during login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022-4886 7000 / 1800 102 0990</p>	<p>Members facing any technical issue during login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 210 9911</p>

vii) INFORMATION AND INSTRUCTIONS FOR REMOTE E-VOTING BY (I) MEMBERS OTHER THAN INDIVIDUALS HOLDING SHARES OF THE COMPANY IN DEMAT MODE AND (II) ALL MEMBERS HOLDING SHARES OF THE COMPANY IN PHYSICAL MODE

(I) (A) In case a member receives an e-mail from the Company / KFinTech [for members whose e-mail address is registered with the Company / Depository Participant(s)]:

- (a) Launch internet browser by typing the URL: **https://evoting.kfintech.com**.
- (b) Enter the login credentials (**User ID and password provided in the e-mail**). The E-Voting Event Number+Folio No. or DP ID- Client ID will be your User ID. If you are already registered with KFinTech for e-voting, you can use the existing password for logging-in. If required, please visit **https://evoting.kfintech.com/** or contact toll- free number 1800 309 4001 (from 9:00 a.m. (IST) to 6:00 p.m. (IST) on all working days) for assistance on your existing password.
- (c) After entering these details appropriately, click on **"LOGIN"**.
- (d) You will now reach Password Change Menu wherein you are required to mandatorily change your password upon logging-in for the first time. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it.

It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

- (e) You need to login again with the new credentials.
- (f) On successful login, the system will prompt you to select the E-Voting Event Number (EVEN) for Network18 Media & Investments Limited.
- (g) On the voting page, enter the number of shares as on the Cut- off Date under either "FOR" or "AGAINST"

or alternatively, you may partially enter any number under "FOR" / "AGAINST", but the total number under "FOR"/ "AGAINST" taken together should not exceed your total shareholding as on the Cut-off Date. You may also choose to "ABSTAIN" and vote will not be counted under either head.

- (h) Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios/ demat accounts.
- (i) Voting has to be done for each item of this Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as "ABSTAINED".
- (j) You may then cast your vote by selecting an appropriate option and click on "SUBMIT".
- (k) A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify.
- (l) Once you confirm, you will not be allowed to modify your vote.
- (m) Body Corporates / Institutional members (i.e. other than individuals, HUF, NRI, etc.) are requested to send a legible scanned certified true copy in PDF Format) of the Board Resolution / Power of Attorney / Authority letter, etc. together with attested specimen signature of the duly authorised representative(s) to the Scrutiniser at e-mail id: nw18.scrutiniser@kfintech.com with a copy marked to evoting.network18@kfintech.com. Such authorisation shall contain necessary authority for voting by its authorised representative(s). It is also requested to upload the same in the e-voting module in their login. The naming format of the aforesaid legible scanned document shall be "Corporate Name EVEN".

(B) In case of a Member whose e-mail address is not registered / updated with the Company / KFinTech / Depository Participant(s), please follow the following steps to generate your login credentials:

- (a) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update the same by writing to the Company with details of folio number and attaching form ISR-1 available on the Company's website at www.nw18.com or e-mail at investors.n18@nw18.com or to KFinTech at nwminvestor@kfintech.com.

- (b) Members holding shares in dematerialised mode who have not registered their e-mail address with their Depository Participant(s) are requested to register / update their e-mail address with the Depository Participant(s) with which they maintain their demat accounts.
- (c) After due verification, the Company / KFinTech will forward your login credentials to your registered e-mail address.
- (d) Follow the instructions at I (A)(a) to (m) to cast your vote.

II. Members can also update their mobile number and e-mail address in the "user profile details" in their e-voting login on <https://evoting.kfintech.com/>

III. Any person who becomes a member of the Company after dispatch of this Notice of the Meeting and holding shares as on the Cut-off Date / any member who has forgotten the User ID and Password, may obtain / generate / retrieve the same from KFinTech in the manner as mentioned below:

- (a) If the mobile number of the Member is registered against his/her/its Folio No. / DP ID- Client ID

In case the shares are held in electronic form: The member may send SMS: MYEPWD <space> DP ID- Client ID to 9212993399

Example for NSDL: MYEPWD <SPACE> IN12345612345678

Example for CDSL: MYEPWD <SPACE> 1402345612345678

In case the shares are held in physical mode: The member may send SMS: MYEPWD <space> E-Voting Event Number+ Folio No. to 9212993399

Example for Physical MYEPWD<SPACE> XXXX123456789

- (b) If e-mail address or mobile number of the member is registered against Folio No. / DP ID-Client ID, then on the home page of KFinTech's website <https://evoting.kfintech.com/>, the Member may click "Forgot Password" and enter Folio No. or DP ID-Client ID and PAN to generate a password.

- (c) Member may call on KFinTech's toll free number 1800 309 4001 (from 9.00 a.m. (IST) to 6:00 p.m. (IST) on all working days).
- (d) Member may send an e-mail request to evoting.network18@kfintech.com. After due verification of the request, User ID and password will be sent to the member.
- (e) If the member is already registered with KFinTech's e-voting platform, then he / she / it can use his / her / its existing password for logging in.

IV. In case of any query on e-voting, members may refer to the "Help" and "FAQs" sections/ E-voting user manual available through a dropdown menu in the "Downloads" section of KFinTech's website for e-voting: <https://evoting.kfintech.com/> or contact KFinTech as per the details given under Note No. 13(E).

D. INSTA POLL

(viii) INFORMATION AND INSTRUCTIONS FOR INSTA POLL:

Facility to vote through Insta Poll will be made available on the Meeting page (after you log into the Meeting) and will be activated once the Insta Poll is announced at the Meeting. An icon, "Vote", will be available at the bottom left on the Meeting Screen. Once the voting at the Meeting is announced by the Chairman, members who have not cast their vote using remote e-voting will be able to cast their vote by clicking on this icon.

E. CONTACT DETAILS FOR ASSISTANCE ON E- VOTING:

Members are requested to note the following contact details for addressing e-voting related grievances:

Mr. V. Balakrishnan, Vice President
KFin Technologies Limited
Selenium, Tower B,
Plot 31-32, Gachibowli, Financial District,
Nanakramguda, Hyderabad – 500032
Toll-free No.: 1800 309 4001
(from 9:00 a.m. (IST) to 6:00 p.m. (IST) on all working days)
E-mail: evoting.network18@kfintech.com

F. E-VOTING RESULT:

- ix) The Scrutiniser will, after the conclusion of e- voting at the Meeting, scrutinise the votes cast at the Meeting (Insta Poll) and votes cast through remote e-voting, make a consolidated Scrutiniser's Report and submit the same to the Chairman or

any person authorised by him. The result of e-voting will be declared on or before Saturday, July 5, 2025 and the same, along with the consolidated Scrutiniser's Report, will be placed on the website of the Company: www.nw18.com and on the website of KFinTech at: <https://evoting.kfintech.com>. The result will simultaneously be communicated to the Stock Exchanges and will also be displayed at the registered office of the Company.

- x) **Subject to receipt of requisite number of votes, the Resolutions proposed in this Notice shall be deemed to be passed on the date of the Meeting, i.e. Thursday July 3, 2025.**
- xi) **Members are requested to carefully read all the Notes set out herein and in particular, instructions for joining the Meeting and manner of casting vote through remote e-voting or e-voting at the Meeting (Insta Poll).**

PROCEDURE FOR INSPECTION OF DOCUMENTS:

14. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in this Notice will be available, electronically, for inspection by the Members during the AGM.

All the documents referred to in this Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM.

Members seeking to inspect such documents can send an e-mail to investors.n18@nw18.com mentioning his / her / its folio number / DP ID and Client ID.

15. Members seeking any information with regard to the accounts or any matter to be considered at the AGM, are requested to write to the Company on or before Thursday, June 26, 2025 by sending e-mail on investors.n18@nw18.com. The same will be replied by the Company suitably.

IEPF RELATED INFORMATION:

16. The Company has transferred the unpaid or unclaimed dividends and other unclaimed amounts, which remained unpaid or unclaimed for a period of 7 years and are required to be transferred under IEPF Rules, to the Investor Education and Protection Fund (IEPF). Further, the Company had, during

the Financial Year 2017-18, transferred corresponding equity shares in respect of which dividend (which was declared by the Company in the financial year 2007-08) was lying unpaid or unclaimed by members for seven consecutive years or more, to IEPF Authority, pursuant to Section 124(6) of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016. Members are advised to visit the web-link: <https://www.nw18.com/notice#network18> to ascertain details of shares and unclaimed amounts transferred to the IEPF Authority.

The claimant whose shares / unclaimed amounts are lying in IEPF can claim the same from IEPF Authority by making an application in Form IEPF-5 online on the website <https://www.iepf.gov.in> and by complying with requisite procedure. To know in detail about the procedure for claiming such dividend / shares, please contact the Company's RTA at nwminvestor@kfintech.com or write a letter to RTA, KFin Technologies Limited, Selenium, Tower B, 6th floor, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032.

OTHER INFORMATION:

17. As mandated by Securities and Exchange Board of India ("SEBI"), securities of the Company can be transferred / traded only in dematerialised form. Members holding shares in physical form are advised to avail the facility of dematerialisation.
18. Members are advised to exercise diligence and obtain statement of holding periodically from the concerned Depository Participant and verify the holdings from time to time.
19. Members are requested to intimate / update changes, if any, in postal address, e-mail address, mobile number, PAN, nomination, bank details such as name of the bank and branch, bank account number, IFS Code etc.
 - ❖ **For shares held in electronic form:** To their Depository Participant for making necessary changes, NSDL has provided a facility for registration / updation of e-mail address through the link: <https://eservices.nsdl.com/kyc-attributes/#/login> and opt-in / opt-out of nomination through the link: <https://eservices.nsdl.com/instademat-kyc-nomination/#/login>.
 - ❖ **For shares held in physical form:** By submitting to KFinTech the forms given below along with requisite supporting documents:

Sr. Particulars No.	Form
1. Registration of PAN, postal address, e-mail address, mobile number, Bank Account Details or changes /updatation thereof	ISR-1
2. Confirmation of Signature of member by the Banker	ISR-2
3. Registration of Nomination	SH-13
4. Cancellation or Variation of Nomination	SH-14
5. Declaration to opt out of Nomination	ISR-3

Any service request shall be entertained by KFinTech only upon registration of the PAN and KYC details.

20. Non-Resident Indian members are requested to inform the Company / KFinTech (if shareholding is in physical form) / respective DPs (if shareholding is in demat mode), immediately of change in their residential status on return to India for permanent settlement.
21. Members may please note that the Listing Regulations mandates transfer, transmission and transposition of securities of listed companies held in physical form shall be processed only in demat mode. Further, 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 dematerialised form only while processing service requests, viz., issue of duplicate securities certificate; claim from unclaimed suspense account /suspense escrow demat account; renewal/ exchange of securities certificate; endorsement; sub- division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Accordingly, members are requested to make service requests for issue of duplicate securities

certificate; claim from unclaimed suspense account / suspense escrow demat account; renewal/ exchange of securities certificate etc., by submitting a duly filled and signed Form ISR-4 and ISR-5 along with requisite supporting documents to KFinTech as per the requirement of the aforesaid circular.

The aforesaid forms can be downloaded from the Company's website at <https://www.nw18.com/notice#network18> and is also available on the website of KFinTech at <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>.

All aforesaid documents/requests should be submitted to KFinTech, at the address mentioned under Note No. 13.E. above.

22. SEBI vide its Circular dated July 31, 2023 issued guidelines for members to resolve their grievances by way of Online Dispute Resolution ('ODR') through a common ODR portal.

Members are requested to first take up their grievance, if any, with KFinTech, Registrar and Transfer Agent of the Company. If the grievance is not redressed satisfactorily, the member may escalate the same through: i) SCORES Portal in accordance with the SCORES guidelines, and ii) if the member is not satisfied with the outcome, dispute resolution can be initiated through the ODR Portal at <https://smartodr.in/login>.

23. Members are requested to fill in and send the feedback form available on Company's website www.nw18.com.
24. Members who hold shares in physical form in multiple folios in identical names or joint accounts in the same order of names are requested to send the share certificates to KFinTech for consolidation into a single folio.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

The following Statement sets out all material facts relating to the special business proposed in this Notice:

ITEM NO.4: TO APPROVE CONTINUATION OF MR. P.M.S. PRASAD (DIN:00012144) AS A NON-EXECUTIVE DIRECTOR, LIABLE TO RETIRE BY ROTATION, NOTWITHSTANDING HIS ATTAINING THE AGE OF SEVENTY-FIVE YEARS

In terms of the Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations"), no listed company shall appoint or continue the appointment of a Non-Executive Director, who has attained the age of seventy-five years, unless a special resolution is passed by the Members to that effect. Further, the listed entity shall ensure compliance with the above, at any time prior to the non-executive director attaining the age of seventy-five years.

Mr. P.M.S. Prasad, if appointed as a Non-Executive Director on passing of the resolution at Item No. 2, would retire by rotation in the Annual General Meeting ("AGM") to be held in the year 2027. Mr. P.M.S. Prasad, will be attaining the age of seventy-five years in February, 2027. Accordingly, approval of the Members by way of Special Resolution will be required for continuation of Mr. P.M.S. Prasad as a Non-Executive Director post his attaining the age of seventy-five years in February, 2027.

Mr. P.M.S. Prasad is a highly accomplished professional with a proven track record of driving business growth, leading high-performing cross-functional teams, and delivering exceptional results in fast-paced and dynamic environments. He has been with Reliance for more than 40 years, holding various senior positions in the Fibres, Petrochemicals, Refining & Marketing, Exploration & Production and New Energy businesses of Reliance.

Considering his rich and varied experience and considerable expertise, it would be in the interest of the Company to continue to avail his services as Non-Executive Director, notwithstanding attaining the age of 75 years.

The Nomination and Remuneration Committee ("NRC") has recommended to the Board of Directors, the continuation of Mr. P.M.S. Prasad as a Non-Executive Director, liable to retire by rotation, notwithstanding his attaining the age of 75 years. Based on the recommendation of the NRC, and considering his background and experience, the Board of Directors also recommended to the Members, his continuation as Non-Executive Director, liable to retire by rotation, notwithstanding his attaining the age of seventy-five years.

Accordingly, approval of the Members is sought for continuation of directorship of Mr. P.M.S. Prasad as Non-Executive Director, liable to retire by rotation, notwithstanding his attaining the age of seventy-five years.

Mr. P.M.S. Prasad is interested in the resolution set out at Item No. 4 of this Notice with regard to his continuation of directorship. Relatives of Mr. P.M.S. Prasad may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives, are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of this Notice.

The Board commends the Special Resolution set out at Item No. 4 of this Notice for approval by the Members.

ITEM NO. 5: TO RATIFY THE REMUNERATION OF COST AUDITOR FOR THE FINANCIAL YEAR ENDING MARCH 31, 2026

The Board of Directors has on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s Pramod Chauhan & Associates, Cost Accountants (Firm Registration No. 000436), as Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending March 31, 2026 as set out in the resolution.

In accordance with the provisions of Section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor as recommended by the Audit Committee and approved by the Board of Directors, is required to be ratified by the members of the Company.

Accordingly, ratification by the members is sought for the remuneration payable to the Cost Auditor by passing an Ordinary Resolution as set out at Item No. 5 of this Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.5 of the Notice.

The Board of Directors commends the Ordinary Resolution set out at Item No. 5 of this Notice for ratification by the members.

ITEM NO.6: TO RE-APPOINT MS. RENUKA RAMNATH (DIN:00147182) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

Ms. Renuka Ramnath was appointed as an Independent Director of the Company for a term of 1 (one) year with effect from July 4, 2024, keeping in view her request that she will be able to hold this position for a period of one year due to her other commitments thereafter. She has now informed Company that she can continue as Independent Director for another term of 3 years.

Under the Companies Act, 2013, an independent director can serve for a maximum of two consecutive terms of upto five years each.

The Nomination and Remuneration Committee, on the basis of the report of performance evaluation, recommended to the Board of Directors, the re-appointment of Ms. Renuka Ramnath as an Independent Director for a second term of 3 years on the Board of the Company.

The Board of Directors, based on performance evaluation and as per the recommendations of the Nomination and Remuneration Committee, considers that, given her background and experience and contributions made by her during her tenure, the continued association of Ms. Renuka Ramnath would be beneficial to the Company and it is desirable to continue to avail her services as Independent Director. Accordingly, it is proposed to re-appoint Ms. Renuka Ramnath as an Independent Director of the Company, not liable to retire by rotation, for second term of 3 (three) consecutive years commencing from July 4, 2025 to July 3, 2028 on the Board of the Company.

Ms. Renuka Ramnath is qualified to be appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. The Company has also received a declaration from Ms. Renuka Ramnath that she meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and that she is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority.

The Company has also received a notice under Section 160 of the Act, from a member proposing the candidature of Ms. Renuka Ramnath for the office of Independent Director of the Company.

In the opinion of the Board of Directors, Ms. Renuka Ramnath fulfils the conditions for her re-appointment as an Independent Director as specified in the Act and the Listing Regulations. Ms. Renuka Ramnath is independent of the management and possesses appropriate skills, experience, knowledge and capabilities, required for the role of Independent Director. Considering her extensive knowledge and experience in finance, re-appointment of Ms. Renuka Ramnath as an Independent Director is in best interest of the Company.

Details of Ms. Renuka Ramnath pursuant to the provisions of (i) Listing Regulations; and (ii) Secretarial Standard on General Meetings ("SS- 2"), issued by the Institute of Company Secretaries of India, are provided in the "Annexure" to this Notice.

In accordance with the provisions of Sections 149 read with Schedule IV of the Act and other applicable provisions of the Act, and in terms of Regulation 25(2A) of the Listing Regulations, re-appointment of Ms. Renuka Ramnath as an Independent Director requires the approval of members of the Company by passing a special resolution.

Accordingly, the approval of members is sought for the re-appointment of Ms. Renuka Ramnath as an Independent Director of the Company.

Copy of the draft letter of appointment to be issued to Ms. Renuka Ramnath setting out the terms and conditions of appointment is available for inspection by the members electronically. Members seeking to inspect the same can send an email to investors.n18@nw18.com.

Ms. Renuka Ramnath is interested in the resolution set out at Item No. 6 of this Notice with regard to her re-appointment. Relatives of Ms. Renuka Ramnath may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives, are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No.6 of the Notice.

The Board of Directors commends the Special Resolution set out at Item No. 6 of this Notice for approval by the members.

ITEM NO. 7: TO APPOINT SECRETARIAL AUDITOR

Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 ("Listing Regulations") requires every listed entity to appoint a peer reviewed Company Secretary or a Firm of Company Secretary(ies) as a Secretarial Auditor on the basis of recommendation of the Board of the Directors.

The Board of Directors of the Company ("Board"), at its meeting held on April 18, 2025 has, based on the recommendation of the Audit Committee, recommended to the Members of the Company, appointment of M/s. Chandrasekaran Associates, Company Secretaries (Firm Registration No. P1988DE002500), as Secretarial Auditor for a term of 5 (five) consecutive financial years, commencing from the financial year 2025-26 to the financial year 2029-30 on such annual remuneration as may be determined by the Board of Directors of the Company.

M/s. Chandrasekaran Associates, Company Secretaries ("CACS"), is a firm of Company Secretaries having professional experience spanning over more than 36 years specializing in Secretarial Audit, Due Diligence, Assurance Audit, Corporate Compliance Management, Representation services and Transaction Advisory Services to the Corporate world on various matters.

CACS has been Secretarial Auditor to reputed multinational companies, listed companies including part of NIFTY50 / SENSEX and large corporate houses in various sectors such as Information Technology, Telecom, Manufacturing, Real Estate, Insurance, Fast Moving Consumer Goods, Hotel, Travel, Food, Hospital, Pharma, Media, Tobacco, Housing Finance, Banking, REIT, INVITS etc.

CACS has consented to its appointment as Secretarial Auditor and has confirmed that if appointed, its appointment will be in accordance with Regulation 24A of the Listing Regulations and it has not incurred any of the disqualifications as specified by the Securities and Exchange Board of India ("SEBI") in this regard. CACS has also provided confirmation that it has subjected itself to the peer review process of the Institute of Company Secretaries of India (ICSI) and holds a valid certificate issued by the 'Peer Review Board' of the ICSI.

The remuneration paid to CACS for acting as the Secretarial Audit of the Company in each of the five financial years shall be fixed by the Board of Directors of the Company.

Accordingly, members are requested to approve the appointment of M/s Chandrasekaran Associates, Company Secretaries, as Secretarial Auditor of the Company for a term 5 (five) consecutive financial years, commencing from the financial year 2025-26 to the financial year 2029-30.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

The Board of Directors commends the Ordinary Resolution set out at Item No. 7 of this Notice for approval by the members.

ITEM NO. 8: TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS OF THE COMPANY

The Company is, *inter-alia*, engaged in the media business and it broadcasts general news channels in Hindi, English and other regional languages and business news channels in Hindi, English and Gujarati. The Company also houses a portfolio of digital news websites and magazines. The annual consolidated turnover of the Company for the financial year ended March 31, 2025 was ₹ 6,888 crore (excluding duties and taxes).

In furtherance of its business activities, the Company has entered into / will enter into transactions / contract(s) / agreement(s) / arrangement(s) with related parties in terms of Regulation 2(1)(zc) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

All related party transactions of the Company are at arm's length and in the ordinary course of business.

The Company has a well-defined governance process for the related party transactions undertaken by it. These transactions are independently reviewed by the Statutory Auditors for arm's length consideration and the findings are presented to the Audit Committee.

Further, all related party transactions of the Company are undertaken after obtaining prior approval of the Audit Committee. Two out of three members of the Audit Committee of the Company are independent directors. The related party transactions as set out in this Notice have been unanimously approved by the Audit Committee after satisfying itself that the related party transactions are at arm's length and in the ordinary course of business. The Audit Committee of the Company reviews on a quarterly basis, the details of all related party transactions entered into by the Company during the previous quarter, pursuant to its approvals.

In accordance with Regulation 23 of the Listing Regulations, approval of the members is sought for related party transactions which in a financial year, exceed the lower of (i) Rs. 1,000 crore; and (ii) 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

Accordingly, the approval of the members is sought for material related party transactions of the Company with JioStar India Private Limited (JIPL).

JIPL offers its own channels and the channels of the Company as combined bouquet as well as on an a-la-carte basis to DPOs (Distributor Platform Operators). The DPOs pay subscription charges to JIPL and JIPL in turn pays to the Company, the subscription charges attributable to the Company's channels.

The Company also receives from JIPL advertising revenue for the marketing campaigns that JIPL runs on the Company's channels / platforms, revenue from international markets, revenue for managing up-linking of select JIPL channels, and other revenue in regular course of business.

The Company pays to JIPL fees attributable to the Company's channels, which is paid by JIPL to the DPOs, for placement and other services (which are commonly provided by DPOs in the industry) by the DPOs as per the agreement(s) entered into between JIPL and the DPOs. Further, the Company also pays a nominal commission to JIPL for managing the television distribution business. In addition, the Company also incurs cost for running advertising campaigns on JIPL's channels / platforms and other costs in the regular course of business.

Approval of the members of the Company is sought for the above transactions with JIPL as more specifically set out in the Table below. The values of related party transactions specified in the Table below exclude duties and taxes.

In addition to the transactions set out in the Table below, approval of the members is also sought for any other transactions between the parties for transfer of resources, services and obligations in the ordinary course of business, on arm's length basis and in compliance with applicable laws, as approved by the Audit Committee. The values of such additional transactions are included in the values set out in the Table below.

The value of transactions with JIPL for the period commencing from April 01, 2025 till the date of this Notice has not exceeded the materiality threshold and is not likely to exceed the materiality threshold till the approval of these transactions by the members.

In the case of any restructuring of the Company or JIPL resulting in transfer of the business carried on by these entities to successor entities, the approval of the shareholders pursuant to the Ordinary Resolution proposed in this Notice shall be deemed to be approval for these transactions with or between such successor entities.

Details of the transactions as required under Section III-B of SEBI Master Circular bearing reference number SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, are set out below:

Sr. No.	Description	Details
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<p>Name of the Related Party – JioStar India Private Limited (JIPL)</p> <p>Relationship: JIPL is a fellow subsidiary of the Company as per the Indian Accounting Standards.</p> <p>JIPL is engaged in the business of television broadcasting and production, digital streaming, and acquisition & distribution of motion pictures.</p>
2.	Name of Director(s) or Key Managerial Personnel who is related, if any	Not Applicable
3.	Type, tenure, material terms and particulars	<p>i. JIPL offers its own channels and the channels of the Company as combined bouquet as well as on an a-la-carte basis to DPOs. The DPOs pay subscription charges to JIPL and JIPL in turn pays to the Company, the subscription charges attributable to the Company's channels.</p> <p>The Company also receives from JIPL advertising revenue for the marketing campaigns that JIPL runs on the Company's channels / platforms, revenue from international markets, revenue for managing up-linking of select JIPL channels, and other revenue in regular course of business.</p> <p>ii. The Company pays to JIPL fees attributable to the Company's channels, which is paid by JIPL to the DPOs, for placement and other services (which are commonly provided by DPOs in the industry) by the DPOs as per the agreement(s) entered into between JIPL and the DPOs. Further, the Company also pays a nominal commission to JIPL for managing the television distribution business. In addition, the Company also incurs cost for running advertising campaigns on JIPL's channels / platforms and other costs in the regular course of business.</p> <p>The above transactions are in accordance with commercial agreements and applicable regulations of the Telecom Regulatory Authority of India. Approval of the members is being sought for aforesaid and allied transactions for five financial years i.e., from FY 2025-26 to FY 2029-30.</p>
4.	Value of transactions	<p>(i) The Company estimates that the monetary value for transactions at 3(i) above and allied transactions (a) for FY2025-26 to be up to Rs. 550 crore; and (b) in each of the 4 subsequent financial years from FY 2026-27 to FY 2029-30 to be up to Rs. 650 crore.</p> <p>(ii) The Company estimates that the monetary value for transactions at 3(ii) above and allied transactions (a) for FY2025-26 to be up to Rs. 400 crore; and (b) in each of the 4 subsequent financial years from FY 2026-27 to FY 2029-30 to be up to Rs. 450 crore.</p>
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	<p>i. The estimated transaction value at 4(i) above for FY 2025-26 represents 7.99% of the annual consolidated turnover of the Company for FY2024-25.</p> <p>ii. The estimated transaction value at 4(ii) above for FY 2025-26 represents 5.81% of the annual consolidated turnover of the Company for FY2024-25.</p>

Sr. No.	Description	Details
6.	Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable
7.	Justification as to why the RPT is in the interest of the listed entity	The Company is one of India's largest news broadcasters with a portfolio of 20 channels while JIPL is one the largest entertainment and sports broadcasters in the country with a portfolio of over 100 TV channels including leading channels like Star Plus, Colors, Star Gold, Star Sports and regional channels across the country. Assigning distribution rights to JIPL allows bundling of Network18 channels with JIPL channels, helping Network18 gain a wide audience reach. It also helps provide a wholesome content offering to consumers with a mix of entertainment and news channels. JIPL manages the entire end-to-end distribution related services including execution of agreements with DPOs, billing, invoicing, revenue collection, regulatory compliance and other such activities. Both the companies operate in the Media and Entertainment industry and the transactions complement each other's businesses. Similarly, the technical and up-linking services optimises the resources and support the respective businesses.
8.	Any valuation or other external report relied upon by the listed entity in relation to the transaction	Not Applicable
9.	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said transactions.

Pursuant to Regulation 23 of the Listing Regulations, Members may also note that no related party of the Company shall vote to approve the Ordinary Resolution set out at Item No. 8 whether the entity is a related party to the particular transaction or not.

The Board commends the Ordinary Resolution set out at Item No. 8 of the Notice for approval by the Members

By order of the Board of Directors

Shweta Gupta
Company Secretary & Compliance Officer

Date: June 3, 2025

Registered Office:

First Floor, Empire Complex,
414- Senapati Bapat Marg, Lower Parel, Mumbai, Maharashtra - 400013
T: +91 22 4001 9000, 6666 7777
CIN: L65910MH1996PLC280969
Website: www.nw18.com
Email id: investors.n18@nw18.com

ANNEXURE TO THE NOTICE DATED JUNE 03, 2025**DETAILS OF DIRECTORS RETIRING BY ROTATION / SEEKING RE-APPOINTMENT AT THE MEETING:**

1	Name of the Director	Mr. P.M.S. Prasad	Ms. Jyoti Deshpande
2	Director Identification Number (DIN)	00012144	02303283
3	Designation	Non-Executive Director	Non-Executive Director
4	Age	73 Years	54 years
5	Qualifications	<ul style="list-style-type: none"> Bachelor's Degrees in Science from Osmania University (Hyderabad) and in Engineering from Anna University (Chennai) 	<ul style="list-style-type: none"> Bachelor's degree in Commerce and Economics from Mumbai University Master's degree in Business Administration (MBA) from SPJIMR, Mumbai University
6	Experience (including expertise in specific functional areas) / Brief Resume	Vast experience in strategic planning and project steering. Please visit Company's website www.nw18.com for detailed profile.	Vast experience in media and entertainment across advertising, media consulting, television and film. Please visit Company's website www.nw18.com for detailed profile.
7	Terms and Conditions of appointment / re- appointment	In terms of Section 152(6) of the Companies Act, 2013, Mr. P.M.S. Prasad who was re-appointed as Non-Executive Director of the Company by the shareholders on September 29, 2022, is liable to retire by rotation.	In terms of Section 152(6) of the Companies Act, 2013, Ms. Jyoti Deshpande who was re-appointed as Non-Executive Director of the Company by the shareholders on September 5, 2023, is liable to retire by rotation.
8	Remuneration last drawn (including sitting fees, if any) 2024-25	Rs. 12 lakhs (sitting fees)	Rs. 6 lakhs (sitting fees)
9	Remuneration proposed to be paid	He shall receive fees for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board of Directors and reimbursement of expenses for participating in the Board and other meetings.	She shall receive fees for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board of Directors, reimbursement of expenses for participating in the Board and other meetings.
10	Date of first appointment on the Board	January 14, 2017	March 21, 2018
11	Shareholding in the Company including shareholding as a beneficial owner as on March 31, 2025	Nil	Nil
12	Relationship with other Directors / Key Managerial Personnel	Not related to any Directors / Key Managerial Personnel of the Company	Not related to any Directors / Key Managerial Personnel of the Company
13	Number of meetings of the Board attended during the financial year 2024-25	6 out of 6 meetings held	6 out of 6 meetings held
14	Directorships of other Boards as on March 31, 2025	1. Reliance Commercial Dealers Limited 2. Reliance Industries Limited 3. Studio 18 Media Private Limited 4. Reliance BP Mobility Limited	1. Saavn Media Limited 2. India Cast Media Distribution Private Limited 3. Balaji Telefilms Limited

15	Membership / Chairmanship of Committees of other Boards as on March 31, 2025	Reliance Industries Limited Environment, Social and Governance Committee - Member Risk Management Committee - Member Rights Issue Committee – Member Studio 18 Media Private Limited Corporate Social Responsibility Committee - Member Reliance BP Mobility Limited Corporate Social Responsibility Committee - Chairman	None
16	Listed Companies from which the Director has resigned in the past three years	None	None

ANNEXURE TO THE NOTICE DATED JUNE 03, 2025
DETAILS OF DIRECTORS RETIRING BY ROTATION / SEEKING RE-APPOINTMENT AT THE MEETING:

1	Name of the Director	Ms. Renuka Ramnath
2	Director Identification Number (DIN)	00147182
3	Designation	Independent Director
4	Age	63 years
5	Qualifications	<ul style="list-style-type: none"> Graduate degree in textile engineering from V.J. Technological Institute (VJTI), University of Mumbai Post graduate degree in management studies from University of Mumbai Advance Management Program from the Graduate School of Business Administration, Harvard University
6	Experience (including expertise in specific functional areas) / Brief Resume	Vast experience in investment banking, structured finance and e-commerce. Please visit Company's website www.nw18.com for detailed profile.
7	Terms and Conditions of appointment / re- appointment	As per the resolution set out at Item no. 6 of this Notice read with statement pursuant to Section 102 of the Companies Act, 2013, Ms. Renuka Ramnath is proposed to be re-appointed as an Independent Director for second term.
8	Remuneration last drawn (including sitting fees, if any) 2024-25	₹ 8 lakhs (sitting fees)
9	Remuneration proposed to be paid	She shall receive fees for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board of Directors, reimbursement of expenses for participating in the Board and other meetings.
10	Date of first appointment on the Board	July 4, 2024
11	Shareholding in the Company including shareholding as a beneficial owner as on March 31, 2025	Nil

12	Relationship with other Directors / Key Managerial Personnel	Not related to any Directors / Key Managerial Personnel of the Company
13	Number of meetings of the Board attended during the financial year 2024-25	4 out of 5 (meetings held since her appointment on the Board)
14	Directorships of other Boards as on March 31, 2025	<ol style="list-style-type: none"> 1. PVR Inox Limited 2. Vastu Housing Finance Corporation Limited 3. Multiples Alternate Asset Management Private Limited 4. Multiples Equity Fund Trustee Private Limited 5. Zenex Animal Health India Private Limited 6. TI Clean Mobility Private Limited 7. Svatantra Microfin Private Limited 8. Qburst Software Services Private Limited 9. Qburst Technologies Private Limited 10. Multiples Good Faith Foundation 11. Quantiphi, Inc. 12. Peoplestrong Technologies Private Limited (she resigned on April 15, 2025)
15	Membership / Chairmanship of Committees of other Boards as on March 31, 2025	PVR Inox Limited Nomination and Remuneration Committee - Member Multiples Alternate Asset Management Private Limited Corporate Social Responsibility Committee – Chairperson
16	Listed Companies from which the Director has resigned in the past three years	Arvind Limited (resigned w.e.f. May 18, 2022) Tata Communications Limited (Ceased on December 8, 2024)

SHAREHOLDER INFORMATION

Day, Date and Time of the AGM	Thursday, July 3, 2025 at 4:00 p.m.(IST)
Mode	Video Conference (VC)/Other Audio-Visual Means (OAVM)
Link for participation in AGM electronically	https://jioevents.jio.com/network18milagm Members can login from 3:30 p.m (IST) on the date of AGM.
Registration as Speaker Shareholder at the AGM	The Speaker Registration will open from Friday, June 13, 2025 to Thursday, June 19, 2025 . Members who would like to express their views or ask questions during the AGM may register themselves at https://emeetings.kfintech.com
Cut-off date to determine the members who shall be entitled to vote and attend the AGM	Thursday, June 26, 2025

E-voting period	Sunday, June 29, 2025 at 9.00 a.m. (IST) to Wednesday, July 2, 2025 till 5.00 p.m. (IST)
Registrar and Transfer Agent - Contact details	KFin Technologies Limited Selenium, Tower B, 6 th floor, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 Email: nwminvestor@kfintech.com Toll Free/ Phone Number: 1800 309 4001 WhatsApp Number: (91) 910 009 4099 Website: https://ris.kfintech.com/
Email Registration & Contact Updation Process	Members holding shares in Demat mode: Contact respective Depository Participants Members holding shares in Physical form: Send Form ISR-1 and other relevant forms to KFinTech at Selenium, Tower-B, 6 th Floor, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 or at the email ID: nwminvestor@kfintech.com