

25<sup>th</sup> March 2023

To,

National Stock Exchange of India Ltd.  
Exchange Plaza, 5<sup>th</sup> Floor  
Plot No.C/1, G Block  
Bandra Kurla Complex, Bandra (E)  
Mumbai – 400051  
Scrip: RADAAN

The BSE Limited  
Corporate Relationship Department  
Phiroz Jeejeebhoy Towers  
Dallal Street,  
Mumbai – 400001  
Scrip:590070

Dear Sir,

Subject: Postal Ballot Notice

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose a copy of Postal Ballot Notice dated 22<sup>nd</sup> March 2023 ("Notice") sent to the members.

The Notice seeks approval of members of the Company through Postal Ballot only by way of remote electronic voting ("remote e-voting") in respect of the resolutions, as set out in the Notice.

In accordance with the circulars of Ministry of Corporate Affairs, the aforesaid Notice is being sent only by email to all the members of the Company who have registered their email addresses with the Company/ Registrar and Share Transfer Agent or respective depository participant and whose names are recorded in the Register of Members/ Beneficial Owners as on the Cut-off date i.e. Friday, 17<sup>th</sup> March 2023.

The Company has engaged the services of Central Depository Services Limited ("CDSL"), for the purpose of providing remote e-voting facility to its members. The remote e-voting period commences from 9.00 a.m. (IST) on Monday, 27<sup>th</sup> March 2023 and ends at 5.00 p.m. (IST) on Tuesday, 25<sup>th</sup> April 2023. The results of the Postal Ballot will be announced at or before 5.00 p.m. (IST) on Thursday, 27<sup>th</sup> April 2023. The Resolution, if passed by requisite majority, will be deemed to have been passed on the last date of e-voting i.e. Tuesday, 25<sup>th</sup> April 2023.

Notice will also be available on the website of the Company at [www.radaan.tv](http://www.radaan.tv) and on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. [www.evotingindia.com](http://www.evotingindia.com).

You are requested to kindly take the same on record.

Thanking you

Yours faithfully,

**For Radaan Mediaworks India Limited**

Company Secretary & Compliance Officer

CALENDAR OF EVENTS FOR POSTAL BALLOT PROCEDURE

Sr. No.	Particulars	Event Date
1	Date on which consent is received from the Scrutinizer	22-03-2023
2	Date of Board resolution approving Postal Ballot Notice and Calendar of Events	22-03-2023
3	Date of appointment of the scrutinizer	22-03-2023
4	Cut-off Date for E-voting rights	24-03-2023
5	Date of completion of dispatch of notice	24-03-2023
6	Publication of Notice in newspaper	25-03-2023
7	Date of Commencement of e-voting	27-03-2023
8	Last date for e-voting	25-04-2023
9	Date of Submission of the Report by Scrutinizer	27-04-2023
10	Date of Declaration of Results by the Chairman	27-04-2023
11	Date of signing of the Minutes by the Chairman	27-05-2023

# RADAAN MEDIAWORKS INDIA LIMITED

CIN : L92111TN1999PLC043163

Registered Office:No.14, Jayammal Road, Teynampet, Chennai - 600018

Tel: 91-44-2431 3001 | Fax: 91-44-2431 3008 | Email: info@radaan.tv | Website: www.radaan.tv

## NOTICE OF POSTAL BALLOT

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, of the Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), as amended from time to time, read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No.22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021 and General Circular No.11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws and regulations, the resolutions being set out below are proposed to be passed by the members of the Company through postal ballot only by way of Remote E-voting process (“E-voting”). Communication of assent or dissent of the Members would take place only through the remote e-voting system.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

In accordance with the requirements of MCA Circulars, physical copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to the members and accordingly, the members are required to communicate their assent or dissent through remote e-voting system.

The remote e-voting period commences from 9.00 a.m. (IST) on Monday, 27<sup>th</sup> March 2023 and ends at 5.00 p.m. (IST) on Tuesday, 25<sup>th</sup> April 2023. The Scrutinizer will submit the report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced at or before 5.00 p.m. (IST) on Thursday, 27<sup>nd</sup> April 2023. The Resolution, if passed by requisite majority, will be deemed to have been passed on the last date of e-voting i.e. Tuesday, 25<sup>th</sup> April 2023.

The said results along with the Scrutinizer’s Report would be intimated to BSE Limited and National Stock Exchange of India Limited, where the Equity Shares of the Company are listed. Additionally, the results will also be uploaded on the Company’s website <https://www.radaan.tv> and on the website of Central Depository Services Limited (“CDSL”) [www.evotingindia.com](http://www.evotingindia.com)

### RESOLUTIONS:

1. APPROVAL FOR AVAILING UNSECURED LOANS FROM MRS.R RADIKAA SARATHKUMAR, MANAGING DIRECTOR

To consider and if thought fit, to pass with or without modification(s), 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), 2015 (Listing Regulations) and other applicable provisions, if any of the Listing Regulations, Companies Act, 2013 (‘the Act’) and Rules made thereunder, including statutory modification(s) or re- enactment thereof for the time being in force and as may be notified from time to time, and the Company’s policy on Related Party Transactions, the Members of the Company do hereby accord approval to the Board of Directors of the Company for availing unsecured loans upto a maximum aggregate value of Rs.5,00,00,000/- (Rupees five crore only), from Mrs.R Radikaa Sarathkumar, Managing Director, whether in single or multiple tranches, during FY2023-24, with such terms and conditions, as set out in the explanatory

statement annexed to the notice convening this meeting, notwithstanding the fact that the transaction(s) may exceed 10% (ten percent) of the annual consolidated turnover of the Company as per the audited financial statements of preceding financial year or any materiality threshold limit as may be applicable from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to sign and execute all such documents, deeds and writings and to do all such acts, deeds, matters and things as may be deemed necessary, expedient and incidental thereto, including finalisation of terms and conditions, methods and modes thereof, and to delegate all or any of its powers herein conferred to any Committee of Directors and/or Director(s) and/or officer(s)/ employee(s) of the Company/any other person(s) to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.

**2. APPROVAL FOR AVAILING PROFESSIONAL SERVICES FROM MRS.R RADIKAA SARATHKUMAR, MANAGING DIRECTOR**

To consider and if thought fit, to pass with or without modification(s), 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), 2015 (Listing Regulations) and other applicable provisions, if any of the Listing Regulations, Companies Act, 2013 ('the Act') and Rules made thereunder, including statutory modification(s) or re- enactment thereof for the time being in force and as may be notified from time to time, and the Company's policy on Related Party Transactions, the Members of the Company do hereby accord approval to the Board of Directors of the Company for entering into such contracts and agreements, whether by way of renewal(s) or extension(s) or modification(s) of earlier arrangements / transactions or otherwise with Mrs.R Radikaa Sarathkumar, Managing Director, for availing professional services with mutually agreed terms and conditions, as set out in the explanatory statement annexed to the notice convening this meeting, during the 2023-24, notwithstanding the fact that the transaction(s) may exceed 10% (ten percent) of the annual consolidated turnover of the Company as per the audited financial statements of preceding financial year or any materiality threshold limit as may be applicable from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to sign and execute all such documents, deeds and writings and to do all such acts, deeds, matters and things as may be deemed necessary, expedient and incidental thereto, including finalisation of terms and conditions, methods and modes thereof, and to delegate all or any of its powers herein conferred to any Committee of Directors and/or Director(s) and/or officer(s)/ employee(s) of the Company/any other person(s) to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.

**3. APPROVAL FOR AVAILING UNSECURED LOANS FROM MR.R SARATHKUMAR, WHOLE-TIME DIRECTOR**

To consider and if thought fit, to pass with or without modification(s), 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), 2015 (Listing Regulations) and other applicable provisions, if any of the Listing Regulations, Companies Act, 2013 ('the Act') and Rules made thereunder, including statutory modification(s) or re- enactment thereof for the time being in force and as may be notified from time to time, and the Company's policy on Related Party Transactions, the Members of the Company do hereby accord approval to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted/ empowered/to be constituted by the Board from time to time to exercise its power conferred by this resolution) for availing unsecured loans upto a maximum aggregate value of Rs.10,00,00,000/- (Rupees ten crore only), from Mr.R Sarathkumar, Whole-time Director, whether in single or multiple tranches, during FY2023-24, with such terms and conditions, as set out in the explanatory statement

annexed to the notice convening this meeting, notwithstanding the fact that the transaction(s) may exceed 10% (ten percent) of the annual consolidated turnover of the Company as per the audited financial statements of preceding financial year or any materiality threshold limit as may be applicable from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to sign and execute all such documents, deeds and writings and to do all such acts, deeds, matters and things as may be deemed necessary, expedient and incidental thereto, including finalisation of terms and conditions, methods and modes thereof, and to delegate all or any of its powers herein conferred to any Committee of Directors and/or Director(s) and/or officer(s)/ employee(s) of the Company/any other person(s) to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.

**4. APPROVAL FOR AVAILING PROFESSIONAL SERVICES FROM MR.R SARATHKUMAR, WHOLE-TIME DIRECTOR**

To consider and if thought fit, to pass with or without modification(s), 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), 2015 (Listing Regulations) and other applicable provisions, if any of the Listing Regulations, Companies Act, 2013 ('the Act') and Rules made thereunder, including statutory modification(s) or re- enactment thereof for the time being in force and as may be notified from time to time, and the Company's policy on Related Party Transactions, the Members of the Company do hereby accord approval to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted/ empowered/to be constituted by the Board from time to time to exercise its power conferred by this resolution) for entering into such contracts and agreements, whether by way of renewal(s) or extension(s) or modification(s) of earlier arrangements / transactions or otherwise with Mr.R Sarathkumar, Whole-time Director, for availing professional services with mutually agreed terms and conditions, as set out in the explanatory statement annexed to the notice convening this meeting, during the 2023-24, notwithstanding the fact that the transaction(s) may exceed 10% (ten percent) of the annual consolidated turnover of the Company as per the audited financial statements of preceding financial year or any materiality threshold limit as may be applicable from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to sign and execute all such documents, deeds and writings and to do all such acts, deeds, matters and things as may be deemed necessary, expedient and incidental thereto, including finalisation of terms and conditions, methods and modes thereof, and to delegate all or any of its powers herein conferred to any Committee of Directors and/or Director(s) and/or officer(s)/ employee(s) of the Company/any other person(s) to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.

Date: 22<sup>nd</sup> March 2023  
Registered office:  
14, Jayammal Road  
Teynampet  
Chennai-600 018

By Order of the Board  
For Radaan Mediaworks India Limited

-sd-  
AJAY KUMAR RANA  
Company Secretary

**NOTES:**

1. The Explanatory Statements and reasons for the proposed Resolutions pursuant to Section 102 read with Section 110 of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Regulations and Disclosure Requirements) Regulations, 2015, setting out material facts, along with other details are appended herewith as Annexure.

2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, 17<sup>th</sup> March 2023 (“Cut-Off Date”) received from the Depositories and whose e-mail address is registered with the Company/Depositories/Depositories Participants. For Members who have not registered their e-mail IDs, please follow the instructions given under Note No.7(c).
3. The instructions for E-voting are provided as part of this Postal Ballot Notice which the members are requested to read carefully before casting their vote.
4. Member may note that the Notice has been uploaded on the website of the Company at [www.radaan.tv](http://www.radaan.tv). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. [www.evotingindia.com](http://www.evotingindia.com).
5. All the material documents referred in the Explanatory Statement, shall be available for inspection through electronic mode only. Members who wish to inspect such documents are requested to send an email to [investor@radaan.tv](mailto:investor@radaan.tv) mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
6. Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company have appointed Mr. R Kannan (Membership No. FCS 6718), of KRA & Associates, Practising Company Secretaries, as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.
7. VOTING
  - a. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time and the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020, the Members are provided with the facility to cast their vote electronically (remote e-voting), through the e-voting services provided by CDSL, on all resolutions set forth in this Notice.
  - b. The instructions for e-voting are as under:
    - i. The remote e-voting period begins at 9.00 a.m. (IST) on Monday, 27<sup>th</sup> March 2023 and ends at 5.00 p.m. (IST) on Tuesday, 25<sup>th</sup> April 2023. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 24<sup>th</sup> March 2023, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
    - ii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
    - iii. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode is given below:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as</li> </ol>



	shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

iv. Login method for e-Voting for shareholders other than individual shareholders holding in Demat form & physical shareholders.

1. The shareholders should log on to the e-voting website of CDSL [www.evotingindia.com](http://www.evotingindia.com)
2. Click on Shareholders.
3. Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
6. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form other than Individuals and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) * Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. [Sequence number has been provided as serial number (SL No) in the Address Label]



	* In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or DOB (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.  * If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- v. After entering these details appropriately, click on “SUBMIT” tab.
- vi. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vii. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- viii. Click on the EVSN for Radaan Mediaworks India Limited.
- ix. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- x. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xi. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xii. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xiii. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xiv. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xv. Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone user can download the app from the App Store and Windows Phone Store respectively. Please follow the instruction as prompted by the mobile app while voting on your mobile.
- xvi. Note for Non – Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
  - After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.

- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [investors@radaan.tv](mailto:investors@radaan.tv) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- xvii. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022- 23058738 ) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).
- xviii. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.
- c. **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES / MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY / DEPOSITORIES:**
- (i) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
  - (ii) For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
- d. The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on cut-off date. 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. A person who is not a Member as on the Cut-off date should treat this Postal Ballot Notice for information purposes only.

**ANNEXURE**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

**Item No.1 - 4**

Mrs.R.Radikaa Sarathkumar, Managing Director and Mr.R Sarathkumar, Director – Operations being the promoter directors, are accomplished business personalities and role models in cine industry, having the right blend of managerial talent, rich experience in acting and creative ability in conceptualizing, strategizing, directing and implementing successfully various entertainment related projects. The Company is engaged in the business of producing, marketing, selling, broadcasting of entertainment contents, and have been receiving acting, creative and management services from them right from inception in the ordinary course of business.

The nationwide lockdown due to Covid-19 pandemic, combined with previous year business losses had put your company into severe cash crunch. The promoter directors being in the helm of affairs continued to pump in unsecured loans to meet urgent requirement of funds, which carries interest @ 12% per annum and repayable in one year or such extended period as mutually agreed.

As per the requirements of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), all material related party transactions shall require prior approval of Members through a resolution. Further, the explanation to Regulation 23(1) of the SEBI Listing Regulations provides that a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during the financial year, exceeds 10% of the annual turnover of the Company as per the last audited financial statements of the Company.

Mrs.R Radikaa Sarathkumar and Mr.R Sarathkumar are related parties in terms of Regulation 2(1)(zb) of the Listing Regulations. The value of the transaction(s) entered / to be entered with them may exceed the materiality threshold.

Hence, it is proposed to secure shareholders’ approval for the related party contract(s)/ arrangement(s)/ transaction(s) with Mrs.R Radikaa Sarathkumar and Mr.R Sarathkumar during FY 2023-24 for the maximum aggregate value as detailed below:

Name of the Related Party	Relationship	Nature of Transaction, material terms, particulars of contract or arrangement	Estimated Maximum Value of Transactions per Annum (Rs.in Lakhs)
R Radikaa Sarathkumar	Managing Director	Availing Professional Services of Acting and Creative Direction.  Different professional fees varying from project to project for acting, conceptualizing and execution of projects, considering the storyline, involvement of the Artiste and production schedule, budget in the best interest of the Company; and Rs.6,00,000/- per month for creative direction of the entire production line up of the company	350
		Availing of unsecured Loan, in one or more tranches, including rolling over of earlier loans @ 12% interest per annum and repayable in one year or such extended period as mutually agreed	500
R Sarathkumar	Whole-time Director	Availing Professional Services of Acting	250

		Different professional fees varying from project to project for acting, conceptualizing and execution of projects, considering the storyline, involvement of the Artiste and production schedule, budget in the best interest of the Company	
		Availing of unsecured Loan, in one or more tranches including rolling over of earlier loans @ 12% interest per annum and repayable in one year or such extended period as mutually agreed	1000

Members may note that these Related Party Transactions as placed for members' approval, shall, at all times, be subject to prior approval of the Audit Committee of the Company and shall be on arm's length basis and in the ordinary course of business of the Company. As per the amended Listing Regulations which are effective from January 01, 2022, all the related party transactions are required to be approved by only those members of the Audit committee, who are independent directors.

The aforesaid related party transactions shall also be reviewed/ monitored by the Audit Committee of the Company as per requirements of the Listing Regulations and the Act and shall remain within the limits as approved by the members. Any subsequent material modifications in the proposed transactions, as defined by the Audit committee forming part of Company's policy on related party transactions available at [www.radaan.tv](http://www.radaan.tv), shall be placed before the members for approval, in terms of Regulation 23(4) of the Listing Regulations.

The related party transactions shall not, in any manner, be detrimental to the interest of minority members and be in the best interest of the Company and its members.

The Board recommends the Resolution at Item No. 1 to 4 of the Notice for approval of the Members of the Company.

Pursuant to Regulation 23 of the Listing Regulations, in respect of voting on these resolutions, no related party shall vote to approve the resolutions set out at Item No. 1 to 4 of the Notice.

Save and except Mrs. R Radikaa Sarathkumar, Mr.R Sarathkumar, Mrs.Radikaa Rayane, none of the Director/ Key Managerial Personnel of the Company are, in any way, concerned or interested financially or otherwise in the resolution set out at Item No. 1 to 4 of the Notice.