

**20<sup>th</sup> February 2025**

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 JeeJheebhoy Towers,  
Dallal Street,  
Mumbai 400001  
Scrip:590070

Dear Sir/Madam,

**Sub: 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 14<sup>th</sup> February 2025 ("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 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, 14<sup>th</sup> February 2025.

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 Friday, 21<sup>st</sup> February 2025 and ends at 5.00 p.m. (IST) on Saturday, 22<sup>nd</sup> March 2025. The results of the Postal Ballot will be announced at or before 5.00 p.m. (IST) on Monday, 24<sup>th</sup> March 2025. The Resolution, if passed by requisite majority, will be deemed to have been passed on the last date of e-voting i.e. Saturday, 22<sup>nd</sup> March 2025.

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**

**BALAJI  
GANDLA**

Digitally signed by  
BALAJI GANDLA  
Date: 2025.02.20  
17:35:44 +05'30'

**BALAJI GANDLA  
COMPANY SECRETARY AND COMPLIANCE OFFICER**

# 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 latest Circular No. 9/2024 dated 19th September 2024 along with prior circulars issued in this regard issued by the Ministry of Corporate Affairs, Government of India (collectively referred to as "MCA Circulars") and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), read with SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 Dated 03<sup>rd</sup> October, 2024, 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. The Notice will also be available on the Company’s website <https://www.radaan.tv>, 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 website of the Registrar and Share Transfer Agent of the Company i.e. Cameo Corporate Services Limited at [www.evotingindia.com](http://www.evotingindia.com). If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to the Postal Ballot Notice. The Explanatory Statement in terms of the provisions of Section 102(1) and 110 of the Act, which sets out details relating to special business to be transacted forms part of this 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 Friday, 21<sup>st</sup> February 2025 and ends at 5.00 p.m. (IST) on Saturday, 22<sup>nd</sup> March 2025. The Scrutinizer will submit the report to the Chairperson of the Company, or any person authorized by her 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 Monday, 24<sup>th</sup> March 2025. The Resolution, if passed by requisite majority, will be deemed to have been passed on the last date of e-voting i.e. Saturday, 22<sup>nd</sup> March 2025.

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)

### **PROPOSED RESOLUTIONS:**

#### **1. RE-APPOINTMENT OF MRS. R. RADIKAA SARATHKUMAR (DIN: 00238371), AS CHAIRPERSON CUM MANAGING DIRECTOR**

To consider and, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** in accordance with the provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) 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), approval of the members be and is hereby accorded to re-

appoint Mrs.R Radikaa Sarathkumar (DIN:00238371) as Chairperson cum Managing Director of the Company for a further period of 3 (three) years with effect from 1st April 2025 on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and /or remuneration as it may deem fit;

**RESOLVED FORTHER THAT** in case of loss or inadequacy of profit in any financial year, the above said remuneration shall be paid to her as minimum remuneration under Schedule V of the Companies Act, 2013;

**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 finalization 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. RE-APPOINTMENT OF MR. R. SARATHKUMAR (DIN: 00238601), AS WHOLE-TIME DIRECTOR/DIRECTOR OPERATIONS**

To consider and, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

**“RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, approval of the members be and is hereby accorded to re-appoint Mr.Ramanathan Sarathkumar (DIN: 00238601), who has attained the age of 70 years, as a Whole-time Director of the Company for a further period of 3 (three) years with effect from 1st April 2025 on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and /or remuneration as it may deem fit;

**RESOLVED FURTHER THAT** in case of loss or inadequacy of profit in any financial year, the above said remuneration shall be paid to him as minimum remuneration under Schedule V of the Companies Act, 2013;

**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 finalization 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. CANCELLATION OF SALE DEED EXECUTED FOR IMMOVABLE PROPERTY PURCHASED FROM MRS. R.RADIKAA SARATHKUMAR**

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

**“RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act,2013, Rule 15 (3) of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), (including any statutory modifications or reenactment thereof for the time being in force),the approval of members of the Company be and is hereby accorded for cancellation of sale deed executed between the Company and Mrs. R.Radikaa Sarathkumar, a 'Related Party' as defined under Section 2 (76) of the Companies Act, 2013 and the SEBI (LODR) Regulations 2015, for 4,537 sq.ft of UDS land purchased from her, vide registered document no.2224 of 2018 dated 26th Day of September 2018 , situated at No.8 &10, Paul Appasamy Street, T Nagar, Chennai 600017, due to delay in completion of the Project.

**RESOLVED FURTHER THAT** on cancellation of the sale deed, the actual cost incurred by the company towards cost of acquisition of 4,537 sq.ft of UDS land Rs. 9,45,19,000 (Rupees Nine Crores Forty Five Lakhs Nineteen Thousand Only) be repaid by Mrs. R. Radikaa Sarathkumar to the Company as per clause Part III clause 14 of the construction agreement dt 26th September, 2018 and upon such receipts, the title of the property be restored in the name of Mrs. R. Radikaa Sarathkumar with sub-registrar, T.Nagar, Chennai.

**RESOLVED FURTHER THAT** the board of director of the Company be and is hereby authorized to do all such acts, deeds, things, sign all such papers, documents, power of attorneys, indemnities, correspondence and to do and perform all such acts, deeds and things as may be necessary to give effect to the above resolutions.”

### **4. CANCELLATION OF AGREEMENT ENTERED FOR CONSTRUCTION AND DEVELOPMENT OF IMMOVABLE PROPERTY**

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

**“RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act,2013, Rule 15 (3) of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), (including any statutory modifications or reenactment thereof for the time being in force), the approval of members of the Company be and is hereby accorded for cancellation of the agreement for construction and development of the property, (registered document no.2223 of 2018), entered on 26th day of September, 2018 for Rs.3,60,75,000/- (Rupees three crore sixty lakh seventy-five thousand only), between the Company and Mrs.R.Radikaa Sarathkumar, due to delay in completion of the Project and cancellation of sale deed thereupon.

**RESOLVED FURTHER THAT** the board of director of the Company be and is hereby authorized to recover, from Mrs.R.Radikaa Sarathkumar, the stage wise construction consideration of Rs.2,57,57,550/- (Rupees Two Crores Fifty Seven Lakhs Fifty Seven Thousand Five Hundred and Fifty only) paid by the Company and to do all such acts, deeds, things, sign all such papers, documents, power of attorneys, indemnities, correspondence and to do and perform all such acts, deeds and things as may be necessary to give effect to the above resolutions.”

### **5. RECOVERY OF BORROWING AND OTHER RELATED COST INCURRED BY THE COMPANY**

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

**“RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act,2013, Rule 15 (3) of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), (including any statutory modifications or reenactment thereof for the time being in force), the Board of Directors of the Company be and is hereby authorized to recover, the borrowing and other related cost, which includes registration charges and stamp duty of Rs. 7,20,27,893/- (Rupees Seven Crores Twenty Lakhs Twenty Seven Thousand Eight

Hundred and Ninety Three Only), incurred by the Company, from Mrs. R.Radikaa Sarathkumar, on cancellation of, sale deed, registered vide document no.2224 of 2018 & the agreement for construction and development of the property, registered vide document no.2223 of 2018, both executed on 26th day of September, 2018, between the Company and Mrs. R.Radikaa Sarathkumar, due to delay in completion of the Project .

**RESOLVED FURTHER THAT** the board of director of the Company be and is hereby authorized to do all such acts, deeds, things, sign all such papers, documents, power of attorneys, indemnities, correspondence and to do and perform all such acts, deeds and things as may be necessary to give effect to the above resolutions.”

#### **6. 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 and/or continuing with unsecured loans upto a maximum aggregate value of Rs.10,00,00,000/- (Rupees ten crore only), from Mrs.R Radikaa Sarathkumar, Chairperson cum Managing Director, whether in single or multiple tranches, during FY2025-26, 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”.

#### **7. 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, Chairperson cum 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 2025-26, 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.

#### **8. 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 and/or continuing with 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 FY2025-26, 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”.

#### **9. 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 2025-26, 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: 14<sup>th</sup> February 2025  
Registered office:  
14, Jayammal Road  
Teynampet  
Chennai-600 018

By Order of the Board  
For Radaan Mediworks India  
Limited

-sd-  
Balaji Gandla  
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, 14<sup>th</sup> February 2025 (“Cut-Off Date”) be 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 at its meeting held on 14<sup>th</sup> February 2025, has appointed KRA & Associates, Practising Company Secretaries, Chennai, 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, and as per circulars issued from time to time, 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 commences from 9.00 a.m. (IST) on Friday, 21<sup>st</sup> February 2025 and ends at 5.00 p.m. (IST) on Saturday, 22<sup>nd</sup> March 2025. 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, 14<sup>th</sup> February 2025, 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:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<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</li> </ol>



	<p><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.</p>
Individual Shareholders holding securities in demat mode with NSDL	<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.nsdl.com">https://eservices.nsdl.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.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.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.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or 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</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	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) <ul style="list-style-type: none"> <li>* 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]</li> <li>* 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.</li> </ul>
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. <ul style="list-style-type: none"> <li>* 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).</li> </ul>

- 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 Mediworks 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@raadaan.tv](mailto:investors@raadaan.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**

The current tenure of Mrs.R Radikaa Sarathkumar as Chairperson cum Managing Director of the company is ending on 31st March 2025. Mrs.R Radikaa Sarathkumar has submitted a consent letter and declaration satisfying all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under subsection (3) of Section 196 of the Act for being eligible for her reappointment.

Mrs.R Radikaa Sarathkumar is not being paid any remuneration as Managing Director. However, she receives only professional fees for creative direction and acting in programs produced by the company at agreed prices.

The Board of Directors of the Company (“the Board”) at its meeting held on 14th February 2025 has, subject to approval of members, reappointed Mrs.R Radikaa Sarathkumar as Chairperson cum Managing Director of the Company for a further period of 3 (three) years with effect from 1st April 2025, on terms and conditions including her re-appointment and remuneration as recommended by the Nomination and Remuneration Committee (the ‘NR Committee’). It is proposed to seek the members’ approval for the reappointment of Mrs.R Radikaa Sarathkumar as, Chairperson cum Managing Director, in terms of the applicable statutory provisions.

Broad particulars of the terms of re-appointment of and remuneration payable to Mrs.R Radikaa Sarathkumar are as under:

(a) Remuneration: Nil

(b) The Managing Director shall have substantial power to manage the day-to-day business and affairs of the Company subject to the superintendence, guidance, control and direction of the Board of Directors of the Company

(c) The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.

(d) The Managing Director shall adhere to the Company’s internal codes and policies as may be applicable from time to time.

(e) The office of the Managing Director may be terminated by the Company or by the concerned Director by giving the other 3 (three) months’ prior notice in writing.

The above may be treated as a written memorandum setting out the terms of appointment of Mrs.R Radikaa Sarathkumar under Section 190 of the Act.

Details of Mrs.R Radikaa Sarathkumar are provided in the “Notes” to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

The Board commends the Resolution at Item No. 1 of the Notice for approval of the Members of the Company.

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 of the Notice.

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 of the Notice.

**DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT / APPOINTMENT AS REQUIRED UNDER REGULATION 36(3) OF THE SEBI LISTING REGULATIONS**

Name of the Director	Mrs.R Radikaa Sarathkumar
DIN	00238371
Date of Birth	21-08-1962
Date of first appointment on Board	18-10-2002
Qualification	Degree in Home Science
Expertise in specific functional area	Wide experience in media and entertainment industry
List of Directorships held in other companies	NIL
Listed entities from which resigned from directorships in past three years	NIL
Memberships / Chairmanships of committees of other companies	NIL
Shareholding in the company	2,78,49,790
Relationship with other directors / KMP	Spouse of Mr.R Sarathkumar, Whole-time Director and Mother of Mrs.Radikaa Rayane, Director
Number of Board Meetings attended during financial year ended 31st March 2024	6
Number of Board Meetings attended during financial year ending 31st March 2025 (till date)	5

**Item No.2**

The current tenure of Mr.R Sarathkumar as Whole-time Director of the company is ending on 31st March 2025. Mr.Ramanathan Sarathkumar has submitted a consent letter and declaration satisfying all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under subsection (3) of Section 196 of the Act for being eligible for his reappointment.

The Board of Directors of the Company (“the Board”) at its meeting held on 14th February 2025 has, subject to approval of members, reappointed Mr.Ramanathan Sarathkumar (DIN: 00238601) as a Whole-time Director, designated as Director – Operations, for a further period of 3 (three) years effective from 1st April 2025, on terms and conditions including re-appointment and remuneration as recommended by the Nomination and Remuneration Committee (the ‘NR Committee’).

Section 196 of the Companies Act, 2013 (Act) inter-alia provides that no company shall appoint or continue the employment of any person as Whole time director, who has attained the age of 70 years, unless his appointment is approved by a special resolution. During financial year, Mr.R Sarathkumar has attained the age of 70 years.

Based on his vast experience in Media and Entertainment Industry and in particular, his invaluable contributions to the Company in the past in whole-time position, the Nomination and Remuneration Committee and the Board has recommended his re-appointment to shareholders even he attained the age of 70 years.

Therefore, it is proposed to seek the members’ approval for the reappointment of and remuneration payable to Mr.Ramanathan Sarathkumar as a Whole-time Director, in terms of the applicable provisions of the Act.

Broad particulars of the terms of re-appointment of and remuneration payable to Mr.Ramanathan Sarathkumar are as under:

(a) Remuneration:

(i) Monthly remuneration of Rs.3,50,000/- (Rupees three lakh fifty thousand only) including salary, perquisites and allowances. The perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment(s) thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

(ii) The Company's contribution to provident fund, superannuation or annuity fund, gratuity payable and encashment of leave, as per the rules of the Company, shall be in addition to the remuneration under (i) above.

(b) The Director - Operations will perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board / Managing Director from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board / Managing Director and the functions of the Director – Operations will be under the overall authority of the Managing Director.

(c) The Director – Operations shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.

(d) The Director – Operations shall adhere to the Company's internal codes and policies as may be applicable from time to time.

(e) The office of the Director – Operations may be terminated by the Company or by the concerned Director by giving the other 3 (three) months' prior notice in writing.

(f) However, in case of loss or inadequacy of profit the remuneration shall be restricted to the amount based on effective capital of the company as specified in the Schedule V of the Act.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Ramanathan Sarathkumar under Section 190 of the Act.

The details as required under proviso to Section II of Part II of Schedule V to the Companies Act, 2013 are given here-in-below:

**I. GENERAL INFORMATION**

(1)	Nature of Industry	Media and Entertainment
(2)	Date of commencement of commercial Production	The company is in existence and operation since 1999
(3)	Foreign Investment or collaboration	Investment in equities of wholly owned subsidiary in Singapore, Rs.9,35,000/- (as on 31st March 2024)

**(4) Financial performance based on given indicators (In Lakhs)**

Particulars	Standalone		Consolidated	
	2023-24	2022-23	2023-24	2022-23
Revenue from Operations	2133.17	1243.37	2133.17	1243.37
Other Income	4.33	1.11	4.33	2.05
Finance Cost	306.36	242.80	306.38	242.86
Depreciation and amortization expenses	5.69	7.11	5.69	7.11
Profit/(Loss ) before Exceptional Items and Tax Expenses	(46.42)	(172.81)	(48.11)	(171.93)
Exceptional Items	---	---	---	---

Profit / (Loss) before Tax	(46.42)	(172.81)	(48.11)	(171.93)
Tax Expenses/Provisions	3.03	3.00	3.03	3.00
Profit after Tax	(43.38)	(169.81)	(45.07)	(168.93)
Other Comprehensive Income	52.92	0.05	52.92	0.05
Total Comprehensive Income	9.54	(169.76)	7.85	(168.88)

## INFORMATION ABOUT THE DIRECTOR

### II (1) BACKGROUND DETAILS:

Mr. Sarathkumar, aged about 70 years, is a Bachelor of Science in Mathematics. He has selected acting as profession and acted successfully in more than 150 films. Throughout his career, he has remained a very popular and leading cine actor. He was Honorary President of the South Indian Artistes Association. He has earlier been a Honourable Member of Parliament. He has also been a member of the Tamil Nadu Legislative Assembly.

Mr.Sarathkumar has been serving the Company as Whole-time Director since 2007, having hands-on experience in the operational management of the company, controlling on day-to-day affairs, operational efficiency.

#### (2) Past Remuneration:

The company was paying Rs.3,50,000/- per month inclusive of all perquisites and allowances as fulltime employee of the Company.

#### (3) Recognition or awards:

He has won several awards, notable among them Tamil Nadu State Government Award for Best Actor, M.G.R. Award, Film Fare Awards, Cinema Express Awards, Kalaimamani Awards and several others.

#### (4) Remuneration proposed:

The company proposes to pay remuneration of Rs.3,50,000/- per month inclusive of all perquisites and allowances.

#### (5) Job profile and his suitability:

Mr.Ramanathan Sarathkumar is involved in overall operation of the company. With rich experience in the industry he is felt suitable for the job.

#### (6) Comparative remuneration profile:

The proposed remuneration is equivalent to the industry standard.

#### (7) Pecuniary relationship:

Mr.Ramanathan Sarathkumar receives professional fees separately for acting in projects belonging to the company.

#### (8) Relationship with managerial Personnel, if any:

Spouse of Mrs.R Radikaa Sarathkumar, Managing Director and Father of Mrs.Radikaa Rayane, Director

## III OTHER INFORMATION

### (1) Reasons of loss or inadequate profit:

Insufficient revenues.

### (2) Steps taken or proposed to be taken for improvement:

The management is taking steps to improve overall business volume and profitability. Towards this the management focuses on long term business models and emerging opportunities in media sector.

(3) Expected increase in productivity and profits in measurable terms:

It is difficult to quantify the increase in measurable terms. However, the business initiatives will bring and create further value for our shareholders, by enhancing the revenue, resulting in better and improved profit.

Details of Mr. Ramanathan Sarathkumar are provided in the “Notes” to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

The Board commends the Resolution at Item No. 2 of the Notice for approval of the Members of the Company.

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.2 of the Notice.

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. 2 of the Notice.

**DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT / APPOINTMENT AS REQUIRED UNDER REGULATION 36(3) OF THE SEBI LISTING REGULATIONS**

Name of the Director	Mr.Ramanathan Sarathkumar
DIN	00238601
Date of Birth	14-07-1954
Date of first appointment on Board	29-01-2005
Qualification	B.Sc. (Math)
Expertise in specific functional area	Wide experience in media and entertainment industry
List of Directorships held in other companies	i. Celebrity Cricket League Private Limited ii. SK-Sarath69 Sports Private Limited iii. Agile Creative Ventures Private Limited
Listed entities from which resigned from directorships in past three years	NIL
Memberships / Chairmanships of committees of other companies	NIL
Shareholding in the company	NIL
Relationship with other directors / KMP	Spouse of Mrs.R Radikaa Sarathkumar, Managing Director and Father of Mrs.Radikaa Rayane, Director
Number of Board Meetings attended during financial year ended 31st March 2024	6
Number of Board Meetings attended during financial year ending 31st March 2025 (till date)	5

**Item No.3-5**

The Audit Committee and Board of Directors of the Company at their respective meetings held on 14<sup>th</sup> February 2025 had considered and approved the cancellation of sale deed executed for Immovable Property purchased from Mrs. R.Radikaa Sarathkumar.



Mrs.R.Radikaa Sarathkumar, as a builder, had proposed to construct a multistoried commercial building at her property at No.8 & 10, Paul Appasamy Street, T Nagar, Chennai 600017 with stilt plus three floors.

M/s. Radaan Mediworks India Limited, was intended to purchase the 3rd floor of the commercial property having an about super built-up area of 7,682 sq.ft in the stilt + 3 floors with 5 car and 20 two-wheeler parking, together with 4,537 sq.ft UDS of land, (1/3rd of the total land area) from Mrs.R.Radikaa Sarathkumar for a total consideration of Rs.13,05,94,000/- (Rupees thirteen crore five lakh ninety four thousand only) with applicable Goods and Services Tax which includes Rs.9,45,19,000/- (Rupees nine crore forty-five lakh nineteen thousand only) towards 1/3rd share of Land UDS i.e.,4537 sq. ft. to be effected through sale deed conveyance and Rs.3,60,75,000/- (Rupees three crore sixty lakh seventy-five thousand only) towards construction of the building through proper construction agreement. The Registration and stamp duty for both sale deed & construction agreement registration with the concerned sub-registrar, was intended to incur by Radaan Mediworks India Limited, independent of the above-mentioned consideration.

The Sale deed for the purchase of the property (UDS Land) was duly registered in the name of the Company with Sub-Registrar, T.Nagar, Chennai and also the construction agreement for stage-wise release of consideration among other terms for the commercial property was entered into and duly registered. The property documents consist of 4,537 sq.ft of UDS land and 3rd-floor commercial property (to be constructed / under construction / on completion). The company has raised term loan a sum of Rs.10.50 crores towards purchase of the property from Indian Overseas Bank and provided the said 3rd floor property as prime security.

The agreement for the construction and development of the property was entered on 26th day of September, 2018 with 24 months for completion and handing over the property with a grace period of 6 months, effectively 30 months from the date of signing the agreement.

However, there has been a delay in completion of construction of the building due to adverse effect of the Covid-19 pandemic and topsy-turvy of the economic situation thereafter. Hence, the builder could not conclude the construction due to unforeseen delay in finalizing commercial leasing deal for the 1st and 2nd floors owned by the builder and it had a direct impact on completion of the project.

Considering the delay in completing the project and also impact in the cash flow of business of the company due to the pandemic, company has decided to persuade to the builder as per Part III clause 14 of the construction agreement dt 26th September, 2018, which reads as follows:

*“The Purchaser shall not transfer or sell the schedule “B” mentioned flat along with its undivided interest hereto until the flat duly completed is handed over by the Builder. In case they decide to sell before the completion of the flat, they shall inform the Builder and at sole opinion and discretion of the Builder, the Purchaser shall effect the transfer and sale; in the event of a sale to be the Builder, the Purchase shall be entitled only for the actual cost incurred by him”.*

Accordingly, company has communicated its interest as per above-mentioned clause to Mrs.R.Radikaa Sarathkumar. As the builder has too agreed for peaceful settlement of the issue considering the delay and understanding the further investment cash drain from the company to reimburse the actual cost to the company consists of cost of UDS land plus regd & stamp duty charges, and the borrowing cost incurred relating to the said deal i.e., actual interest and other related cost paid to Indian Overseas Bank, Saidapet Branch, Chennai – 600 015. In view of this understanding proposal between the builder and the company, company shall not required to proceed with any further payment towards stage wise construction consideration.

The cancellation deed for sale of Land UDS and construction agreement will be entered with Mrs.R.Radikaa Sarathkumar (‘builder’). On this effect, the title of the property will get restored to Mrs.R.Radikaa Sarathkumar. The cost of such cancellation deed registration with sub-registrar, T.Nagar, Chennai shall be borne by the builder. On cancellation of the deal, the actual cost of the company to be repaid by the builder, as detailed above, as per clause Part III clause 14 of the construction agreement dt 26th September, 2018, is as follows:-

(i) The cost of Land UDS acquired	–	Rs. 9,45,19,000
(ii) The stage wise construction consideration paid	–	Rs. 2,57,57,550
(iii) The borrowing & other related cost incurred	–	Rs. 7,20,27,893
(incl. Regn. charges and stamp duty incurred by the Company)		
Total	–	Rs. 19,23,04,443

Mr. Narayanan Iyer, chairman of Audit Committee, had briefed about the discussions held in their meeting for considering the proposal and recommended the same for Board and shareholders for their approval.

The Board recommends the Resolution at Item No. 3-5 of the Notice for approval of the members of the Company.

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.3-5 of the Notice.

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. 3-5 of the Notice.

**Item No.6-9**

Mrs.R.Radikaa Sarathkumar, Chairperson cum 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 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 2025-26 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	Chairperson cum Managing Director	Availing Professional Services of Acting and Creative Direction.  Different professional fees varying from project to project for acting, 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 @ 12% interest per annum and	1000

		repayable in one year or such extended period as mutually agreed	
R Sarathkumar	Whole-time Director	Availing Professional Services of Acting	250
		Different professional fees varying from project to project for acting, 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 @ 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. 6 to 9 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. 6 to 9 of the Notice.

Save and except Mrs. R Radikaa Sarathkumar, Mr.R Sarathkumar, Mrs.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. 6 to 9 of the Notice.

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