



Esha Media Research Ltd.

CIN : L72400MH1984PLC322857

E| info@eshamedia.com

T | 022 40966666

Date: September 07, 2024

To,
The Manager,
Department of Corporate Relationship,
BSE Ltd.,
25th Floor, P.J. Towers,
Dalal Street, Fort,
Mumbai – 400023

Ref: Script Code: 531259

Sub: Notice of the 41st Annual General Meeting of the Company & E-voting Information

Dear Sir/Ma'am,

Pursuant to Regulation 34(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find the enclosed copy of notice of the 41st Annual General Meeting of the Company to be held on Monday, September 30, 2024. The Notice of the Annual General Meeting has also been uploaded on the Company's website viz. <https://eshamedia.com/> and on the website of BSE viz. <https://www.bseindia.com>.

You are requested to kindly acknowledge receipt of the same

Thanking You,
Yours Truly

For Esha Media Research Limited

Shilpa Pawar 

Shilpa Vinod Pawar
(Whole-time director)
DIN: 01196385

Place: Mumbai



ESHA MEDIA RESEARCH LIMITED

Regd. Office: T13, 14, 15 & 16, A Wing, 2nd Floor, Satyam Shopping Centre, MG Road, Ghatkopar East, Mumbai, Mumbai, Mumbai, Maharashtra, India, 400077

CIN: L72400MH1984PLC322857,

Web: www.eshamedia.com, Email: eshanews@gmail.com, Tel: 022-40966666, 67969957-8-9

NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that the 41st (Forty One) Annual General Meeting of the Members of **Esha Media Research Limited** (the "Company") will be held on **Monday, September 30, 2024 at 03.00 p.m.** through Video Conferencing (VC) Facility/Other Audio Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2024 and Statement of Profit and Loss and Cash Flow Statement for the financial year ended on that date together with the Reports of the Directors and Auditors thereon.

SPECIAL BUSINESS:

2. To re-appoint Mrs. Shilpa Vinod Pawar (DIN: 01196385) as a Whole Time Director of the Company.

*To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution:***

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 of the Companies Act, 2013 ("Act") read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and enactment(s) thereof for the time being in force), the consent of the members be and is hereby accorded for the re-appointment of Mrs. Shilpa Vinod Pawar (DIN: 01196385) as a Whole Time Director of the Company for a period of 5 years, with effect from June 19, 2024 to June 18, 2029 with the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting and as recommended by Nomination and Remuneration Committee ("Committee") and approved by the Board, with liberty to the Board of Directors (including Committee) to alter and vary the terms and conditions of the said re-appointment /remuneration in such manner as deemed fit necessary.

RESOLVED FURTHER THAT the remuneration payable to Mrs. Shilpa Vinod Pawar, shall not exceed the overall ceiling of the total managerial remuneration as provided under section 197 and Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the remuneration payable to Mrs. Shilpa Vinod Pawar, Whole Time Director by way of salary, perquisites and allowances shall not exceed the maximum remuneration payable in accordance with Section II of Part II of Schedule V of the Companies Act, 2013 with liberty to the Board / Committee to decide the breakup of the remuneration from time to time in consultation with the Whole Time Director.

RESOLVED FURTHER THAT Mrs. Shilpa Vinod Pawar, Whole Time Director be entrusted with such powers and perform such duties as may from time to time be delegated / entrusted to him subject to the supervision and control of the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, usual or expedient, to give effect to the aforesaid resolution.”

3. To approve appointment of M/s. N A Shah Associates LLP as a Statutory Auditor of the Company to fill the casual vacancy:

To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors Rules), 2014 (the Rules), including any statutory modification(s) or re-enactment(s) thereof for the time being in force and based on recommendation of Audit Committee and Board at their meeting held on September 05, 2024, M/s. NA Shah Associates LLP, Chartered Accountants (Firm Registration No. 116560W), consent of the Members be and is hereby accorded to appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s NSVR & Associates LLP, Chartered Accountants, (Firm Registration No.: 008801S);

RESOLVED FURTHER THAT M/s. NA Shah Associates LLP, Chartered Accountants, be and is hereby appointed as Statutory Auditors of the Company to hold office until the conclusion of the ensuing annual general meeting at such remuneration as mutually decided by the Company and the Auditors.

RESOLVED FURTHER THAT Directors and/or Company Secretary of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as considered necessary and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolutions.”

4. To appoint M/s. NA Shah Associates LLP, as a Statutory Auditor of the Company:

To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or reenactment(s) thereof for the time being in force, M/s N A Shah Associates LLP, Chartered Accountants (Firm Registration No. 116560W) be and are hereby appointed as the Statutory Auditors of the Company, for a term of five (5) years commencing from the conclusion of the 41st Annual General Meeting until the conclusion of the 46th Annual General Meeting of the Company (i.e. from F.Y 2024-25 till 2028-29) at such remuneration plus applicable taxes and reimbursement of out of pocket expenses in connection with the Audit as may be fixed by the Board of Directors of the Company in consultation with them.

RESOLVED FURTHER THAT any Director of the Company be and is hereby severally authorized to sign, execute all such documents and do all such acts, deeds and things which may be necessary to bring into effect the above resolution.”

5. Approval of Material Related Party Transaction(s) to be entered into with Param Digital Solutions Private Limited:

*To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:*

“RESOLVED THAT pursuant to Regulation 23 and such other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014, the approval of the Members of the Company be and is hereby accorded for carrying out and / or continuing with transactions (transactions includes availing or rendering of services) (whether individual transaction or transactions taken together or series of transactions or otherwise), with Param Digital Solutions Private Limited, being a related party of the Company, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier transactions or as fresh and independent transaction(s) or notwithstanding the fact that all such transactions, whether individual and/or the aggregate value of all such material related party transactions remaining outstanding shall not, at any point of time, exceed Rs. 1 Crore (Rupees One Crore only) (sanctioned limit) on such terms and conditions as the Board/ Audit Committee, in its absolute discretion may deem fit, from the ensuing Annual General Meeting till next Annual General Meeting of the Company or for a period of fifteen months, whichever is earlier;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, and things as may be necessary, proper, expedient or incidental including making necessary intimations/filings, signing all documents, papers or forms for the purpose of giving effect to this resolution.”

BY ORDER OF THE BOARD
For ESHA MEDIA RESEARCH LIMITED

Place: Mumbai
Date: 06/09/2024

SD/-
(SHILPA PAWAR)
CHAIRPERSON

NOTES:

1. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/ her behalf and the proxy need not be a Member of the Company. Since 41st AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the 41st AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
2. The relative explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("Act"), setting out material facts concerning the business under Item Nos. 3, 4 & 5 set out above and details under Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), in respect of the Director seeking appointment/re-appointment at the AGM are annexed hereto.
3. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a duly certified copy of their Board Resolution authorizing their representatives to attend and vote at the AGM.
4. In terms of General Circular No 09/2023 dated 25th September, 2023, General Circular No. 11/2022 dated 28th December, 2022 and other applicable circulars issued by the Ministry of Corporate Affairs (MCA), Government of India and SEBI and in compliance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 permitted holding of Annual General Meeting ("AGM") through Video conferencing (VC) or Other Audio-Visual Means (OAVM) without physical presence of members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC/OAVM. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. The deemed venue for the Fortieth AGM shall be the Registered Office of the Company.
5. Since the 41st AGM will be held through VC / OAVM, Route Map is not annexed with this Notice.
6. As per the provisions under the MCA Circulars, Members attending the 41st AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013. Participation at the AGM through VC shall be allowed on a first-come-first-served basis.
7. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their queries to the Chairperson, so as to reach the registered office of the Company at least seven days before the date of the meeting, to enable the Company to make available the required information at the meeting, to the extent possible.
8. Only registered members of the Company as on the cut-off date decided for the purpose, being 24th September, 2024 may attend and vote at the Annual General Meeting as provided under the provisions of the Companies Act.

9. Details as required under Regulation 36 of the Listing Regulations in respect of the Directors seeking appointment/ re-appointment at the Annual General Meeting, forms integral part of the notice. Requisite declarations have been received from the Directors for his appointment/ reappointment.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Kfintech.
11. In line with the Ministry of Corporate Affairs (MCA) Circulars the Notice of the 41st AGM along with the Annual Report for the year 2023-24 are being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may further note that the said documents will also be available on the Company's website www.eshamedia.com as well as on website of the Stock Exchange i.e., BSE Limited at www.bseindia.com & Kfintech's website <https://www.kfintech.com/> for download. Physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days.
12. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
13. Nishant Jawasa, Practicing Company Secretary (Membership No. F6557) of M/S Nishant Jawasa & Associates, Practicing Company Secretaries, have been appointed as the Scrutinizer to Scrutinize the remote e-voting process as well as e-voting at the AGM meeting, in a fair and transparent manner.
14. The venue of the meeting shall be deemed to be the Registered Office of the Company at T13, 14, 15 & 16, A Wing, 2nd Floor, Satyam Shopping Centre, MG Road, Ghatkopar East, Mumbai, Mumbai, Mumbai, Maharashtra, India, 400077.

15. VOTING THROUGH ELECTRONIC MEANS.

- (i) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide to its members the facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting. ('Remote e-voting').
- (ii) The Company has engaged the services of KFin Technologies Private Limited ("Karvy") as the Agency to provide an e-voting facility.
- (iii) The Company has provided the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting during the AGM.
- (iv) Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.

- (v) Details and instructions for voting through electronic means are attached separately with this notice and form an integral part of the Notice dated 6th September 2024 of the 41st Annual General Meeting of the Company to be held on Monday, September 30, 2024, at 03.00 p.m. through Video Conferencing (VC) Facility/Other Audio Visual Means (OAVM).

INSTRUCTIONS FOR E-VOTING:

Procedure for remote e-voting:

i. In compliance with the provisions of Section 108 of the Companies Act, 2013 (“the Act”), read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 09 December 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFinTech, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.

ii. However, in pursuant to SEBI circular no. SEBI/HO/ CFD/CMD/CIR/P/2020/242 dated 09 December 2020 on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.

iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.

iv. The remote e-Voting period commences from 09.00 Hours (IST) on Friday, 27th September, 2024 to 17.00 Hours (IST) on Sunday, 29th September, 2024.

v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on 24th September, 2024, the cut-off date.

vi. Any person holding shares in demat/physical form and nonindividual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@kfintech.com.

However, if he / she is already registered with KFinTech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.

vii. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under “Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.”

viii. The details of the process and manner for remote e-Voting and e-AGM are explained herein below:

Step 1: Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access to KFinTech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Step 3: Access to join virtual meetings(e-AGM) of the Company on KFin system to participate e-AGM and vote at the AGM.

Details on Step 1 are mentioned below:

Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1. User already registered for IDeAS facility:</p> <p>I. Visit URL: https://eservices.nsdl.com/</p> <p>II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</p> <p>III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</p> <p>IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</p> <p>2. User not registered for IDeAS e-Services</p> <p>I. To register click on link: https://eservices.nsdl.com/</p> <p>II. Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>III. Proceed with completing the required fields.</p> <p>IV. Follow steps given in point no.1</p> <p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <p>I. Open URL: https://www.evoting.nsdl.com/</p> <p>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>III. A new screen will open. You will have to enter your User ID (i.e., your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</p> <p>IV. Post successful authentication, you will be requested to select the name of the Company and the e-Voting Service Provider name, i.e., KFinTech.</p> <p>V. On successful selection, you will be redirected to KFinTech e-Voting page for casting your vote during the remote e-Voting period.</p>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing user who have opted for Easi / Easiest</p> <p>I. Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or URL: www.cdslindia.com</p> <p>II. Click on New System Myeasi</p> <p>III. Login with your registered user id and password.</p> <p>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e., KFinTech e-Voting portal.</p>

	<p>V. Click on e-Voting service provider name to cast your vote.</p> <p>2. User not registered for Easi/Easiest</p> <p>I. Option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</p> <p>II. Proceed with completing the required fields.</p> <p>III. Follow the steps given in point 1</p> <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <p>I. Visit URL: www.cdslindia.com</p> <p>II. Provide your demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP, i.e., KFintech where the e- Voting is in progress.</p>
Individual Shareholder login through their demat accounts / Website of Depository Participant	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL / CDSL for e-Voting facility.</p> <p>II. Once logged-in, 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.</p> <p>III. Click on options available against company name or e-Voting service provider – KFintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.</p>

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

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

Login type	Helpdesk details
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 evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Details on Step 2 are mentioned below:

Login method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

Members whose email IDs are registered with the Company/Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

i. Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>

ii. Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.

iii. After entering these details appropriately, click on "LOGIN".

iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

v. You need to login again with the new credentials.

vi. On successful login, the system will prompt you to select the "EVENT" i.e., 'Esha Media Research Limited - Annual General Meeting' and click on "Submit"

vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/ AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.

ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

x. You may then cast your vote by selecting an appropriate option and click on "Submit".

xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

xii. Corporate/Institutional Members (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote

e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id njawasa@yahoo.co.in with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Esha Media Research Limited"

Details on Step 3 are mentioned below:

Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/ OAVM and e-Voting during the meeting.

i. Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFintech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/KFintech. After logging in, click on the Video Conference tab and select the EVENT of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.

ii. Facility for joining AGM through VC/ OAVM shall open at least 15 minutes before the commencement of the Meeting.

iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.

iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi- Fi or LAN Connection to mitigate any kind of aforesaid glitches.

v. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number and email id.

vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.

vii. A Member can opt for only a single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member cast votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

viii. Facility of joining the AGM through VC / OAVM shall be available for at least 1000 members on first come first served basis.

ix. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

OTHER INSTRUCTIONS:

I. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com/> and login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Speaker Registration' which will be open from 27th September, 2024 (09.00 Hours IST) to 28th September, 2024 (17.00 Hours IST). Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.

II. **Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com/>. Please login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Post Your Question' option which will be open from 27th September, 2024 (09.00 Hours IST) to 28th September, 2024 (17.00 Hours IST).

III. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFintech Website) or contact evoting@kfintech.com/ einward.ris@kfintech.com or call KFintech's toll free No. 1-800-309-4001 for any further clarifications.

IV. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 26 June 2024 (End of Day), being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

V. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:

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

- i. Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com/ einward.ris@kfintech.com.

VI. The results of the electronic voting shall be submitted to the Stock Exchanges after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.

GENERAL INFORMATION:

1. The Company's equity shares are Listed at (i) BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001, Maharashtra, India and (ii) National Stock Exchange of India Limited, Exchange Plaza, Floor 5, Plot No. C/1, Bandra (East), Mumbai – 400051, Maharashtra, India and the Company has paid the Annual Listing Fees to the said Stock Exchanges for the year 2024-2025.

2. Members are requested to send all communication relating to shares to the Company's Registrar and Share Transfer Agent at KFIN Technologies Limited (Unit: Esha Media Research Limited), T13, 14, 15 & 16, A Wing, 2nd Floor, Satyam Shopping Centre, MG Road, Ghatkopar East, Mumbai, Mumbai, Mumbai, Maharashtra, India, 400077.

3. Register of Directors and Key Managerial Personnel (KMP) and their shareholding under Section 170 of the Companies Act, 2013 and the rules made thereunder and Register of Contracts maintained under Section 189 of Companies Act, 2013 and the rules made thereunder are available for inspection at the registered office of the Company.

4. As required under Listing Regulations and Secretarial Standard - 2 on General Meetings details in respect of Directors seeking appointment/ re-appointment at the Annual General Meeting, is separately annexed hereto. Directors seeking appointment/ re- appointment have furnished requisite declarations under Section 164(2) and other applicable provisions of the Companies Act, 2013 including rules framed thereunder.

GENERAL INSTRUCTIONS:

(i) Members holding shares either in demat or physical mode who are in receipt of Notice, may cast their votes through e-voting.

(ii) Members opting for e-voting, for which the USER ID and initial password are provided in a separate sheet. Please follow steps under heading 'INSTRUCTIONS FOR E-VOTING' above to vote through e-voting platform.

(iii) The e-voting period commences from 9.00 A.M. (IST) on 27th September, 2024 to 5.00 P.M. (IST) on 29th September, 2024. During this period, the members of the Company, holding shares in demat, as on the cut-off date of 24th September, 2024 may cast their vote electronically. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

(iv) The Company has appointed Nishant Jawasa, Practicing Company Secretary (Membership No. F6557) of M/s. Nishant Jawasa & Associates, Practicing Company Secretaries as the Scrutinizer to conduct the voting process (e-voting and poll) in a fair and transparent manner.

(v) The Scrutinizer shall, within a period not exceeding 2 working days from the conclusion of the Annual General Meeting unlock the votes in the presence of at least two (2) witnesses, not in the employment of the Company and make a Scrutinizer's Report containing the details with respect to votes cast in favour, against, neutral/ abstained, shall submit the Report to the Chairman of the Company.

(vi) Subject to the receipt of sufficient votes, the resolution shall be deemed to be passed at the 41st Annual General Meeting of the Company scheduled to be held on Monday, 30th September, 2024, the results declared along with the Scrutinizer's Report shall be placed on the Company's website <https://eshamedia.com/> and on the website of KFinTech, <https://evoting.kfintech.com/>, within 2 working days of conclusion of the Annual General Meeting.

ANNEXURE TO THE NOTICE

Explanatory Statement Pursuant to Section 102 of Companies Act, 2013

Item No. 2:

At the Annual General Meeting of the Company held on 30th September, 2019, the Members of the Company had approved the appointment and terms of remuneration of Mrs. Shilpa Pawar (DIN 01196385), Whole Time Director of the Company for a period of 5 years w.e.f. 19th June 2019.

Based on the recommendation of the Nomination and Remuneration Committee and keeping in view of his vast experience and exposure, the Board of Directors of the Company has re-appointment Mrs. Shilpa Pawar as a Whole Time Director of the Company for a period of 5 years w.e.f. 19th June, 2024, subject to approval of the members of the Company.

The terms and condition of his re-appointment are as under:

Period:

For the period of 5 years w.e.f. June 19, 2024 to June 18, 2029

Remuneration:

I. Salary: The Whole Time Director shall be paid Salary, Perquisites and allowances not exceeding Rs. 12,00,000/- per annum.

II. Minimum Remuneration: In the event of loss or inadequacy of profit in any financial year during the currency of tenure of services of Mrs. Shilpa Pawar, the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013.”

The above may be treated as a written memorandum setting out the terms of re-appointment of Mrs. Shilpa Pawar under Section 190 of the Act.

Mrs. Shilpa Pawar is interested in the resolution set out at Item No. 2 of the Notice.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice, except as a member of the Company, if any.

The Board recommends the Ordinary resolution set out at Item No. 2 of the Notice for approval by the Members.

Item No. 3:

M/s NSVR & Associates LLP, Chartered Accountants, (Firm Registration No.: 008801S) were appointed in the Annual General Meeting held on 31st December 2020 to hold the office as the statutory auditors of the Company up to the conclusion of the Annual General Meeting to be held in the year 2025.

However, as the geographical distance between the audit firm's office in Hyderabad and the company's location in Mumbai. This distance creates logistical challenges, leading to travel and time constraints, team allocation for the assigned engagement, increased costs, and operational inefficiencies affecting the auditors' ability to devote sufficient time and resources for conduct of the audit of the entity, which can impact the quality of the audit due to which M/s NSVR & Associates LLP have resigned from the office as the statutory auditors of the Company with effect from August 12, 2024.

In order to fill the casual vacancy caused by the resignation of M/s NSVR & Associates LLP, the Board of Directors in their meeting held on September 05, 2024, have appointed, subject to the approval of the members in the 41st Annual General Meeting, of M/s. NA Shah Associates LLP, Chartered Accountants (Firm Registration No. 116560W), to hold the office of statutory auditors of the Company up to the conclusion of the Annual General Meeting to be held to be held in the year 2025.

The Company has received a consent letter and eligibility certificate from M/s. NA Shah Associates LLP, Chartered Accountants to act as Statutory Auditor of the Company along with a confirmation that their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

The Board of Directors recommend to members of the Company appointment of M/s NA Shah Associates LLP, Chartered Accountants (Firm Registration No. 116560W) as the statutory auditors of the Company by way of an Ordinary Resolution.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise in the resolution set out at Item No. 3 of the Notice.

Item No. 4:

The Board of Directors in their meeting held on September 04, 2024 and as per the recommendation of the Audit Committee, and pursuant to the provisions of Section 139 of the Companies Act, 2013, read with the other applicable provision, if any recommended the appointment of has appointed M/s NA Shah Associates LLP, Chartered Accountants (Firm Registration No. 116560W), as the Statutory Auditor of the Company to hold office for the period of 5 years, from the conclusion of the 41st Annual General Meeting until the conclusion of the 46th Annual General Meeting of the Company (i.e. from F.Y 2024-25 till 2028-29) at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined by the Company and the Auditors.”.

The Company has received consent letter and eligibility certificate from M/s NA Shah Associates LLP, Chartered Accountants to act as Statutory Auditor of the Company along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

The Board accordingly recommends the Ordinary Resolution set out at Item No. 4 of the accompanying Notice for approval of the Members.

Item No. 5:

The members are requested to note that the provisions of Regulation 23 of the Listing Regulations as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective from April 1, 2022, mandates prior approval of Members by means of an ordinary resolution for all material related party transactions, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

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 a financial year, exceed(s) Rs. 1,000 Crore or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

Further no related party shall vote to approve such resolution whether an entity is a related party to the particular transaction or not. The Company is propose to enter into certain business transactions with Param Digital Solutions Private Limited which are estimated to exceed the threshold limit prescribed above in the amended definition of Material Related Party Transaction and therefore it comes under Material Related Party Transaction. All transactions to be entered into by the Company with the prescribed related party are in the ordinary course of business and are at arm's length basis and necessary approvals as required in compliance of the provisions under the Act/ Listing Regulations have already been obtained from the Audit Committee and Board.

Approval of the Members of the Company is therefore required for item no. 5 in terms of Regulation 23 of the Listing Regulations by way of passing of an Ordinary Resolutions for approval to the aforesaid Material Related Party Transaction to be entered from this AGM till next AGM of the Company or for a period of fifteen months, whichever is earlier.

The details of Related Party Transaction are as follows:

Name of Related Party	Param Digital Solutions Private Limited
Its relationship with the listed entity	MS Shilpa Pawar is the common Director.
Nature of transactions	Rendering of services (Sales)
Material terms and particulars of the proposed transaction;	NA
Tenure of the proposed transaction (particular tenure shall be specified);	From this Annual General Meeting till next Annual General Meeting of the Company or for a period of fifteen months, whichever is earlier
Value of the proposed transaction	Rs. 1,00,00,000/- (Rs. One Crore)
The percentage of the listed entity's annual Consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction;	100%
Where any financial indebtedness is incurred to make or give loans, inter corporate deposits, advances or investments Terms of Loan, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if	NA

secured, the nature of security	
The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	For Business Operations
Justification as to why the RPT is in the interest of the listed entity	The Company has a business relationship with the interested entity.
The indicative base price or current contracted price and the formula for variation in the price, if any	The indicative base price – Rs. 13,62,000/-
Instrument for Transaction	NA
A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholder	NA

The Members may please note that in terms of the provisions of the Listing Regulations, the related party as defined thereunder (whether such related Party/(ies) is a party to the aforesaid transaction or not), shall not vote to approve resolutions under this Item No. 5.

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

ANNEXURE TO THE NOTICE

Details required to be disclosed under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Item No. 2:

Name of Appointee	Shilpa Vinod Pawar
Designation	Whole-Time Director
Age	45 years
Nationality	Indian
Date of Appointment on the Board	19/06/2019
Qualification	Commerce Graduate
Nature of Expertise	Operations
Experience	24 yrs
Relationships between Directors inter-se	Not related to any of the Directors
Directorships held in other companies	1. Esha News Monitoring Services Private Limited – Director 2. Param Digital Solutions Private Limited - Director
Chairmanship/Memberships of Committees	1. Esha Media Research Limited – a. Audit Committee – Member b. Nomination and Remuneration Committee – Member c. Stakeholders' Relationship Committee – Member
Shareholding in the Company	3,23,086 Equity Shares (4.14%)

Item No. 3:

Name of proposed Statutory Auditor	NA Shah Associates LLP
Firm Registration Number	116560W
LLPIN	AAG-7909
Peer Review No.	014435
Registered Office	B 21-25, Paragon Centre, Pandurang Budhkar Marg, Worli, Mumbai 400 013
Phone No.	+91-22-4073 3000
Email id	info@nashah.com
Proposed fees payable to the statutory auditor(s) along with terms of appointment	7 Lakhs
Any material change in the fee payable to new auditor from that paid to the outgoing auditor along with the rationale for such change	Yes, due to the Increase in scope of business & proposed volume of business to be done in EMRL in FY 2024-25.
Basis of recommendation for appointment	NA Shah is a Grade A Audit Firm having over 3 decades of experience in relevant industries.

