

# 40<sup>th</sup> ANNUAL REPORT

## FY 2024-25



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**CORPORATE INFORMATION**

**Board of Directors**

|                                  |                                  |
|----------------------------------|----------------------------------|
| Mr. Srinivasa Sudhish Ramabhotla | : Chairman and Managing Director |
| Mr. Saurabh Ramdorai             | : Non Executive Director         |
| Mr. Siram R L V N Kishore        | : Independent Director           |
| Ms. Krishnapriya Vincent         | : Independent Director           |

**KMP**

|                            |  |
|----------------------------|--|
| Mr. Srinivasa Rao Kakkerla | : Chief Financial Officer                |
| Ms. Pooja Upmanyu          | : Company Secretary & Compliance Officer |

**Registered Office**

House No. 8-3-833/85 & 85A, Plot No. 85,  
Phase 1, Kamalapuri Colony, Hyderabad  
500073, India

**Email ID:** cs@colorchipsindia.com

**Website:** www.colorchipsindia.com

**Statutory Auditors**

M/s. Pavan & Associates,  
Chartered Accountants  
1-2-217/4/A, # 103,  
Sai Jaya Krishna Residency,  
Street No. 10, Domalguda,  
Hyderabad – 500029, Telangana

**Bankers**

Allahabad Bank  
HDFC Bank

**Registrar & Share Transfer Agents:**

Kfin Technologies Limited  
Karvy Selenium Tower B,  
Plot Nos. 31 & 32, Financial District  
Nanakramguda |Serilingampally Mandal  
Hyderabad - 500032 | India  
Email ID: praveen.chaturvedi@kfintech.com

**Listed at:**

BSE Limited

**NOTICE**

**NOTICE IS HEREBY GIVEN THAT THE FORTIETH ANNUAL GENERAL MEETING OF THE MEMBERS OF M/S. COLORCHIPS NEW MEDIA LIMITED WILL BE HELD ON TUESDAY, THE 30<sup>th</sup>, DAY OF SEPTEMBER, 2025, AT 11:30 A.M. THROUGH VIDEO CONFERENCE ("VC")/ OTHER AUDIO-VISUAL MEANS ("OAVM") FACILITY TO TRANSACT THE FOLLOWING BUSINESSES:**

**Ordinary Business**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2025 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Saurabh Ramdorai, (DIN: 07684410) who retires by rotation and being eligible, offers himself for re-appointment.

**Special Business**

3. **Appointment of Secretarial Auditor for a term of 5 (Five) Consecutive years**

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

**"RESOLVED THAT** in accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013 read with 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) and basis the recommendation of the Board of Directors of the Company, Ms. Sarada Putcha, Practicing Company Secretary, (a Peer Reviewed CS bearing COP No. 8735) be and is hereby appointed as Secretarial Auditor of the Company, for a term of five (5) consecutive financial years, commencing from the financial year 2025-26 to the financial year 2029-30, on such remuneration as may be determined by the Board of Directors.

**RESOLVED FURTHER THAT** the Directors of the Company be and are hereby severally authorized to do all such acts, deeds, things and to sign all such documents and writings as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto."

4. **Re-appointment of Mr. Srinivasa Sudhish Ramabhotla (DIN: 00027816) as Managing Director.**

*To consider and, if thought fit to pass with or without modification(s), the following resolution as a **Special Resolution**:*

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197 and any other applicable provisions of the Companies Act, 2013 ("Act") and the rules made there under, as amended from time to time, read with Schedule V to the Act, and Articles of Association of the

Company and subject to the approval of Central Government or other Government authority/agency/board, if any, the consent of the Members of the Company be and is hereby accorded to reappoint Mr. Srinivasa Sudhish Ramabhotla (DIN 00027816) as Managing Director of the Company for a period of 3 Years with effect from 1st February, 2025 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the period of 3 years from the date of his appointment), with liberty to the Board of Directors of the Company (hereinafter referred to as "the Board" (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary terms and conditions of the said re-appointment in such manner as may be agreed to between the Board and Mr. Srinivasa Sudhish Ramabhotla (DIN 00027816).

**RESOLVED FURTHER THAT** the Directors of the Company be and is hereby severally authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

#### 5. Increase of Authorized Capital of the Company

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

**"RESOLVED THAT** pursuant to the provisions of Section 13, 61 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and the Rules framed thereunder and is hereby accorded to increase the Authorized Share Capital of the Company to Rs. 21,10,00,000/- (Rupees Twenty-One Crore Ten Lakh Only) consisting of 2,11,00,000 (Two Crore Eleven Lakh Only) equity shares of Rs. 10/- (Rupees Ten Only) each.

**RESOLVED FURTHER THAT** the Memorandum of Association of the Company, be and is hereby altered by substituting the existing Clause V. thereof by the following new Clause V. as under:

*V. The Authorised Capital of the Company is Rs. 21,10,00,000/- (Rupees Twenty-One Crore Ten Lakh Only) divided into 2,11,00,000 (Two Crore Eleven Lakh Only) equity shares of Rs. 10/- (Rupees Ten Only) each.*

**RESOLVED FURTHER THAT** that subject to and in accordance with the provisions of the Act, as may be applicable from time to time, the Board of Directors of the Company be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without

requiring the Board of Directors to secure any further consent or approval of the members of the Company.”

**6. Issue of equity shares on Preferential Basis to Promoter Group Company**

*To consider and if thought fit, to pass the following Resolution, with or without Modification, the following resolution as a **Special Resolution**:*

**“RESOLVED THAT** pursuant to Section 62(1)(c), Section 42 and other applicable provisions, if any of the Companies Act, 2013 and rules framed there under (including any statutory modification or re-enactment thereof, for the time being in force) and enabling provisions in the Articles of Association of the Company and in accordance with the provisions of preferential issue as contained in the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the SEBI (Substantial Acquisition of Shares & Takeover) Regulations, 2011, to the extent applicable and approvals including from BSE Ltd. (**“Stock Exchange”**) and all other Statutes, Rules, Regulations, Guidelines, Notifications, Circulars and clarifications as may be applicable and other approvals, if any, the approval of the members be and is hereby accorded to the Board to offer, issue and allot upto 20,00,000 (Twenty Lakh) equity shares of Rs. 10/- (Rupees Ten Only) at an issue price of Rs. 17.89/- (Seventeen Rupees and Eighty Nine Paise Only) per equity share or such price as may be calculated as per the applicable provisions of SEBI (ICDR) Regulations, whichever is higher, on preferential basis to Susira Holdings Private Limited (Promoter Group) in such manner and on such terms and conditions as mentioned in the explanatory statement and as may be determined by the Board in its absolute discretion as it may think fit and without requiring any further approval or consent from the Members, subject to and in accordance with the provisions of the SEBI(ICDR) Regulations and the Companies Act, 2013.

**RESOLVED FURTHER THAT** the price of this issue has been fixed at Rs. 17.89/- (Seventeen Rupees and Eighty Nine Paise Only) and that this shall not be lower than the price determined in compliance with the applicable provisions of SEBI (Issue of Capital and Disclosure Requirements), Regulations, 2018 and shall be recomputed, if need be.

**RESOLVED FURTHER THAT** the “Relevant Date” in relation to the issue of these equity shares in accordance with the Chapter V of SEBI (ICDR) Regulations shall be **Friday, August 29, 2025**.

**RESOLVED FURTHER THAT** the said equity shares to be allotted in demat form only and shall rank pari - passu in all respects with the existing equity shares of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to determine, vary, modify, alter any of the terms and conditions of the proposed issue including reduction of the size of the issue, as it may deem expedient in its discretion and further authorized to cancel the unsubscribed issued capital which is not subscribed by persons/entities to whom the said equity shares were offered under this preferential offer.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board and/or the Company Secretary be and are hereby severally authorized for and on behalf of the Company to take all such actions and do all such deeds, matters and things as they may, in their absolute discretion, deem necessary, desirable or expedient to the issue or allotment of such equity shares and listing thereof with the Stock Exchange as appropriate and to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment, utilization of issue proceeds and to do all such acts, deeds and things in connection therewith and incidental thereto as the Board at its absolute discretion deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the power herein conferred, to any committee or to one or more Directors or executive of the Company including making necessary filings with the Stock Exchanges and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint Consultants, Professional Advisors and Legal Advisors to give effect to the aforesaid Resolution."

**7. Issue of equity shares on Preferential Basis to Non - Promoter**

*To consider and if thought fit, to pass the following Resolution, with or without Modification, the following resolution as a **Special Resolution**:*

**"RESOLVED THAT** pursuant to Section 62(1)(c), Section 42 and other applicable provisions, if any of the Companies Act, 2013 and rules framed there under (including any statutory modification or re-enactment thereof, for the time being in force) and enabling provisions in the Articles of Association of the Company and in accordance with the provisions of preferential issue as contained in the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the SEBI (Substantial Acquisition of Shares & Takeover) Regulations, 2011, to the extent applicable and approvals including from BSE Ltd. ("**Stock Exchange**") and all other Statutes, Rules, Regulations, Guidelines, Notifications, Circulars and clarifications as may be applicable and other approvals, if any, the approval of the members be and is hereby accorded to the Board of Directors of the Company ("**Board**") to offer, issue and allot in one or more tranches upto 20,00,000 (Twenty Lakh) equity shares of Rs. 10/- (Rupees Ten Only) each at an issue price of Rs. 17.89/- (Seventeen Rupees and Eighty Nine Paise Only) per equity share on preferential basis to Flixio Services LLP (Non Promoter/Public Category) in such manner and on terms and conditions as may be determined by the Board in its absolute discretion as it may think fit and without requiring any further approval or consent from the Members, subject to and in accordance with the provisions of the SEBI(ICDR) Regulations and the Companies Act, 2013.

**RESOLVED FURTHER THAT** the price of this issue has been fixed at Rs. 17.89/- (Seventeen Rupees and Eighty Nine Paise Only) and that this shall not be lower than the price determined in compliance with the applicable provisions of SEBI (Issue of Capital and Disclosure Requirements), Regulations, 2018 and shall be recomputed, if need be.



**RESOLVED FURTHER THAT** the “Relevant Date” in relation to the issue of these equity shares in accordance with the Chapter V of SEBI (ICDR) Regulations shall be **Friday, August 29, 2025**.

**RESOLVED FURTHER THAT** the said equity shares to be allotted in demat form only and shall rank pari - passu in all respects with the existing equity shares of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to determine, vary, modify, alter any of the terms and conditions of the proposed issue including reduction of the size of the issue, as it may deem expedient in its discretion and further authorized to cancel the unsubscribed issued capital which is not subscribed by persons/entities to whom the said equity shares were offered under this preferential offer.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board and/or the Company Secretary be and are hereby severally authorized for and on behalf of the Company to take all such actions and do all such deeds, matters and things as they may, in their absolute discretion, deem necessary, desirable or expedient to the issue or allotment of such equity shares and listing thereof with the Stock Exchange as appropriate and to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment, utilization of issue proceeds and to do all such acts, deeds and things in connection therewith and incidental thereto as the Board at its absolute discretion deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the power herein conferred, to any committee or to one or more Directors or executive of the Company including making necessary filings with the Stock Exchanges and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint Consultants, Professional Advisors and Legal Advisors to give effect to the aforesaid Resolution.”

By order of the Board  
**For COLORCHIPS NEW MEDIA LIMITED**  
**SD/-**  
**SRINIVASA SUDHISH RAMABHOTLA**  
Managing Director  
DIN: 00027816

Place: Hyderabad

Date: 08.09.2025

**Registered Office**

H. No. 8-3-833/85 & 85A, Plot No. 85,  
Phase 1, Kamalapuri Colony, Hyderabad  
500073, India

CIN: L74110TG1985PLC051404

**Email ID:** cs@colorchipsindia.com

**Website:** www.colorchipsindia.com



**Notes:**

1. The Ministry of Corporate Affairs ('MCA') has vide its General Circular No. 09/2024 dated September 19, 2024 read with General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020 and General Circular No. 09/2023 dated September 25, 2023, (collectively referred to as 'MCA Circulars') permitted the holding of the Annual General Meeting ('AGM') through VC/OAVM without physical presence of the Members at a common venue. Further, the Securities and Exchange Board of India ('SEBI') vide its Circular No. SEBI/HO/CFD/ CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 read with para 5.1 and 5.2 of section VI-J of chapter VI of the SEBI Master Circular dated July 11, 2023 (collectively referred to as 'SEBI Circulars') has also granted relaxation from compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and have permitted the holding of AGM through VC/OAVM without physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') and the MCA Circulars, the 40<sup>th</sup> AGM of the Company is being held through VC/ OAVM.
2. Kfin Technologies Limited will be providing the facility for voting through remote e-voting. The procedure for participating in the meeting through VC / OAVM is explained at Note No. 21C below and is also available on the website of the Company at [www.colorchipsindia.com](http://www.colorchipsindia.com).
3. 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 this AGM is being held 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 AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Institutional/Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned copy of its Board or governing body Resolution/ Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to [cssaradacertifications@gmail.com](mailto:cssaradacertifications@gmail.com) or [cs@colorchipsindia.com](mailto:cs@colorchipsindia.com) with copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com).
5. Members can avail the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013. Members desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to RTA of the Company. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.

6. The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details furnished by the Depositories and the bank account details maintained by the Registrar and Transfer Agents for payment of dividend to Members electronically. The Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the Member(s) through the Electronic Clearing Service (ECS)/National Electronic Clearing Service (NECS)/Real Time Gross Settlement (RTGS)/Direct Credit, etc. As directed by SEBI, the Members holding shares in physical form are requested to submit particulars of their bank account along with the original cancelled cheque bearing the name of the Member to RTA/Company to update their Bank Account details. Members holding shares in demat form are requested to update their Bank Account details with their respective Depository Participant.
7. SEBI has decided that securities of listed companies can be transferred only in dematerialized form. In view of the above and to avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form.
8. For members holding shares in physical form, SEBI vide its Master Circular SEBI/HO/MIRSD/POD1/P/CIR/ 2024/37 dated 7th May 2024 read with SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated 10th June 2024, as amended from time to time, has mandated furnishing of PAN linked with Aadhaar and KYC details (i.e., postal address with PIN code, mobile number, bank account details, PAN linked with Aadhaar etc.). In case any of the aforesaid documents / details are not available in the record of the RTA, the member shall not be eligible to lodge grievance or avail any service request from the RTA until they furnish complete KYC details. Further, with effect from 1st April 2024, any payment of dividend shall only be made in electronic mode to such members. The Company has made relevant intimations to the members from time-to-time for updation of PAN, KYC, Bank details and Nomination in the Forms ISR-1, ISR-2, ISR-3 and SH-13.

Members may please note that SEBI vide its Circular SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25th January, 2022 has mandated the Listed Companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/Splitting of securities certificate; Consolidation of securities certificates/ folios; Transmission and Transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4. It may be noted that any service request can be processed only after the folio is KYC Compliant.

In view of the above, members holding shares in physical form are requested to send self-attested copy of valid PAN card (linked with Aadhaar) or latest Demat account CML copy duly attested by DP, KYC details duly mentioned in ISR – 1 form (mobile number and email id are mandatory), ISR-2 form and Nominee Form (SH-13) immediately to the Company's Registrars & Transfer Agents i.e. M/s. Kfin Technologies Limited ("the RTA") by post or courier. The required forms (ISR-1, ISR-2, SH-13 etc.) can be downloaded from

www.kfintech.com or send a request mail to kfinkart.support@kfintech.com for soft copy forms.

**ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING ANNUAL REPORT**

9. In Compliance with the MCA circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company, Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website www.colorchipsindia.com, website of the stock exchange i.e. www.bseindia.com..
10. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
11. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
12. Members are requested to:
  - (a) intimate to RTA, changes, if any, in their registered addresses at an early date, in case of Shares held in physical form;
  - (b) intimate to the respective Depository Participant, changes, if any, in their registered addresses at an early date, in case of Shares held in dematerialized form
  - (c) quote their folio numbers/Client ID/DP ID in all correspondence;
  - (d) Consolidate their holdings into one folio in case they hold Shares under multiple folios in the identical order of names; and
  - (e) Register their Permanent Account Number (PAN) with their Depository Participants, in case of Shares held in dematerialized form and RTA/ Company, in case of Shares held in physical form, as directed by SEBI.
13. Non-Resident Indian Members are requested to inform Registrar and Share Transfer Agent of the Company in any change in their residential status on return to India for permanent settlement, particulars of their bank account maintained in India with complete name, branch account type, account number and address of the bank with pin code number, if not furnished earlier.
14. The Notice of AGM along with the Annual Report 2024-25 is being sent to all the Members whose name appear in the Register of Members/List of Beneficial Owners received from the RTA as on **Friday, September 05, 2025** by electronic mode to those members whose email address is registered with the Company / RTA / Depositories.

15. The Annual Report of the Company circulated to the Members of the Company will be made available on the Company's website at [www.colorchipsindia.com](http://www.colorchipsindia.com).
16. Members holding shares in physical mode and who have not updated their email addresses with the company are requested to update their email addresses by writing to the company at [cs@colorchipsindia.com](mailto:cs@colorchipsindia.com) along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (eg.: Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialized mode are requested to register or update their email addresses with the relevant Depository Participants.
17. The Company is pleased to provide the members the facility to vote on the items of business mentioned in the notice through electronic means in accordance with the provisions of section 108 of the Companies Act, 2013, read with relevant rules made thereunder and Regulation 44 of the SEBI (LODR) Regulations, 2015, as amended, and in this regard the Company has appointed Kfin Technologies Limited for providing e-voting services to the members of the Company.
18. Subject to the receipt of requisite number of votes, the resolutions mentioned in the Notice shall be deemed to be passed at the Annual General Meeting of the Company. The result declared, along with the Scrutinizer's Report, will be placed on the Company's website after the result is declared by the Chairman or any other person authorized by the Chairman, and the same shall be communicated to BSE Ltd.
19. Mrs. Sarada Putcha, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
20. **PROCEDURE AND THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:**
  - a) In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on all the Resolutions proposed to be considered at the 40<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting votes by the Members using an electronic voting system from a place than venue of the 40<sup>th</sup> Annual General Meeting (AGM) ("remote e-voting") will be provided by (Kfin Technologies Limited).

The Company has engaged the services of Kfin Technologies Limited for providing e voting services. In case any member required help regarding e voting can contact with Kfin technologies Limited at [evoting@kfintech.com](mailto:evoting@kfintech.com), or at 1800 309 4001.

  - b) The remote e-voting period begins on **Saturday, September 27, 2025, at 9:00 A.M. and ends on Monday, September 29, 2025, at 5:00 P.M.** The remote e-voting module

shall be disabled by Kfin Technologies Limited for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date **(cut-off date) i.e. Tuesday, September 23, 2025**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the above said cut-off date.

The way to vote electronically on kfin e-Voting system consists of “Two Steps” which are mentioned below:

**Step 1: Access to Kfin e-Voting system**

**A. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

- i) In terms of SEBI circular 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.

Login method for remote 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 NSDL. | <ol style="list-style-type: none"> <li>1. If you are already registered for <b>NSDL IDeAS facility</b>, please visit the e-Services 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-Services is launched, click on the “<b>Beneficial Owner</b>” icon under “Login” which is available under “<b>IDeAS</b>” 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 options available against company name or <b>e-Voting service provider - NSDL</b> and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a>. Select “<b>Register Online for IDeAS</b>” 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></li> </ol> |

|  |  |
|--|--|
|  | <p>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 held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be requested to select the name of the Company and the e-voting Service Provider name, i.e., KFintech. On successful selection you will be redirected to KFintech e-voting page for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>   |
| Individual Shareholders holding securities in demat mode with CDSL                                     | <ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>ESP i.e. KFintech</b> e-voting Portal. Click on e-voting service provider name to cast your vote.</li> <li>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>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <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 provided links for the respective ESP i.e. <b>KFintech</b> where the e-Voting is in progress.</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. Once 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 options available against company name or <b>e-Voting service provider- KFintech</b> and you will be redirected to e-Voting website of <b>KFintech</b> for casting your vote during the remote e-</p>   |



|  |   |
|--|---|
|  | Voting period or joining virtual meeting & voting during the meeting. |
|--|---|

**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. 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022-48867000 / 022-24997000 or Kfin Technologies Limited <a href="mailto:evoting@kfintech.com">evoting@kfintech.com</a> or contact at toll free no. 1800 309 4001.                        |
| 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 toll free no. 1800225533 or Kfin Technologies Limited <a href="mailto:evoting@kfintech.com">evoting@kfintech.com</a> or contact at toll free no.1800 309 4001. |

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to KFintech e-Voting website?**

1. Visit the e-Voting website of KFintech. Open web browser by typing the following URL: <https://www.evoting.kfintech.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.*

4. Your User ID details are given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is:                                |
|--|---|
| a) For Members who hold shares in demat account with NSDL.     | 8 Character DP ID followed by 8 Digit Client ID |



|  |   |
|--|---|
|  | For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.  |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID<br>For example if your Beneficiary ID is 12***** then your user ID is 12*****   |
| c) For Members holding shares in Physical Form.            | EVEN Number followed by Folio Number registered with the company<br>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using KFintech e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting@kfintech.com](mailto:www.evoting@kfintech.com).
- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting on Kfintech e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVENT” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVENT” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cssaradacertifications@gmail.com with a copy marked to evoting@kfintech.com.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical

User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of <http://evoting.kfintech.com> or call on toll free no.: 1800 309 4001 or at KFINTECH TECHNOLOGIES LIMITED at [evoting@kfintech.com](mailto:evoting@kfintech.com).

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide 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 Aadhaar Card) by email to [cs@colorchipsindia.com](mailto:cs@colorchipsindia.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhaar Card) to [cs@colorchipsindia.com](mailto:cs@colorchipsindia.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**B. Voting at e-AGM:**

- i) Only those members/shareholders, who will be present in the e-AGM through video conferencing facility and have not cast their vote through remote e-voting & are otherwise not barred from doing so, are eligible to vote through e-voting in the e-AGM.
- ii) However, members who have voted through remote e-voting will be eligible to attend the e-AGM.
- iii) Members attending the e-AGM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
- iv) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

**C. Instructions for members for attending the e-AGM:**

- i) The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
- ii) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- iii) Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- iv) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- v) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- vi) While all efforts would be made to make the VC/ OAVM meeting smooth, participants connecting through mobile devices, tablets, laptops etc. may at times experience audio/video loss due to fluctuation in their respective networks. Use of a stable Wi-Fi or LAN connection can mitigate some of the technical glitches.
- vii) Those shareholders who have registered themselves as a speaker shareholder will only be allowed to express their views/ask questions during the meeting.
- viii) Members can login and join 15 (fifteen) minutes prior to the schedule time, join the meeting at scheduled time; window for joining shall be kept open till the expiry of 30 (Thirty) minutes after the schedule time; or the closing of the meeting, whichever is earlier.

**D. General Instructions:**

- i) The Board of Directors has appointed Mrs. Sarada Putcha, Practicing Company Secretary (ACS No. 21717, CP No. 8735) as the Scrutinizer to the e-voting process and e-voting at the e-AGM in a fair and transparent manner.
- ii) The Chairman shall formally propose to the members participating through VC/OAVM facility to vote on the resolutions as set out in the Notice of the 40<sup>th</sup> AGM and announce the start of the casting of vote through the e-voting system of NSDL.
- iii) The Scrutinizer shall, immediately after the conclusion of voting at the e-AGM, first count the votes cast at the meeting, thereafter unblock the votes through e-voting in the presence of at least two witnesses, not in the employment of the Company and make a consolidated Scrutinizer's report of the total votes cast in favour and against, if any, to the Chairman of the Company, who shall countersign the same.

- iv) The Scrutinizer shall submit her report to the Chairman of the Company, who shall declare the result of the voting.
  - v) The results declared along with the scrutinizer's report shall be placed on the Company's website [www.colorchipsindia.com](http://www.colorchipsindia.com) and on the website of KFintech <https://www.evoting@kfintech.com> and shall also be communicated to the stock exchanges. The resolutions shall be deemed to be passed at the AGM of the Company.
21. The voting results declared along with the Scrutinizer's Report will be placed on the company's website [www.colorchipsindia.com](http://www.colorchipsindia.com) immediately after the declaration of the result by the Chairman or a person authorized by the Chairman. The results will also be immediately forwarded to the BSE Ltd.

By order of the Board  
**For COLORCHIPS NEW MEDIA LIMITED**  
**SD/-**  
**SRINIVASA SUDHISH RAMABHOTLA**  
Managing Director  
DIN: 00027816

Place: Hyderabad  
Date: 08.09.2025

## EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013 (the “Act”) the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 3 to 7:

### Item No. 3

#### **Appointment of Secretarial Auditor for a term of 5 (Five) consecutive years**

Pursuant to the amended provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI LODR Regulations’) vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Companies Act, 2013 (‘Act’) and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Audit Committee and the Board of Directors at their respective meetings have approved and recommended the appointment of Ms. Sarada Putcha, Practicing Company Secretary (Peer Reviewed Company Secretary in Practice) as Secretarial Auditor of the Company for a term of 5 (Five) consecutive years to hold office from Financial Year 2025-26 to Financial Year 2029-30 on such terms and conditions as may be mutually agreed between the Company and the Secretarial Auditor. The Company has received necessary consent and certificate confirming her eligibility to be appointed as Secretarial Auditor as per applicable provisions and that she is not debarred or disqualified in any manner. She has over a decade of experience in providing professional services including secretarial compliance, company law advisory, filings, incorporations, and foreign investment-related services. Accordingly, the Board recommends the Ordinary Resolution as set out in Item No. 3 of this Notice for approval of the Members.

None of the Directors, Key Managerial Personnel (KMP), or their relatives have any financial or other interest in the proposed resolution.

### Item No. 4:

#### **Re-appointment of Mr. Srinivasa Sudhish Ramabhotla (DIN: 00027816) as Managing Director**

Mr. Srinivasa Sudhish Ramabhotla (DIN: 00027816), Chairman and Managing Director of the Company was appointed for a period of 3 years w.e.f. 01.02.2022 to 31.01.2025 vide approval of the shareholders at the 37<sup>th</sup> AGM of the Company and was eligible for further re-appointment. The Board of the Company deliberated upon his re-appointment as Managing Director of the Company considering his significant contributions and leadership in the growth and strategic direction of the Company.

Accordingly, the Board of the Company, upon recommendation of the Nomination & Remuneration Committee, in their meetings approved the said re-appointment for a period of 3 years w.e.f 01.02.2025 till 31.01.2028 on such terms and conditions as mentioned in the resolution above subject to the approval of the shareholders. Pursuant to Section 196(3) and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, the said appointment also requires the approval of the shareholders by means of a special resolution.

The key terms and conditions of his re-appointment and other benefits, are detailed in the resolution set out in the Notice. Mr. Srinivasa Sudhish Ramabhotla shall be liable to retire by rotation.

**Brief Profile of Mr. Srinivasa Sudhish Ramabhotla (DIN: 00027816)**

Mr. Srinivasa Sudhish Ramabhotla, aged 58 years, is the Promoter, Chairman and Managing Director of the Company with over 34 years of rich experience in business management and corporate strategy. He holds a graduate degree in Law, was conferred an honorary doctorate by Burkes University, UK, and is an alumnus of Harvard Business School, Boston, USA.

He has been instrumental in steering the Company towards growth, innovation, and global recognition. Under his leadership, the Company has made significant strides in its core business areas.

Mr. Sudhish has received numerous prestigious awards in recognition of his outstanding contributions across various fields, including the Udhya Prathibha Ratan Award by the All India Business Development Association, the Gem of India Award by the All India Achievers Association, the Rashtriya Ratan Award and Indira Gandhi Sadhbhavana Award by the Global Economic Council, and the Samaikya Bharata Gourav Satkar by the Delhi Telugu Academy. He was also recognized for his significant contributions to the Indian animation industry by Toon Boom Technologies, Canada, and notably served as a jury member of the International Emmy Awards Committee in 2006.

In accordance with Section 196 and 197 of the Companies Act, 2013, and other applicable provisions, read with Schedule V to the Act and Articles of Associations of the Company, the terms and conditions for the re-appointment and remuneration are now being placed before the members for their approval by way of Special Resolution.

Pursuant to the provisions of Section II of Part II of Schedule V of the Companies Act, 2013, where in any financial year, the Company has Nil Profits or inadequate profits, therefore the Managing Director shall be paid remuneration as mentioned herewith. Information required under Section II, Part II of Schedule V of the Companies Act, 2013 is as follows:

| <b>I. GENERAL INFORMATION</b>  |  |
|--|--|
| Nature of Industry   | The Company is engaged in Media and Entertainment Sector.                              |
| Date of commencement of commercial operation   | The Company was incorporated on 10th May, 1985 and it is fully Active and Operational. |
| In case of new Company, expected date of Commencement of activities as per project approved by FI, appearing in the prospectus | Not Applicable   |



|                                       |   |            |            |            |
|---------------------------------------|---|------------|------------|------------|
| Financial Performance                 | Amount in ₹ (Lakhs)   |            |            |            |
|                                       | Financial parameters  | FY 2024-25 | FY 2023-24 | FY 2022-23 |
|                                       | Turnover (operational revenue)  | 68         | 103        | 145        |
|                                       | Net profit after tax  | -1,002     | 2          | 35         |
|                                       | Amount of dividend paid   | Nil        | Nil        | Nil        |
|                                       | Rate of dividend declared   | Nil        | Nil        | Nil        |
| Foreign Investments or collaborations | Nil   |            |            |            |
| II. INFORMATION ABOUT THE APPOINTEE   |   |            |            |            |
| Background Details                    | Mr. Srinivasa Sudhish Ramabhotla (DIN: 00027816), aged 58 years, is the Chairman and Managing Director of the Company. He brings with him over 34 years of extensive experience in business management and strategic leadership across various sectors. He holds a graduate degree in Law, has been conferred an honorary doctorate by Burkes University, UK, and is an alumnus of Harvard Business School, Boston, USA. His visionary leadership has been instrumental in driving the Company’s growth and innovation over the years. The details of his membership and chairmanship in committees of the Company and other companies as on date are provided in the Corporate Governance Report forming part of this Annual Report. |            |            |            |
| Past remuneration<br><br>( per annum) | FY 2024-25 – Nil<br><br>FY 2023-24 – Nil<br><br>FY 2022-23 – Nil  |            |            |            |
| Job profile and suitability           | Mr. Srinivasa Sudhish Ramabhotla, as Chairman and Managing Director, is responsible for the overall control of the Company, including strategic planning, financial management, operations, and business development. He also regularly reviews the performance of all Directors and takes necessary steps to improve the overall efficiency and performance of the Company. Accordingly, he is suitable to act as the Managing Director of the Company.  |            |            |            |
| Recognition and Awards                | Mr. Srinivasa Sudhish Ramabhotla has received a number of awards by various organizations in recognition of his contributions and accomplishments in various fields such as Udhya Prathibha Ratan Award by All Indian Business Development Association, Gem of India Award by All India Achievers Association, Rashtriya Ratan  |            |            |            |

|  |   |
|--|---|
|  | Award & Indira Gandhi Sadhbhavana Award by Global Economic Council, Samaikya Bharata Gourav Satkar by Delhi Telugu Academy Award for contribution to Indian Animation Industry from M/s. Toon Boom Technologies (Canada) and was also a jury member of International Emmy Awards Committee, 2006.   |
| Remuneration proposed  | <p>The overall remuneration, including perquisites and commission, payable to Mr. Srinivasa Sudhish Ramabhotla (DIN: 00027816) shall not exceed 5% of the net profits of the Company in any financial year or such higher limits as may be prescribed under Section 197 read with applicable rules and Schedule V of the Companies Act, 2013. In the event of inadequacy or absence of profits during any financial year, he shall be entitled to receive the proposed remuneration as minimum remuneration, subject to the ceilings specified in Schedule V.</p> <p>Any clarification, variation, or modification in the remuneration structure shall be determined by the Nomination and Remuneration Committee, and may be varied as desired by him and approved by the Committee from time to time.</p> |
| Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person.  | Taking into consideration the size of the Company, the qualification and experience and the profile being handled by him, the remuneration as mentioned above is on par with industry standards and also on par with remuneration being paid to similar position in other Companies.  |
| Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel if any | Apart from the remuneration received in his capacity as Chairman and Managing Director, Mr. Srinivasa Sudhish Ramabhotla does not have any other pecuniary transaction or relationship with the Company. He is also not related to any other managerial personnel of the Company.   |
| <b>III. OTHER INFORMATION</b>  |   |
| Reasons of loss or inadequacy of profits   | The loss or inadequacy of profits during the year under review is primarily due to industry challenges, including market fluctuations, intense competition, and a slowdown in industry growth. Additionally, changing consumer preferences have impacted profitability.   |
| Steps taken or proposed to be taken for  | The Company has taken necessary measures to stabilize existing projects and is actively pursuing new business acquisitions aligned  |

|   |   |
|---|---|
| improvement                                   | with its core operations to drive growth and improve performance.   |
| Expected increase in productivity and profits | The Company has drawn up an Annual Business Plan aimed at achieving improved margins in the current and upcoming financial years, driving higher productivity and enhanced profitability.   |
| <b>IV. DISCLOSURES:</b>                       |   |
| Details of proposed Remuneration              | Disclosures relating to all elements of the remuneration package including salary, benefits, bonuses, pensions, fixed components, performance-linked incentives and criteria, service contract details, notice period, and severance fees are provided in the Directors' Report under the heading "Corporate Governance Report" forming part of this Annual Report. |

The Board recommends the Special Resolution as set out in Item No. 4 of this Notice for approval of the Members.

Mr. Srinivasa Sudhish Ramabhotla, the appointee is not related to any director, Manager, Key Managerial Personnel

He is deemed to be concerned / interested in the resolution set out at Item No. 4 in the Notice. Further their relatives may be considered/deemed to be concerned / interested in the said resolution.

Except as stated above, none of the Directors, Manager, Key Managerial Personnel of the Company, and any relatives of such Director, Manager, Key Managerial Personnel are in anyway concerned or interested in the resolution except to the extent of Equity Shares held by them in the Company.

#### **Item No. 5:**

#### **Increase of Authorized Capital of the Company**

It is intended to raise the required funds by way of induction of the fresh equity share capital in the Company and it would therefore be necessary to increase the Authorised Share Capital. It is proposed to increase the Authorised Share Capital Rs. 21,10,00,000/- (Rupees Twenty-One Crore Ten Lakh Only) consisting of 2,11,00,000 (Two Crore Eleven Lakh Only) equity shares of Rs. 10/- (Rupees Ten Only) each.

For the above purpose, it would be necessary to substitute the existing Clause V of the Memorandum of Association of the Company with a new Clause V. In accordance with the provisions of Sections 13, 61 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules framed there under, it would be necessary to obtain the approval of the members for the increase in Authorised Share Capital of the Company by way of an ordinary resolution. The Board recommends the Resolution in Item No. 5 as ordinary resolution. The existing and the proposed Memorandum of Association of the Company are available for inspection by any Member at the Registered Office of the Company.

None of the Directors, Key Managerial Personnel (KMP), or their relatives have any financial or other interest in the proposed resolution.

**Item No. 6 & 7:**

**Issue of Equity Shares on Preferential Basis to Promoter Group Company and Non-Promoter**

To meet working capital requirements and other general corporate expense/purposes, the Company proposes to raise capital by issuing equity shares on a preferential basis to certain identified Promoter and Non-Promoter investors. Accordingly, the Board proposes to issue equity shares to the persons as mentioned in **Annexure A** in one or more tranches, in such manner and on terms and conditions as may be determined by the Board subject to and in accordance the provisions of the SEBI(ICDR) Regulations, Companies Act and subject to necessary approvals from BSE Ltd.

Pursuant to provisions of Section 62(1)(c) and Section 42 of Companies Act, 2013 and Regulation 160 of SEBI(ICDR) Regulations, 2018, any preferential allotment of securities is required to be approved by the shareholders by way of Special Resolution. Further, in terms of Regulation 163 of SEBI (ICDR) Regulations, Section 62 and Section 42 read with rules made thereunder, the following disclosures are required to be made in the explanatory statement to the notice of general meeting:

**1. Objects of the preferential issue:**

The proceeds from the proposed preferential issue will be utilized for:

- Towards working capital requirements;
- General corporate purposes;

**2. Particulars of the offer including date of passing of Board resolution:**

The Board in its meeting held on Monday, September 08, 2025 has approved the issue of the following:

| S. No | Particulars                    | No. of securities |
|-------|--------------------------------|-------------------|
| 1     | Equity shares of Rs. 10/- each | 40,00,000         |

**3. Kinds of securities offered and the price at which security is being offered:**

The Board in its meeting held on Monday, September 08, 2025 has approved the issue of the following:

| S. No | Particulars                    | No. of securities | Issue Price (Rs.)* |
|-------|--------------------------------|-------------------|--------------------|
| 1     | Equity shares of Rs. 10/- each | 40,00,000         | 7,15,60,000        |

\*Face Value of Rs.10/- each and a premium of Rs. 7.89/- each

**4. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made:**

The price of the above mentioned issue has been fixed at Rs. 17.89/- per share i.e., face value of Rs.10/- each and premium of Rs. 7.89/- each.

The Company has obtained a valuation report dated 06.09.2025 from CA Govardhan Reddy Pochimireddy, Registered Valuer (Registration No.: IBBI/RV/06/2019/10725) and the Independent Registered Valuer has arrived at a price of Rs. 17.89/- per share.

In terms of the applicable provisions of the SEBI (ICDR) Regulations, the price, at which the securities shall be issued and allotted is Rs. 17.89/- each, which is not lower than the price determined by the Independent Registered Valuer. The same is in compliance and in accordance with applicable of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as applicable. The Articles of Association of the issuer does not provide for any method of determination of any price and accordingly, the price has been determined as mentioned above. The AGM Notice, preferential issue details, pricing, valuation report and other details were placed before a committee of Independent Directors in their meeting. All the independent directors were present in the meeting and all the Independent Directors have approved the same.

**5. Relevant date with reference to which the price has been arrived at:**

The "Relevant Date" in relation to the issue of these Securities in accordance with the Chapter V of SEBI (ICDR) Regulations shall be Friday, August 29, 2025, being the date that is 30 (thirty) days prior to the date of the AGM (As the relevant date falls on a weekend, the day preceding the weekend has been considered)

**6. Name and address of valuer who performed valuation:**

The Company has obtained a valuation certificate from CA Govardhan Reddy Pochimireddy, Registered Valuer (Registration No.: IBBI/RV/06/2019/10725) having its office at Plot No 29 Vikaspuri Colony, Near ESI to AG Colony Road, SR Nagar, Hyderabad- 500038 which is in accordance with Regulation 164 read with Regulation 166A of SEBI (Issue of Capital and Disclosure Requirements), Regulations, 2018 as applicable. The same shall be available on the website of the Company at <https://www.colorchipsindia.com/announcements/>

**7. Maximum number of specified securities to be issued/amount which the company intends to raise by way of such securities:**

The Board in its meeting held on Monday, September 08, 2025 has approved the issue of the following:

| S. No | Particulars                    | No of securities | Issue Price (Rs.) | Amount Rs.  |
|-------|--------------------------------|------------------|-------------------|-------------|
| 1     | Equity shares of Rs. 10/- each | 40,00,000        | 17.89             | 7,15,60,000 |

**8. Intent of the promoters, directors, key managerial personnel or senior management of the issuer to subscribe to the offer:**

Susira Holdings Private Limited (Promoter Group) intends to subscribe to 20,00,000 equity shares.

Except as stated above, none of the Promoters, Directors, KMPs or senior management of the issuer are subscribing to the issue and except as stated above no contribution is being

made by the promoters or directors or KMPs or senior management either as part of the offer or separately in furtherance of objects.

#### 9. Shareholding pattern of the issuer before and after the preferential issue:

The Pre and Post shareholding pattern of the Company is given below:

| Sl. No. | Category                          | Pre-issue*         |                    | Post-issue         |                    |
|---------|-----------------------------------|--------------------|--------------------|--------------------|--------------------|
|         |                                   | No. of shares held | % of share holding | No. of shares held | % of share holding |
| A       | Promoters' holding                |                    |                    |                    |                    |
| 1       | Indian                            |                    |                    |                    |                    |
|         | Individual                        | 68,63,377          | 40.35              | 68,63,377          | 32.67              |
|         | Bodies corporate                  | 42,42,263          | 24.94              | 62,42,263          | 29.71              |
|         | Sub-total                         | <b>1,11,05,640</b> | <b>65.29</b>       | <b>1,31,05,640</b> | <b>62.38</b>       |
| 2       | Foreign promoters                 | -                  | -                  | -                  | -                  |
|         | <b>Sub-total (A)</b>              | <b>1,11,05,640</b> | <b>65.29</b>       | <b>1,31,05,640</b> | <b>62.38</b>       |
| B       | Non-promoters' holding            |                    |                    |                    |                    |
| 1       | Institutional investors           | -                  | -                  | -                  | -                  |
|         | Mutual funds                      | -                  | -                  | -                  | -                  |
| 2       | Non-institutional Investors       | -                  | -                  | -                  | -                  |
|         | Private corporate bodies          | 2,95,209           | 1.74               | 22,95,209          | 10.92              |
|         | Resident Individuals              | 54,96,914          | 32.32              | 54,96,914          | 26.16              |
|         | NRI                               | 30,178             | 0.18               | 30,178             | 0.14               |
|         | Others (Clearing Members and HUF) | 81,959             | 0.48               | 81,959             | 0.39               |
|         | <b>Sub-total (B)</b>              | <b>59,04,260</b>   | <b>34.71</b>       | <b>79,04,260</b>   | <b>37.62</b>       |
|         | <b>Grand Total (A+B)</b>          | <b>1,70,09,900</b> | <b>100</b>         | <b>2,10,09,900</b> | <b>100</b>         |

\*As at September 05, 2025

#### Assumptions:

- The post issue shareholding pattern in the above table has been prepared on the basis that the Proposed Allottees would have subscribed to and been allotted all the Equity Shares. In the event for any reason, the Proposed Allottees do not or are unable to subscribe to and/or are not allotted the Equity Shares, the shareholding pattern in the above table would undergo corresponding changes.
- It is further assumed that shareholding of the Company in all other categories will remain unchanged.

#### 10. Time frame within which the preferential issue shall be completed:

Pursuant to Regulation 170(1) of SEBI (ICDR) Regulations, allotment pursuant to the special resolutions shall be completed within a period of fifteen days from the date of passing of such resolution or in the event allotment of securities would require any approval(s) from any regulatory authority or the Central Government, the period of fifteen days shall be counted from the date of the order on such application or the date of approval or permission, as the case may be.

**11. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees:**

The same has been disclosed in **Annexure A**.

**12. The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue:** There shall be No change in the management or control of the Company pursuant to the aforesaid issue and allotment of securities. However, the percentage of shareholding and voting rights exercised by the shareholders of the Company will change accordingly. The pre and post shareholding of the proposed allottees has been disclosed in **Annexure A**.

**13. Undertakings:**

The Company hereby undertakes and confirms the following:

- that the issuer shall re-compute the price of the specified securities in terms of the provision of SEBI (ICDR) Regulations where it is required to do so;
- if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees;
- Neither the Company nor any of its Promoters or Directors are wilful defaulters or fraudulent borrowers;
- None of its Directors or Promoters are fugitive economic offenders;
- The said preferential issue is not for consideration other than cash;
- The Company is eligible to make the Preferential Issue to its Investor under Chapter V of the SEBI ICDR Regulations;
- The Company shall make an application to BSE Ltd. at which the existing shares are listed, for listing of the aforementioned Equity Shares;
- The issue of Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Companies Act, 2013 and relevant regulations of SEBI (ICDR) Regulations and shall be made in a dematerialized form only;

**14. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:**

The current and proposed status of all the allottees shall remain the same post the preferential issue i.e., the Promoter Group Company shall remain a promoter group company and the Public Category allottee shall remain in Public Category.

**15. Material terms of raising such securities, any asset charged as security: NA**

**16. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price: Nil**

**17. Lock In:**

Lock in of equity shares shall be locked-in in accordance with Regulation 167 of SEBI (ICDR) Regulations.



The certificate from the Practicing Company Secretary, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations shall be available for inspection by the Members at the meeting. The same shall be uploaded along with the valuation report on the website of the Company at <https://www.colorchipsindia.com/announcements/>

Accordingly, the approval of the Members of the Company is hereby sought by way of special resolutions for authorizing the Board of Directors of the Company to create, offer, issue and allot securities on preferential basis as specifically described in the resolutions set out at Item No. 6-7 of this Notice and the explanatory statement.

One of the proposed allottees belongs to the Promoter and Promoter Group and accordingly, Mr. Srinivasa Sudhish Ramabhotla, Managing Director and his relatives are deemed to be interested in Resolution No. 6.

Except as statement above, none of the Directors, Key Managerial Personnels or their respective relatives are, in any way, concerned or interested, financially or otherwise in the said resolutions

By order of the Board  
**For COLORCHIPS NEW MEDIA LIMITED**  
**SD/-**  
**SRINIVASA SUDHISH RAMABHOTLA**  
Managing Director  
DIN: 00027816

**Place: Hyderabad**

**Date: 08.09.2025**

**Annexure A**

| Annexure-A Details of Subscribers, category and their pre & post shareholding |                                 |                           |                         |                           |  |                    |                         |  |
|---|---------------------------------|---------------------------|-------------------------|---------------------------|--|--------------------|-------------------------|--|
| Sl. No.   | Name of the subscriber          | Ultimate beneficial owner | Promoter / Non-Promoter | Pre Issue - Shareholding* |  | Proposed Allotment | Post Issue-shareholding |  |
|   |                                 |                           |                         | No. of Shares held        | Share holding as a % of total no of shares |                    | No. of Shares           | Shareholding as a % of total no. of shares |
| 1   | Susira Holdings Private Limited | Refer Note Below *        | Promoter Group          | 42,42,263                 | 24.94                                      | 20,00,000          | 62,42,263               | 29.71                                      |
| 2   | Flixio Services LLP             | Refer Noter Below #       | Non-Promoter /Public    | Nil                       | Nil  | 20,00,000          | 20,00,000               | 9.52                                       |
| <b>Total</b>  |                                 |                           |                         |                           |  | <b>40,00,000</b>   |                         |  |

\*Srinivasa Sudhish Ramabhotla and Ramabhotla Sree Lakshmi

# Vadlamani Satyanarayana Sarma and Murty Vadlamani Venkata Satyanarayana are equal partners of the LLP

**Annexure B**

Details of Directors seeking re-appointment at the forthcoming Annual General Meeting [Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings]

|  |  |  |
|--|--|--|
| Name of the Director   | Mr. Saurabh Ramdorai   | Mr. Srinivasa Sudhish Ramabhotla   |
| DIN  | 07684410   | 00027816   |
| Designation and category of the Director   | Director   | Managing Director  |
| Date of Birth /Age   | 06.01.1983 / 41 years  | 01.10.1967 / 58 Years  |
| Date of first appointment  | 22.04.2024   | 01.02.2016   |
| Qualifications   | MBA with finance   | Hon. Doctorate alumni of HBS; C.A; L.L.B   |
| Terms and Conditions of re appointment along with remuneration sought to be paid | Retires by rotation and being eligible, offers himself for re-appointment.   | As mentioned in the resolution   |
| Remuneration last drawn  | Refer Notes to financial statement   | No remuneration paid in last 3 FYs   |
| Brief Resume   | Mr. Saurabh Ramdorai has done his MBA with finance. He was awarded as youngest Entrepreneur in 2008. He worked in Finance and Accounts Departments for 15 years and he established more than 5 Companies. Mr. Saurabh Ramdorai has high working capacity with strong service attitude and excellent coordination skills. | Mr. Srinivasa Sudhish Ramabhotla, aged 58 years, is the Chairman and Managing Director of the Company with over 34 years of experience in business management and strategy. He holds a graduate degree in Law, an honorary doctorate from Burkes University, UK, and is an alumnus of Harvard Business School, Boston, USA. Under his leadership, the Company has achieved significant growth and expanded its global footprint in the media and entertainment sector. He has received several prestigious awards recognizing his contributions and has served on various industry panels, including as a jury member for the International Emmy Awards. |
| Expertise in specific functional areas   | Finance and Management   | Mr. Srinivasa Sudhish Ramabhotla has expertise in strategic business management, media and   |

|   |  |   |
|---|--|---|
|   |  | entertainment operations, content production and distribution, financial oversight, and global business development.  |
| Relationships between Directors <i>inter-se</i>   | There are no relationships between the Directors inter-se.   | There are no relationships between the Directors inter-se.  |
| Names of listed entities in which the person also holds the directorship  | Nil  | Nil   |
| Listed entities from which the person has resigned in the past three years  | Nil  | Nil   |
| Chairman/Member of the Committees of the Board of Directors of the Companies  | Nil  | Audit committee – Member  |
| Shareholding  | Nil  | 68,63,377 equity shares of Rs. 10/- each<br>Kindly refer the website of the Company for share holding pattern and details of shares held by him directly and indirectly, if any |
| In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements | NA   | NA  |
| Number of meetings attended in FY 2024-25   | 10 out of 10 meetings as eligible to attend  | 11 out of 11 meetings as eligible to attend   |
| List of the directorships held in other companies   | <ul style="list-style-type: none"> <li>• Bova Technologies Private Limited</li> <li>• Vega Music Private Limited</li> <li>• Varcas Ev Solutions Private Limited</li> </ul> | <ul style="list-style-type: none"> <li>• Varcas Ev Solutions Private Limited</li> <li>• Susira Holdings Private Limited</li> <li>• Vega Music Private Limited</li> </ul>        |

|  |  |  |
|--|--|--|
|  | <ul style="list-style-type: none"><li>• Instakos Health Private Limited</li><li>• Paysafecard.Com India Private Limited</li><li>• Trade2online Private Limited</li></ul> |  |
|--|--|--|

By order of the Board  
**For COLORCHIPS NEW MEDIA LIMITED**  
**SD/-**  
**SRINIVASA SUDHISH RAMABHOTLA**  
Managing Director  
DIN: 00027816

**Place: Hyderabad**  
**Date:08.09.2025**