

TRANSCRIPT OF THE 40TH ANNUAL GENERAL MEETING OF NEXT MEDIWORKS LIMITED HELD ON 23RD SEPTEMBER, 2021 AT 11.00 A.M (IST) THROUGH VIDEO CONFERENCING/ OTHER AUDIO VISUAL MEANS

MS. DIKSHA SINGH

Good morning, everyone.

Dear members,

It is my pleasure to welcome you all to the 40th Annual General Meeting of your Company. In view of the ongoing impact of the pandemic, this meeting is convened via video conferencing, which has been permitted by the circulars issued by Ministry of Corporate Affairs and SEBI, from time to time. For information of the members, this meeting is being recorded.

In accordance with the provisions of the Companies Act and Rules made thereunder, the Company has extended to its members the facility to exercise their right to vote on all items of agenda of this meeting through remote e-voting facility as well as voting at the AGM i.e. Instapoll.

As you all know, the remote e-voting facility commenced at 9:00 AM on 19th September, 2021 which concluded at 5:00 PM last evening. Members who could not cast their vote via remote e-voting are requested to cast their vote after the meeting when the link will be activated. Mr Sanket Jain, Practicing Company Secretary, has been appointed as the scrutinizer to scrutinize the voting process. The Register of Directors and KMPs & their shareholdings and the Register of Contracts & Arrangements, are available for inspection by members.

Members who have registered themselves as ‘Speakers’ on the platform of RTA i.e. KFin Technologies Private Limited, may raise their questions/give suggestions, once the floor is open for questions & answers. For smooth and seamless conduct of the meeting, all the members have been kept on mute to avoid background noise or disturbance.

Since requisite quorum is present, I now request Mr. Praveen Someshwar, Chairman, to address the meeting.

MR. PRAVEEN SOMESHWAR

Thank you, Diksha.

Good morning ladies and gentlemen.

On behalf of Next Mediaworks Limited, I extend a very warm welcome to all the shareholders who have joined the AGM. The Company has taken necessary steps which are required to be taken as per the provisions of law to enable the members to participate at this meeting via video conferencing and vote on the resolutions set forth in the notice convening this AGM.

As the requisite quorum is present, I call this meeting to order.

Let me introduce the Directors and KMPs of the Company, who are present in this meeting.

1. Mr. Sameer Singh, *Independent Director*
2. Ms. Suchitra Rajendra, *Independent Director*
3. Mr. Dinesh Mittal, *Non-Executive Director*
4. Mr. Samudra Bhattacharya, *Non-Executive Director*
5. Mr. Ramesh Menon, *CEO*
6. Mr. Anup Sharma, *CFO*
7. Ms. Diksha Singh, *Company Secretary*

Mr. Ajay Relan, Chairman of Audit Committee and Nomination & Remuneration Committee, is not able to attend this meeting, due to a medical exigency.

Mr. Rajesh Arora, Partner of B S R and Associates representing Statutory Auditors and Mr. Manish Gupta, Managing Partner of RMG & Associates representing Secretarial Auditor, have also joined this meeting.

Now, Diksha will take us through the agenda items.

MS. DIKSHA SINGH

Thank you sir.

The Annual Report for the financial year 2021 containing the Board's Report, Auditor's Report, financial statements, and other reports along with Notice of this AGM have already been circulated to the members at their registered email address. With your permission, I take them as read.

Since the Statutory Auditor's Report and Secretarial Auditor's Report does not contain any qualification or observation or adverse remark or disclaimer, the same are not required to be read at this meeting.

In terms of the Notice convening this AGM, there are 3 agenda items which are proposed as Ordinary Resolutions. The items of agenda of this meeting are as follows:

Ordinary Business

Item no. 1

To consider and adopt:

- a) the audited standalone financial statements of the Company for the financial year ended 31st March, 2021 and the reports of the Board of Directors and Auditor thereon; and
- b) the audited consolidated financial statements of the Company for the financial year ended 31st March, 2021 and report of the Auditor thereon.

Item no. 2

Appointment of Mr. Dinesh Mittal as Director, who retires by rotation, and being eligible, offers himself for re-appointment.

Special Business

Item no. 3

Appointment of Mr. Samudra Bhattacharya as Non-executive Director, liable to retire by rotation.

So, these are the 3 items which are put up for approval at the meeting.

With the permission of Chair, may I now request the moderator to initiate the Q&A session. Moderator may please enable 11 pre-registered shareholders to come up one by one and speak. Members are requested to be precise and take not more than 3 minutes each to share their views and queries.

MODERATOR

Thank you.

I'll bring the pre-registered speakers who are available currently, one by one.

The first speaker is Ms. Lekha Satish Shah from Mumbai who is currently not available, so we will move to the next speaker.

The next speaker is Mr. Yusuf Yunus Rangwala from Mumbai. Even Mr. Yusuf is not available at this moment. We'll move to the third speaker.

The third speaker is Mr. Hariram Chaudhary from Mumbai, who is also not available at this moment.

We'll move to the fourth speaker. The fourth speaker is Mr. Bimal Kumar Agarwal from Mumbai. Mr. Bimal is also not available at this moment. We'll move on to the next speaker.

The next speaker is Mr. Satish Jayantilal Shah from Mumbai. Even Mr. Satish is not available at this moment. We'll move to the sixth speaker.

The sixth speaker is Mr. Praful Chavda from Hyderabad. Mr. Praful is also not available, so we'll move to the seventh speaker.

The seventh speaker is Ms. Celestine Elizabeth Mascarenhas from Mumbai. Even the speaker, Ms Celestine is also not available.

We'll move to the eighth speaker. The eighth speaker is Mr. Dnyaneshwar Kamlakar Bhagwat from Mumbai. He is also not available. We will move to the ninth speaker.

The ninth speaker is Mr. Dinesh Gopaldas Bhatia from Mumbai. Even Mr Dinesh is not available at this moment. We will move to the tenth speaker.

The tenth speaker is Mr. Kirti Shah from Mumbai. Even Mr. Kirti Shah is also not available at this moment.

We'll move to the 11th speaker, which is our last speaker. She is Ms. Vasudha Vikas Dakwe from Thane. Even Ms. Vasudha is also not available at this moment.

With this we have completed the Q&A session. Since none of the registered speakers were available during their turn at this AGM. So now we are handing over the stage back to you.

MS. DIKSHA SINGH

Since we have no questions, I'll request Mr. Praveen Someshwar to proceed with the meeting.

MR. PRAVEEN SOMESHWAR

Okay. So that's unfortunate, none of the speakers were there.

E-voting at the meeting will be activated shortly and will be available for the next 15 minutes. The result of voting on all the items of the agenda of this meeting shall be declared within the prescribed time limit and the same will be uploaded on the Company's website after intimation to the stock exchanges. The business set out in the notice of this meeting has been concluded and a time period of 15 minutes is available with the members for voting, after which the meeting will stand closed.

I thank all members for their participation in this meeting.

MS. DIKSHA SINGH

Thank you sir.

On behalf of the members present, I propose a vote of thanks to the Chair.

Members are now requested to please proceed with voting which is available for next 15 minutes. To cast the votes, members have to press the voting icon which is appearing below the screen.

Thank you !

MR. PRAVEEN SOMESHWAR

Thank you everyone.