



CIN: L22100MH1981PLC024052

Registered Office: Unit 701 A, 7th Floor, Tower – 2, Indiabulls Finance Centre,
Senapati Bapat Marg, Elphinstone Road, Mumbai – 400 013

Tel: +91 22 44104104 **E-mail:** cs@nextmediaworks.com **Website:** www.nextmediaworks.com

Notice of 38th Annual General Meeting

NOTICE is hereby given that the 38th ANNUAL GENERAL MEETING of the members of NEXT MEDIAWORKS LIMITED will be held on Thursday, September 12, 2019 at 11:30 AM at Sunville Banquet, 9 Dr. Annie Besant Road, Near Poonam Chambers, Worli, Mumbai- 400 018, to transact the following business:

ORDINARY BUSINESS

ITEM NO. 1

To receive, consider and adopt:

- a. the audited standalone financial statements of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and the Auditors thereon; and
- b. the audited consolidated financial statements of the Company for the financial year ended March 31, 2019 and the report of the Auditors thereon.

ITEM NO. 2

To appoint B S R and Associates, Chartered Accountants as Statutory Auditor and to fix their remuneration, and in this regard, to consider and, if thought fit, to pass the following resolutions as **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and on recommendation of the Audit Committee and the Board of Directors, the appointment of B S R and Associates, Chartered Accountants [Firm Registration No. 128901W] as Statutory Auditor of the Company, to fill the casual vacancy caused due to resignation of Walker Chandiook & Co. LLP, Chartered Accountants [Firm Registration No. 001076N/N500013] and to hold office till the conclusion of this Annual General Meeting, be and is hereby approved.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Act read with Companies (Audit and Auditors) Rules, 2014, (including any statutory modifications or re-enactment(s) thereof for the time being in force), and on recommendation of the Audit Committee and the Board of Directors of the Company, B S R and Associates, Chartered Accountants [Firm Registration No. 128901W], be and is hereby appointed as Statutory Auditor of the Company to hold office for a term of five consecutive years, from the conclusion of this Annual General Meeting (“AGM”) till the conclusion of the 43rd (Forty Third) AGM of the Company to be held in the calendar year 2024, at a fee of ₹ 5,50,000, excluding statutory levies and out-of-pocket expenses, if any.”

SPECIAL BUSINESS

ITEM NO. 3

To appoint Shri Ajay Relan as an Independent Director and in this regard, pass the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or amendments thereof), Shri Ajay Relan (DIN: 00002632), who was appointed as an Additional Director by the Board of Directors on recommendation of Nomination and Remuneration Committee w.e.f. April 18, 2019, and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose the candidature of Shri Ajay Relan for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto March 31, 2024, and not liable to retire by rotation.”

ITEM NO. 4

To appoint Ms. Suchitra Rajendra as an Independent Director and in this regard, pass the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or amendments thereof), Ms. Suchitra Rajendra (DIN: 07962214), who was appointed as an Additional Director by the Board of Directors on recommendation of Nomination and Remuneration Committee w.e.f. April 18, 2019, and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose the candidature of Ms. Suchitra Rajendra for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto March 31, 2024, and not liable to retire by rotation.”

ITEM NO. 5

To appoint Shri Praveen Someshwar as a Non-Executive Director liable to retire by rotation and in this regard, pass the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or amendments thereof), Shri Praveen Someshwar (DIN: 01802656), who was appointed as an Additional Director by the Board of Directors on recommendation of Nomination and Remuneration Committee w.e.f. April 18, 2019, and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose the candidature of Shri Praveen Someshwar for the office of Director of the Company, be and is hereby appointed as a Non-Executive Director of the Company liable to retire by rotation.”

ITEM NO. 6

To appoint Shri Dinesh Mittal as a Non-Executive Director liable to retire by rotation and in this regard, pass the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or amendments thereof), Shri Dinesh Mittal (DIN: 00105769), who was appointed as an Additional Director by the Board of Directors on recommendation of Nomination and Remuneration Committee w.e.f. April 18, 2019, and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose the candidature of Shri Dinesh Mittal for the office of Director of the Company, be and is hereby appointed as a Non-Executive Director of the Company liable to retire by rotation.”

ITEM NO. 7

To appoint Shri Harshad Jain as a Director liable to retire by rotation and Chief Executive Officer (Designated as Managing Director under the Companies Act, 2013) and in this regard, pass the following resolutions as **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or amendments thereof), Shri Harshad Jain (DIN: 08191390), who was appointed as an Additional Director by the Board of Directors w.e.f. April 18, 2019, and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose the candidature of Shri Harshad Jain for the office of Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, and on recommendation of Nomination and Remuneration Committee and Board of Directors and subject to such approvals, consents, permissions, sanctions of appropriate authorities as may be required, consent of the members be and is hereby accorded to the appointment of Shri Harshad Jain, as Chief Executive Officer (Designated as Managing Director under the Companies Act, 2013) (Key Managerial Personnel), with substantial powers of management of affairs of the Company to be exercised by him, for a period of three years with effect from April 22, 2019, without any remuneration and on the terms and conditions as may be decided by the Board.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board of Directors (which term shall be deemed to include any Committee of the Board authorized in the said behalf) be and is hereby authorised to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid, without being required to seek any further consent or approval of the Members of Company, 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.”

By Order of the Board of Directors
For Next Mediaworks Limited



Date: August 12, 2019
Place: Mumbai

(Gaurav Sharma)
Company Secretary & Compliance Officer

NOTES:

1. A Member entitled to attend and vote at the Annual General Meeting (“Meeting” or “AGM”) is entitled to appoint a proxy to attend the Meeting and vote on poll in his / her stead and the proxy need not to be a member of the Company. The instrument appointing a proxy, in order to be effective, must be deposited at the registered office of the Company, duly completed, stamped and signed, not less than 48 hours before the scheduled time for holding the Meeting. A blank proxy form is annexed to this Notice.

A person can act as proxy on behalf of Members not exceeding fifty (50) in number, and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. However, a member holding more than 10% of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as a proxy for any other member. Proxies executed / submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolution / authority, as applicable. The Proxy-holder shall prove his identity at the time of attending the Meeting.

2. Corporate Members intending to depute their authorized representative(s) to attend the Meeting are requested to forward to the Company before the commencement of Meeting, a certified copy of the Board Resolution/ Power of Attorney authorizing the said person to attend and vote on their behalf at the Meeting.
3. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
4. None of the Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out in this Notice.
5. The Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) relating to the business to be transacted under Item Nos. 2 to 7 of the Notice, is annexed hereto. (*Explanatory Statement to Item No. 2, though strictly not required, has been provided*).
6. Pursuant to the provisions of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Clause 1.2.5 of Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India, details of Directors seeking appointment at this AGM, are annexed with this Notice.
7. In view of change in composition of Board of Directors consequent upon appointment of new directors and resignation of then directors (except Shri Dilip Cherian) on April 18, 2019, there is no director liable to retire by rotation, at this AGM, in terms of Section 152 of the Companies Act, 2013.
8. Members may visit the website of the Company viz. www.nextmediaworks.com for viewing the quarterly financial results, annual financial statements and other information of the Company.
9. Pursuant to Sections 101 and 136 of the Companies Act, 2013 read with the Rules framed thereunder, the Notice calling the AGM along with the Annual Report for FY-19 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Depository or the Company’s Registrar and Share Transfer Agent, unless the Member(s) have requested for a physical copy of the same. Members who have not registered their e-mail addresses are being sent, physical copy of Notice of AGM and the Annual Report by the permitted mode.

Members are requested to participate in the green initiative in Corporate Governance by providing their name, shareholding details, e-mail id and consent to receive the notice calling the AGM, Annual Report & other documents permissible to be sent through electronic mode, by sending e-mail at enotices@linkintime.co.in. For any other investor related queries, communication may be sent by e-mail to cs@nextmediaworks.com.

10. Link Intime India Private Limited (LinkInTime) is the Registrar & Share Transfer Agent of the Company. All investor related communications may be addressed to LinkInTime at the following address:

Link Intime India Pvt. Ltd.

C 101, 247 Park, L.B.S.Marg

Vikhroli (West)

Mumbai – 400 083

Tel: +91 22 49186270

Fax: +91 22 49186060

E-mail : rnt.helpdesk@linkintime.co.in

Website : www.linkintime.co.in

11. Members holding shares in physical form can avail the facility of nomination pursuant to the provisions of Section 72 of the Companies Act, 2013, and for the same, they are advised to send their nomination in the prescribed Form No. SH-13 to LinkInTime at the above mentioned address. Members holding shares in electronic form may contact their respective Depository Participant for availing this facility.
12. Members who are holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or LinkInTime, the details of such folios together with the share certificates for consolidating their holding in one folio. The share certificates will be returned to the members after making requisite changes, thereon. Members are requested to use the prescribed share transfer form SH-4 for this purpose.
13. For effecting changes in address / bank details / NECS (National Electronic Clearing Services) mandate; members are requested to notify:
 - (i) LinkInTime, if shares are held in physical form; and
 - (ii) their respective Depository Participant (DP), if shares are held in electronic form.
14. Securities and Exchange Board of India ('SEBI'), vide its circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, mandated listed companies to take special efforts (through their RTAs) to collect copy of PAN and Bank Accounts details of all securities holders holding securities in physical form. In this regard, the RTA of your Company has sent letters to all those members of the Company, who are holding shares in physical form, seeking PAN and Bank Details. The Members holding shares in physical form are requested to provide the details as asked for in the letters sent by the RTA. Further, SEBI has, w.e.f. April 1, 2019, mandated the transfer of securities only in demat form (except for transmission or transposition of securities). In view of the same, Members are advised in their own interest, to dematerialise shares held by them in physical form. However, there is no restriction on holding shares in physical form.
15. Members/ Proxies/ Authorised Representative(s) are requested to kindly note the following:
 - (i) Copies of Annual Report will not be distributed at the venue of the meeting;
 - (ii) Attendance Slip, sent herewith, is required to be produced at the venue of AGM duly filled-in and signed, for attending the meeting;
 - (iii) Entry to the hall will be in exchange for duly completed and signed Attendance Slips; and
 - (iv) Folio No. or DP & Client ID No., as the case may be, must be quoted in all correspondence with the Company and/ or LinkInTime.
16. Members are requested to send their queries, if any, on the financial statements/operations of the Company, to reach the Company Secretary at the Company's Registered Office, at least 7 days before the meeting, so that the information can be compiled in advance.
17. Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts and Arrangements in which the Directors are interested, maintained in terms of applicable provisions of the Companies Act, 2013 and any other document required to be placed at the AGM under any law for time being in force, will be available for inspection by the members at the AGM.
18. Relevant documents referred to in the Notice are available for inspection without any fee by the Members on all business days (except Saturdays, Sundays and Public Holidays) during 10.00 A.M. to 4.00 P.M. upto the date of AGM at the Registered Office of the Company, and during AGM at the venue, thereof.
19. The Notice and Annual Report for the FY-19 are available on the Company's website, viz. www.nextmediaworks.com.
20. Members may please note:
 - (i) briefcase, bag, mobile phone, and/or eatables shall not be allowed to be taken inside the hall for security reasons; and
 - (ii) no gifts, gift coupons, or cash in lieu of gifts will be distributed at or in connection with the Meeting.
21. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act read with Rule 20 the Companies (Management and Administration) Rules, 2014, and the provisions of Regulation 44 of the SEBI Listing Regulations, Members are provided with the facility to cast their vote on all items/resolutions set forth in this Notice,

through remote e-voting (i.e. facility of casting votes by using an electronic voting system from a place other than the venue of AGM) on LinkInTime's e-voting platform. The Company will also provide facility for voting through ballot paper at the venue of AGM to the members attending the AGM and who have not cast their vote by remote e-voting.

22. The members, who have cast their vote(s) by remote e-voting, may also attend the AGM but shall not be entitled to cast their vote again through ballot paper at the venue of the AGM.
23. **Any person, whose name appears in the Register of Member/ list of Beneficial Owners as on Thursday, September 05, 2019 ("Cut-off date") only, shall be entitled to vote by way of voting through ballot paper at the venue of AGM/ remote e-voting on the items/ 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 purpose only.**
24. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the Notice of AGM and holding shares as of the Cut-off date i.e Thursday, September 5, 2019, may obtain the login ID and password by sending a request at insta.vote@linkintime.co.in or calling on 022-49186000.
25. **The remote e-voting facility will be available during the following period:**

Commencement of remote e-voting	From 9.00 a.m. (Server time) on September 08, 2019 (Sunday)
End of remote e-voting	Up to 5.00 p.m. (Server time) on September 11, 2019 (Wednesday)

Remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by LinkInTime upon expiry of aforesaid period.

26. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date.
27. The Board of Directors has appointed Ms. Harshika Bhadricha, Practicing Company Secretary (Membership No. 33412) of M/s GHV & Co. as Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
28. The Scrutinizer shall after the conclusion of voting at the AGM, count the votes cast at the meeting. Thereafter, she will unblock the votes cast through remote e-voting in the presence of at least two witnesses (not in the employment of the company) and make, not later than 48 hours from the conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, the resolution, invalid votes, if any and whether the resolution(s) has/ have been carried or not, to the Chairperson or any other person authorised by Chairperson in writing, who shall countersign the same and declare the results of the voting.
29. The result of voting along with the scrutinizer's report shall be placed on the website of the Company (www.nextmediaworks.com) and on LinkInTime's website (<https://instavote.linkintime.co.in>) immediately after the result is declared and shall be simultaneously forwarded to the stock exchanges viz. National Stock Exchange of India Limited & BSE Limited. The results shall also be displayed at the Registered Office of the Company.
30. The resolutions shall be deemed to be passed on the date of AGM, subject to receipt of requisite number of votes being cast in favour of the resolution(s).
31. Members are requested to carefully read the "Procedure and Instructions for remote e-voting" given below

Procedure and Instructions for remote e-voting

❖ **Log-in to e-Voting website of Link Intime India Private Limited (LIPL)**

1. Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
2. Click on "Login" tab, available under 'Shareholders' section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
4. Your User ID details are given below:

- a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
 - c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company
5. Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on “Sign Up” tab available under ‘Shareholders’ section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

For Shareholders holding shares in Demat Form or Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> • Members who have not updated their PAN with Depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip / e-voting Letter indicated in the PAN Field.
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with Depository Participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Bank Account Number	Enter the Bank Account number (Last Four Digits) as recorded in your demat account or in the company records for the said demat account or folio number. <ul style="list-style-type: none"> • Please enter the DOB/ DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field as mentioned in instruction (iv-c).

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

Incase shareholder is having valid e-mail address, password will be sent to the shareholder’s registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. *(The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)*

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

❖ **Cast your vote electronically**

6. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View “Event No” of the company, you choose to vote.

7. On the voting page, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.

Cast your vote by selecting appropriate option i.e. Favour/Against as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’. You may also choose the option ‘Abstain’ and the shares held will not be counted under ‘Favour/Against’.

8. If you wish to view the entire Resolution details, click on the ‘View Resolutions’ File Link.
9. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “YES”, else to change your vote, click on “NO” and accordingly modify your vote.
10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
11. You can also take the printout of the votes cast by you by clicking on “Print” option on the Voting page.
12. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LI IPL: <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian / Mutual Fund / Corporate Body**’.

They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘**Custodian / Mutual Fund / Corporate Body**’ login for the Scrutinizer to verify the same.

13. During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular “Event”.
14. Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
15. In case the shareholders have any queries, grievances or issues regarding e-voting, please refer the Frequently Asked Questions (“FAQs”) and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or may contact to below mentioned person:

Shri Rajiv Ranjan
Assistant Vice President (e-voting)
E-mail : enotices@linkintime.co.in
Tel : 022 – 49186000

32. Route map of the venue of the meeting is annexed to this Notice.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 2

Reference of the Members is invited to the proceedings of the 37th Annual General Meeting (“AGM”) held on September 20, 2018, when the Members had appointed M/s Walker Chandiook & Co. LLP, Chartered Accountants [Firm Registration No. 001076N/N-500013] (“WCC”) as Statutory Auditor of the Company, to hold office for a term of 5 (five) consecutive years from the conclusion of the said AGM, till the conclusion of the AGM to be held in the calendar year 2023.

The Members may kindly note that WCC vide its letter dated July 5, 2019, have tendered resignation as the Statutory Auditor of the Company with immediate effect, for the reasons stated in their said letter. Thereafter, in terms of the provisions of Section 139(8) of the Companies Act, 2013, the Board of Directors, upon recommendation of the Audit Committee, have in terms of the resolution passed on July 11, 2019, appointed B S R and Associates, Chartered Accountants [Firm Registration No. 128901W] (“BSR”), as Statutory Auditor of the Company to fill the casual vacancy caused by the resignation of WCC, and to hold office till the conclusion of this Annual General Meeting. The appointment of BSR in the casual vacancy is required to be approved by the shareholders. The Board of Directors have, vide resolution passed on July 11, 2019, also recommended to the shareholders, the appointment of BSR as Statutory Auditor of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of Annual General Meeting of the Company to be held in the calendar year 2024.

In terms of SEBI Listing Regulations, details of proposed remuneration to be paid to Statutory Auditor to be appointed at this AGM, are as follows:

Proposed fee payable to BSR along with terms of appointment	To be appointed for a term of five years at a proposed fee of ₹ 5,50,000/- (Rupees Five Lac Fifty Thousand only) per annum, excluding statutory levies and out-of-pocket expenses, if any.
Any material change in the fee payable to BSR from that paid to the outgoing auditor along with the rationale for such change, if any	The audit fee of BSR for FY-20 has been increased by ₹ 2.5 Lacs which, though not material in absolute terms, represents a 83% increase over the audit fee paid to the erstwhile Statutory Auditor for FY-19. The proposed increase of audit fee in FY-20 is mainly attributable to the requirement of adherence to enhanced legal & regulatory compliances applicable to a listed entity, and increased complexities of audit process on account of migration of NMW to - (i) a new ERP platform; and (ii) accounting software (SAP), used by HT Media Limited (holding company).
Basis of recommendation for appointment including the details in relation to and credentials of BSR as Statutory Auditor	<p><u>Basis of recommendation for appointment</u></p> <p>HT Media Limited (new holding company) is desirous to appoint its statutory auditor as the statutory auditor of Next Mediaworks Limited, in view of effectiveness and time & cost efficiencies of having a single auditor of the HT Media Group companies. In view of the same, the Board of Directors has recommended the appointment of BSR as Statutory Auditor of the Company.</p> <p><u>Brief profile & credentials of BSR</u></p> <p>BSR was constituted on March 31, 2008 and is registered with the Institute of Chartered Accountants of India (ICAI). BSR has 20 partners across India and their peer review certificate is valid up to January 10, 2020. BSR is a sub-licensee of KPMG International, and has access to methodologies, quality processes, software, training and other professional knowledge, developed globally.</p>

The consent of the members is sought for approving the Ordinary Resolution as set out in Item No. 2 for approving the appointment of M/s. B S R and Associates, Chartered Accountants as Statutory Auditor of the Company (a) in the casual

vacancy to hold office from July 11, 2019 till the conclusion of this Annual General Meeting and (b) to hold office from the conclusion of this Annual General Meeting till the conclusion of Annual General Meeting to be held in the calendar year 2024.

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

The Board of Directors commends the ordinary resolution set out at item no. 2 for approval of the Members.

ITEM NO 3:

On recommendation of Nomination and Remuneration Committee, the Board of Directors has appointed Shri Ajay Relan as an Additional Director of the Company w.e.f. April 18, 2019. In accordance with the provisions of Section 161 of the Act, Shri Ajay Relan shall hold office up to the date of this AGM. The Board of Directors has also recommended appointment of Shri Ajay Relan as an Independent Director for a term upto March 31, 2024 for approval by the Members of the Company.

Shri Ajay Relan is one of the pioneers of the Indian private equity industry. Prior to founding CX Partners, he headed Citi's private equity business since its inception in 1995. He has worked with several financial firms in multiple geographies, starting with Citibank in 1976 and the last being CEO of a Citi affiliated brokerage firm, Citicorp Securities & Investments Ltd. He holds an MBA from Indian Institute of Management, Ahmedabad (1976) and B.A. (Hons) Economics from St. Stephen's College, Delhi University (1974). Considering the qualification and rich experience of Shri Ajay Relan, his appointment as Independent Director shall be beneficial to the Company.

The Company has received a declaration of independence from Shri Ajay Relan. In the opinion of the Board, Shri Ajay Relan possesses appropriate skills, experience & knowledge and fulfils the conditions specified in the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI Listing Regulations, for his appointment as an Independent Director of the Company. Shri Ajay Relan is independent of the management and is not related to any Director or Key Managerial Personnel of the Company. As a Non-Executive Director, Shri Ajay Relan will be entitled to receive sitting fee for attending Board/ Committee meeting(s) as approved by the Board of Directors from time to time. Draft Letter of Appointment of Independent Director(s), setting out terms and conditions of appointment of Independent Director(s) is available for inspection at the Registered Office of the Company, by Members without any fee on all business days (except Saturdays, Sundays and Public Hoildays) during 10.00 A.M. to 4.00 P.M. upto the date of this Annual General Meeting. The same is also available on the Company's website viz. www.nextmediaworks.com.

Shri Ajay Relan is interested in the resolution set out at Item no. 3 with regard to his appointment as Independent Director. Save and except the above, none of the Directors or Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board commends the Ordinary Resolution set out at Item no. 3 of the Notice for approval by the Members regarding appointment of Shri Ajay Relan as an Independent Director of the Company for five consecutive years for a term upto March 31, 2024, not liable to retire by rotation.

ITEM NO 4:

On recommendation of Nomination and Remuneration Committee, the Board of Directors has appointed Ms. Suchitra Rajendra as an Additional Director of the Company w.e.f. April 18, 2019. In accordance with the provisions of Section 161 of the Act, Ms. Suchitra Rajendra shall hold office up to the date of this AGM. The Board of Directors has also recommended appointment of Ms. Suchitra Rajendra as an Independent Director for a term upto March 31, 2024 for approval by the Members of the Company.

Ms. Suchitra Rajendra has over 25 years of rich experience in HR domain in India, Asia Pac and Australia in a variety of sectors ranging from not for profit to consulting to FMCG. She has both line HR consulting and strategic HR experience. Currently, she is Vice President and CHRO for PepsiCo India Region. She is responsible for talent strategy, organization design and building the right culture to drive sustainable business growth. She is recipient of multiple awards within PepsiCo and recognized across the industry. She has a Post Graduate degree in HR from XLRI Jamshedpur. Also, she is a speaker at various national and international forums, member of the FICCI HR Committee and CII North Chapter IR Committee. Considering the qualification and relevant experience of Ms. Suchitra Rajendra, her appointment as Independent Director shall be beneficial to the Company.

The Company has received a declaration of independence from Ms. Suchitra Rajendra. In the opinion of the Board, Ms. Suchitra Rajendra possesses appropriate skills, experience & knowledge and fulfils the conditions specified in the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI Listing Regulations, for her appointment as an Independent Director of the Company. Ms. Suchitra Rajendra is independent of the management and is not related to any Director or Key Managerial Personnel of the Company. As a Non-Executive Director, Ms. Suchitra Rajendra will be entitled to receive sitting fee for attending Board/ Committee meeting(s) as approved by the Board of Directors from time to time. Draft Letter of Appointment of Independent Director(s), setting out terms and conditions of appointment of Independent Director(s) is available for inspection at the Registered Office of the Company, by Members without any fee on all business days (except Saturdays, Sundays and Public Hoildays) during 10.00 A.M. to 4.00 P.M. upto the date of this Annual General Meeting. The same is also available on the Company's website viz. www.nextmediaworks.com.

Ms. Suchitra Rajendra is interested in the resolution set out at Item no. 4 with regard to her appointment as Independent Director. Save and except the above, none of the Directors or Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board commends the Ordinary Resolution set out at Item no. 4 of the Notice for approval by the Members regarding appointment of Ms. Suchitra Rajendra as an Independent Director of the Company for five consecutive years for a term upto March 31, 2024, not liable to retire by rotation.

ITEM NO 5:

On recommendation of Nomination and Remuneration Committee, the Board of Directors has appointed Shri Praveen Someshwar as an Additional Director of the Company w.e.f. April 18, 2019. In accordance with the provisions of Section 161 of the Act, Shri Praveen Someshwar shall hold office up to the date of ensuing AGM. The Board of Directors has also recommended appointment of Shri Praveen Someshwar as a Non-Executive Director liable to retire by rotation, for approval by the Members of the Company.

Shri Praveen Someshwar is a qualified Chartered Accountant & Cost Accountant and a business leader with more than 28 years' of rich and varied experience in strategic leadership, business and finance roles. He is presently associated with HT Media group as Managing Director of HT Media Limited and Hindustan Media Ventures Limited. His last role in Pepsico was Senior Vice President & GM based out of Hong Kong, where he was responsible for all Pepsico businesses across the North & South East Asia. Prior to that he was the CEO for the Food business, CEO for PepsiCo's beverage business in India & South Asia, CFO for PepsiCo's India & South Asia business, Strategic & Financial Planning Head for Pepsico India & South Asia. Considering the impeccable credentials of the incumbent and the requirement of the Company, the Board of Directors commend the appointment of Shri Praveen Someshwar as Non-Executive Director of the Company.

As a Non-Executive Director, Shri Praveen Someshwar will be entitled to receive sitting fee for attending Board/ Committee meeting(s) as approved by the Board of Directors from time to time.

Shri Praveen Someshwar is interested in the resolution set out at Item no. 5 with regard to his appointment as Non-Executive Director. Save and except the above, none of the Directors or Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board commends the Ordinary Resolution set out at Item no. 5 of the Notice for approval by the Members regarding appointment of Shri Praveen Someshwar as a Non-Executive Director liable to retire by rotation.

ITEM NO 6:

On recommendation of Nomination and Remuneration Committee, the Board of Directors has appointed Shri Dinesh Mittal as an Additional Director of the Company w.e.f. April 18, 2019. In accordance with the provisions of Section 161 of the Act, Shri Dinesh Mittal shall hold office up to the date of this AGM. The Board of Directors has also recommended appointment of Shri Dinesh Mittal as a Non-Executive Director liable to retire by rotation, for approval by the Members of the Company.

Shri Dinesh Mittal is a qualified Company Secretary and also has a Post Graduate Diploma in Business Administration from IPM, Ghaziabad. He also holds Bachelor's Degree in Law from Delhi University and Masters Degree in Law (IPR) from Queensland University, Australia. He is currently associated with HT Media Limited (holding company) as Group General Counsel and Company Secretary. He has previously worked with large multi-national corporates in his professional career spanning over 32 years. Prior to joining HT, he was Executive Director in Whirlpool India handling Legal, Tax and

Secretarial matters for India and parts of Asia. Considering the long association of the incumbent with the HT Media Group and the requirement of the Company, the Board of Directors commend the appointment of Shri Dinesh Mittal as Non-Executive Director of the Company.

As a Non-Executive Director, Shri Dinesh Mittal will be entitled to receive sitting fee for attending Board/ Committee meeting(s) as approved by the Board of Directors from time to time.

Shri Dinesh Mittal is interested in the resolution set out at Item no. 6 with regard to his appointment as Non-Executive Director. Save and except the above, none of the Directors or Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board commends the Ordinary Resolution set out at Item no. 6 of the Notice for approval by the Members regarding appointment of Shri Dinesh Mittal as a Non-Executive Director liable to retire by rotation.

ITEM NO 7:

On recommendation of Nomination & Remuneration Committee, the Board of Directors of the Company at its meeting held on April 18, 2019, approved the appointment of Shri Harshad Jain as an Additional Director w.e.f. April 18, 2019 and Chief Executive Officer (Designated as Managing Director under the Companies Act, 2013) (Key Managerial Personnel) for a period of three years w.e.f. April 22, 2019, subject to approval of the Members.

Shri Harshad Jain has vast experience in FMCG and media & entertainment spaces. On completion of his business studies in Sales and Marketing he joined PepsiCo and was associated for 14 years in various roles across sales, marketing and business at regional and corporate level. In his last stint, he worked with HT Media Limited as Business Head of FM Radio business and handled the radio and entertainment business – ‘Fever’ & ‘Nasha’ and Fever Entertainment. He also played a critical role in transforming ‘Fever’ into a profitable and formidable business, with leadership in key markets and segments. Considering the impressive profile and valuable experience of Shri Harshad Jain, the Board of Directors commend his appointment as Chief Executive Officer and Managing Director of the Company.

The Written Memorandum under Section 190 of the Act, setting out the terms of appointment of Shri Harshad Jain as Chief Executive Officer (Designated as Managing Director under the Companies Act, 2013), is available for inspection by the Members at the Registered Office of the Company without any fee on all business days (except Saturdays, Sundays and Public Hoildays) during 10.00 AM to 4.00 PM upto the date of this Annual General Meeting.

Members’ approval is required for the appointment of Shri Harshad Jain as Director liable to retire by rotation, and Chief Executive Officer (Designated as Managing Director under the Companies Act, 2013), for a period of three years with effect from April 22, 2019, as set out in the accompanying resolution.

Shri Harshad Jain is interested in the resolution set out at Item no. 7 with regard to his appointment as Chief Executive Officer (Designated as Managing Director under the Companies Act, 2013). Save and except the above, none of the Directors or Key Managerial Personnel and their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board of Directors commends the Ordinary Resolutions set out at Item no. 7 of the Notice for approval by the Members.

Details of the Directors seeking appointment at the Annual General Meeting to be held on Thursday, September 12, 2019, pursuant to the provisions of Regulation 36 of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India

Name of Director	Shri Ajay Relan	Ms. Suchitra Rajendra	Shri Praveen Someshwar	Shri Dinesh Mittal	Shri Harshad Jain
Age (years)	65	51	52	57	51
Relationship with other Directors inter-se and Key Managerial Personnel	None	None	None	None	None
Date of Appointment	April 18, 2019	April 18, 2019	April 18, 2019	April 18, 2019	April 18, 2019
Expertise in specific functional areas	Investment Banker	Strategic Human Resource Management and Consultancy	Strategic leadership, business and finance	Legal, taxation, corporate secretarial and general management	Strategic leadership in FMCG and Media & Entertainment spaces
Qualification	B.A. (Hons.) in Economics (St. Stephen's College, Delhi University); MBA (IIM, Ahmedabad)	Post Graduate Degree in HR from XLRI, Jamshedpur	Chartered Accountant and Cost Accountant	Bachelor's Degree in Law from Delhi University; Master's Degree in Law (IPR) from Queensland University, Australia; Fellow member of the Institute of Company Secretaries of India; and Post Graduate Diploma in Business Administration from IPM, Ghaziabad	Beachelor's Degree in Commerce from Delhi University and Diploma in Sales; and Marketing from Bhartiya Vidhya Bhavan
Terms and conditions of appointment	Independent Director, not liable to retire by rotation	Independent Director, not liable to retire by rotation	Non-Executive Director, liable to retire by rotation	Non-Executive Director, liable to retire by rotation	Director, liable to retire by rotation, and appointed as Chief Executive Officer (Designated as Managing Director under the Companies Act, 2013) for a period of 3 years w.e.f. April 22, 2019

Name of Director	Shri Ajay Relan	Ms. Suchitra Rajendra	Shri Praveen Someshwar	Shri Dinesh Mittal	Shri Harshad Jain
No. of equity shares of ₹ 10/- each, held in the Company	0	0	0	0	0
Remuneration last drawn (during FY 19)	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Directorship held in other companies (excluding foreign companies and Section 8 companies)#	<ul style="list-style-type: none"> i. HT Media Limited (Listed Entity) ii. Hindustan Media Ventures Limited (Listed Entity) iii. Digicontent Limited (Listed Entity) iv. Capri Global Capital Limited (Listed Entity) v. Next Radio Limited vi. HT Digital Streams Limited vii. Bendochy Agro Products Pvt. Ltd. viii. Flight Simulation Technique Centre Private Limited ix. Zenrock Comtrade Private Limited 	<ul style="list-style-type: none"> i. Digicontent Limited (Listed Entity) ii. Next Radio Limited 	<ul style="list-style-type: none"> i. HT Media Limited (Listed Entity) ii. Hindustan Media Ventures Limited (Listed Entity) iii. Digicontent Limited (Listed Entity) iv. Next Radio Limited v. Media Research Users Council vi. The Press Trust of India Limited vii. Audit Bureau of Circulations viii. The Indian Newspaper Society 	<ul style="list-style-type: none"> i. HT Digital Streams Limited ii. HT Digital Media Holdings Limited iii. Topmovies Entertainment Limited iv. Next Radio Limited v. HT Education Limited vi. Firefly e-Ventures Limited vii. HT Music and Entertainment Company Limited viii. India Education Services Private Limited ix. HT Global Education Private Limited 	<ul style="list-style-type: none"> i. Next Radio Limited ii. HT Music and Entertainment Company Limited

Name of Director	Shri Ajay Relan	Ms. Suchitra Rajendra	Shri Praveen Someshwar	Shri Dinesh Mittal	Shri Harshad Jain
List of the Committees of Board of Directors (across all companies) in which Chairmanship/ Membership is held *#	Next Mediaworks Limited i. Audit Committee - Chairperson HT Media Limited i. Audit Committee - Member ii. Stakeholders' Relationship Committee - Chairperson Hindustan Media Ventures Limited i. Audit Committee - Member ii. Stakeholders' Relationship Committee - Chairperson Digicentent Limited i. Audit Committee - Member ii. Stakeholders' Relationship Committee - Chairperson Next Radio Limited i. Audit Committee - Chairperson HT Digital Streams Limited- i. Audit Committee - Member	Next Mediaworks Limited i. Audit Committee - Member ii. Stakeholders' Relationship Committee - Member Digicentent Limited i. Audit Committee - Member Next Radio Limited i. Audit Committee - Member	Next Mediaworks Limited i. Audit Committee - Member ii. Stakeholders' Relationship Committee - Chairperson HT Media Limited i. Stakeholders' Relationship Committee - Member Hindustan Media Ventures Limited i. Stakeholders' Relationship Committee - Member Digicentent Limited i. Audit Committee - Member ii. Stakeholders' Relationship Committee - Member Next Radio Limited i. Audit Committee - Member	Next Mediaworks Limited i. Stakeholders' Relationship Committee - Member HT Digital Streams Limited i. Audit Committee - Chairperson	Nil
No.of Board Meetings attended during FY 19	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable

As per latest disclosure(s) received from the Director(s)

*Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, only two Committees viz. Audit Committee and Stakeholders' Relationship Committee, have been considered

Route map to the venue of the 38th Annual General Meeting of Next Mediaworks Limited

