

NOTICE OF 40TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the **FORTIETH ANNUAL GENERAL MEETING** of Members of **NEXT MEDIWORKS LIMITED** will be held on **Thursday, the 23rd day of September, 2021** at **11:00 AM (IST)** through Video-conferencing (“VC”)/ Other Audio Visual Means (“OAVM”), to transact the following business:

ORDINARY BUSINESS

ITEM NO. 1

To consider and approve:

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

ITEM NO. 2

To appoint Mr. Dinesh Mittal (DIN: 00105769) as a Director, who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

ITEM NO. 3

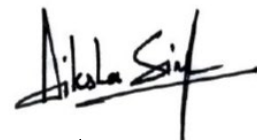
To appoint Mr. Samudra Bhattacharya (DIN: 02797819) as Non-executive Director liable to retire by rotation and in this regard, pass the following resolution(s) as an **ORDINARY RESOLUTIONS**:

***RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and 161 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, and the applicable regulations, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Samudra Bhattacharya (DIN: 02797819), who was appointed as an Additional Director by the Board of Directors w.e.f. December 30, 2020, and who holds office till the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member signifying intention to propose the candidature of Mr. Samudra Bhattacharya for the office of Director of the Company, be and is hereby appointed as Non-executive Director of the Company, liable to retire by rotation.*

***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 authorised 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 Members of the 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



(Diksha Singh)
Company Secretary

Date: August 25, 2021

NOTES:

1. In view of the continuing impact of the pandemic and pursuant to circulars dated April 8, 2020, April 13, 2020, May 5, 2020 and January 13, 2021 issued by the Ministry of Corporate Affairs (“MCA Circulars”) and circulars dated May 12, 2020 and January 15, 2021 issued by the Securities and Exchange Board of India (“SEBI Circulars”) and in compliance with the provisions of the Companies Act, 2013 (“the Act”) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), the 40th AGM of the Company shall be conducted through VC/OAVM facility, which does not require physical presence of members at a common venue. In view of the same, Registered Office of the Company shall be the deemed venue of this AGM.
2. Since the AGM will be held through VC/OAVM, Route Map to the venue is not required and hence, not annexed to this Notice.
3. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. Since the AGM will be held through VC/OAVM, which does not require physical attendance of Members, the facility to appoint proxy by Members will not be available for this AGM and therefore, Proxy Form and Attendance Slip are not annexed to this Notice.
5. Institutional/Corporate members (i.e. other than individuals/HUF, NRI, etc.) are entitled to appoint authorized representative(s) to attend the AGM through VC/ OAVM and to cast their vote through remote e-voting/ e-voting at the AGM. In this regard, the body corporates are required to send certified copy of the latest board resolution/ authorization letter/ power of attorney authorizing their representative(s) to attend the meeting and vote on their behalf through e-voting. The said resolution/ letter/ power of attorney shall be sent by the body corporate from the registered e-mail ID to the Scrutinizer at sanketjaincs@gmail.com and a copy thereof marked to evoting@kfintech.com.

6. In compliance with above mentioned circulars of MCA and SEBI, the Notice calling this AGM along with the Annual Report for FY-21 is being sent only through electronic mode to those Members whose e-mail address are registered with the Depository Participants or KFin Technologies Private Limited ("KFin" or "RTA"). Members may kindly note that the Notice of AGM and Annual Report for FY-21 will also be available on the Company's website viz. www.nextmediaworks.com and website of the stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited (www.bseindia.com and www.nseindia.com).
7. To participate in the Company's green initiative in Corporate Governance, Members are encouraged to register/update their email address, in respect of shares held in electronic form with their Depository Participant(s), and in respect of shares held in physical form by clicking on <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> or by writing to the RTA with details of folio number and self-attested copy of PAN card at KFin Technologies Private Limited, Unit: Next Mediaworks Limited, Selenium Tower B, Plot Nos. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500032 or by sending email to einward.ris@kfintech.com.
8. Mr. Dinesh Mittal and Mr. Samudra Bhattacharya may be deemed to be interested in the resolution(s) set out at Item No. 2 and 3, respectively, of the Notice. Further, their relatives may also be deemed to be interested in the respective resolutions, to the extent of their shareholding interest, *if any*, in the Company. None of the other Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the businesses set out under item nos. 1 to 3 of the Notice.
9. Pursuant to the provisions of Regulation 36 of SEBI LODR and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, details of directors seeking appointment/ re-appointment at this AGM, is annexed herewith.
10. The Register of Directors, Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements, in which Directors are interested, which is maintained under Section 189 of the Act, will be available for inspection electronically by the members during the AGM. Members seeking to inspect such documents may send request from their email id registered with the Company/RTA to the Company at investor.communication@radioone.in.
11. Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, details of shares transferred to Investor Education and Protection Fund Authority ("IEPF Authority") are available on the website of the Company viz. www.nextmediaworks.com and also on the website of the Ministry of Corporate Affairs ('MCA'). Members may note that shares as well as unclaimed dividend transferred to IEPF Authority can be claimed back. Concerned members/investors are advised to visit <http://iepf.gov.in/IEPF/refund.html> or contact KFin to lodge claim for refund of shares and/or dividend from the IEPF Authority.
12. Members holding shares in physical form can avail the facility of nomination on their shareholding pursuant to the provisions of Section 72 of the Act and for the same, they are advised to send their nomination in the prescribed Form No. SH-13 to KFin. Members holding shares in electronic form may contact their respective Depository Participant(s) for availing this facility.

13. In terms of SEBI's circular dated April 20, 2018, members holding shares in physical form and whose PAN and bank details are not updated in the records of KFin, are requested to submit their PAN and bank account details, along with self-attested copy of PAN Card and original cancelled cheque/attested copy of bank passbook bearing name of the Member to the Company/KFin.
14. Members may please note that SEBI has mandated PAN as the sole identification number for all participants transacting in the securities market, irrespective of the amount of transaction.
15. In terms of SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018, with effect from April 1, 2019, securities of listed companies can be transferred only in dematerialised form (*except transmission of securities or transposition in the name(s) of holding*). Accordingly, the Company will not accept any fresh lodgement of transfer of shares in physical form. The members are therefore advised, in their own interest, to dematerialize the shares held by them in physical form.
16. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Company's RTA, details of such folios together with the share certificates in original and KYC proof(s) viz. PAN, Aadhar etc. for consolidating their holding in one folio. The share certificates will be returned to the member after making requisite changes thereon.
17. All investor related communication may be addressed to KFin at the following address:
KFin Technologies Private Limited
Unit: Next Mediaworks Limited
Selenium Tower B, Plot No. 31 & 32
Gachibowli, Financial District
Nanakramguda Serilingampally Mandal
Hyderabad – 500 032
Tel.: +91-40-67162222
Fax: +91-40-23001153
Toll free number - 1800-309-4001
E-mail: einward.ris@kfintech.com
Website: www.kfintech.com

E-VOTING AND PARTICIPATION IN AGM

18. Pursuant to the provisions of Section 108 and other applicable provisions, *if any*, of the Act read with the Companies (Management and Administration) Rules, 2014, and Regulation 44 of SEBI LODR, the Company is providing the facility to its members to exercise their right to vote on the resolutions set out in notice of AGM by electronic means ("e-voting"). The Company has engaged the services of KFin as the agency to provide e-voting facility.
19. Members may cast their votes remotely, using electronic voting system ("remote e-voting") during the remote e-voting period. The facility of e-voting will also be available at the AGM ("InstaPoll"), and Members who have not cast their vote(s) by remote e-voting, will be able to cast their vote at the meeting through InstaPoll.

20. The remote e-voting facility will be available during following period:

Commencement of remote e-voting	From 9.00 a.m. (Server time) on September 19, 2021 (Sunday)
End of remote e-voting	Up to 5.00 p.m. (Server time) on September 22, 2021 (Wednesday)

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

21. Persons whose name appears in the Register of Members/list of Beneficial Owners as on September 16, 2021 ("Cut-off Date") shall be entitled to cast their vote by remote e-voting on the resolutions set forth in this Notice or participating at the AGM and vote through InstaPoll. Any person who is not a Member as on the Cut-off Date should treat this Notice for information purpose only.
22. Once the vote on a resolution has been cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
23. The Board of Directors has appointed Mr. Sanket Jain, Company Secretary-in-Practice (C.P. No. 12583) as Scrutinizer to scrutinize the remote e-voting process and InstaPoll in a fair and transparent manner.
24. After conclusion of e-voting at the AGM, Scrutinizer will scrutinize the votes cast via InstaPoll and remote e-voting, and submit his consolidated Scrutinizer's Report to the Chairman/Director.
25. The result of e-voting (remote e-voting and InstaPoll) will be declared within two working days of conclusion of AGM and the same, along with the consolidated Scrutinizer's Report, will be placed on Company's website viz. www.nextmediaworks.com and on KFin's website viz. <https://evoting.kfintech.com>. The result of voting will be simultaneously communicated to the stock exchanges viz. NSE and BSE.
26. The resolutions as set out in the notice of AGM shall be deemed to be passed on the date of AGM, subject to receipt of requisite number of votes in favour of the resolution(s).
27. Any Member who is desirous to express his/her views or ask questions during the AGM, may register themselves by logging on to <https://emeetings.kfintech.com> and click on the 'Speaker Registration'. Speaker Registration will be open from September 18, 2021 (9:00 a.m. IST) till September 20, 2021 (5:00 p.m. IST). Only those members who have registered themselves as speaker will be allowed to express their views or ask questions at the AGM. The Company reserves the right to restrict the number of questions and speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.
28. Members are requested to send their queries, if any, on the financial statements/ operations of the Company, via email to the Company Secretary at investor.communication@radioone.in, atleast 7 days before the AGM, so that the information can be compiled in advance.

29. Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 09, 2020 on “e-Voting Facility provided by Listed Entities”, individual shareholders holding equity shares in dematerialised form can cast their vote, by way of single login credential, through their demat account/ websites of Depositories/ Depository Participants.

Members are advised to update their mobile number and E-mail ID in their demat accounts in order to access e-voting facility.

30. Members are requested to carefully read the “PROCEDURE TO CAST VOTE THROUGH REMOTE E-VOTING” and “PROCEDURE FOR JOINING THE AGM THROUGH VC/OAVM AND VOTING AT AGM” given below.

(II) PROCEDURE TO CAST VOTE THROUGH REMOTE E-VOTING

1. Individual members holding shares of the Company in demat mode (by accessing e-Voting system of Depositories)

National Securities Depository Limited (NSDL)	Central Depository Services (India) Limited (CDSL)
<p>1. User already registered for IDeAS facility:</p> <p>(i) Visit https://eservices.nsdl.com</p> <p>(ii) Click on the “Beneficial Owner” icon under ‘IDeAS’ section.</p> <p>(iii) Enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</p> <p>(iv) Click on Company name: “Next Mediaworks Limited” or e-Voting service provider “K-Fintech”. You will be re-directed to K-Fintech’s e-Voting page to cast vote during the remote e-Voting period.</p> <p>2. User not registered for IDeAS facility:</p> <p>(i) Click on link: https://eservices.nsdl.com and select “Register Online for IDeAS”</p> <p style="text-align: center;">OR</p> <p>https://eservices.nsdl.com/SecureWeb/IdasDirectReg.jsp</p> <p>(ii) Proceed with completing the required fields.</p> <p>(iii) Follow steps mentioned in point no. 1 above</p>	<p>1. User already registered for Easi/ Easiest:</p> <p>(i) Visit URL: https://web.cdslindia.com/myeasi/home/login</p> <p style="text-align: center;">OR</p> <p>www.cdslindia.com and click on “Login” and select “New System Myeasi”</p> <p>(ii) Enter your User ID and Password.</p> <p>(iii) Post successful authentication, please click on ‘E-voting’</p> <p>(iv) You will be requested to select the name of the Company: “Next Mediaworks Limited” or KFin. You will be re-directed to KFin’s e-Voting portal to cast the vote during the remote e-Voting period.</p> <p>2. User not registered for Easi/Easiest:</p> <p>(i) Click on link: https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>(ii) Proceed with completing the required fields.</p> <p>(iii) Follow steps mentioned in point no. 1 above</p>

<p>3. Alternatively, by directly accessing the e-Voting website of NSDL:</p> <p>(i) Visit https://www.evoting.nsd.com</p> <p>(ii) Click on the icon "Login" available under 'Shareholder/Member' section.</p> <p>(iii) On the Login page, enter your User ID (i.e. your 16 characters demat account number held with NSDL), Password / OTP and a verification code as shown on the screen.</p> <p>(iv) Post successful authentication, click on Company name: "Next Mediaworks Limited" or e-Voting service provider "K-Fintech". You will be re-directed to K-Fintech's e-Voting portal to cast vote during the remote e-Voting period.</p>	<p>3. Alternatively, by directly accessing the e-Voting website of CDSL:</p> <p>(i) Visit www.cdslindia.com and select "E Voting"</p> <p>(ii) Provide your BO ID/ demat account number and PAN</p> <p>(iii) System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>(iv) You will be requested to select the name of the Company: "Next Mediaworks Limited" or KFin. You will be re-directed to KFin's e-Voting portal to cast the vote during the remote e-Voting period.</p>
<p>Procedure to login through demat account/ website of Depository Participant (DP)</p>	<p>(i) You can login using the credentials of your demat account through the website of your DP registered with NSDL/CDSL, for remote e-Voting.</p> <p>(ii) Once logged-in, you will be able to see "e-Voting" option. Once you click on "e-Voting" option and after successful authentication, you will be re-directed to e-voting module of NSDL/CDSL.</p> <p>(iii) Click on options available against Company name: "Next Mediaworks Limited" or KFin and you will be re-directed to e-Voting portal of KFin to cast your vote during the remote e-Voting period.</p>

NOTE: After successful login, Individual members holding shares of the Company in demat mode, are requested to follow steps (f) to (l) mentioned under point no. 2(A) below, to cast their vote.

Members who are unable to retrieve User ID/ Password are advised to use "Forget User ID"/"Forget Password" option available the websites of Depositories/DP.

Members facing any technical issue on NSDL website	Members facing any technical issue on CDSL website
Contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800-1020-990 or 1800-224-430	Contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22-23058542-43

2. All Members other than 'Individuals holding shares of the Company in demat mode' (by accessing to e-Voting system of KFin)

(A) Members whose e-mail addresses are registered with the Company/Depository Participant(s) and have received email from Company/ KFin with login details, please follow the below process:

(a) Launch internet browser by typing the URL: <https://evoting.kfintech.com>

- (b) Enter the login credentials (User ID and password given in the e-mail). The E-Voting Event Number + Folio No. or DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use the existing password to log-in.
- (c) After entering these details appropriately, click on "LOGIN".
- (d) You will now reach Password Change Menu wherein you are required to mandatorily change your password upon logging in for the first time. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to update your contact details like mobile number, e-mail address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**
- (e) You need to login again with the new credentials.
- (f) On successful login, the system will prompt you to select the E-Voting Event Number (EVEN) for Next Mediaworks Limited.
- (g) On the voting page, enter the number of shares held by you as on the Cut-off date under either "FOR" or "AGAINST" or alternatively, you may partially enter any number under "FOR"/"AGAINST", but the total number under "FOR"/"AGAINST" taken together should not exceed your total shareholding as on the Cut-off date. You may also choose to "ABSTAIN" and vote will not be counted under either head.
- (h) Members holding shares under multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.
- (i) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as "ABSTAIN".
- (j) You may then cast your vote by selecting an appropriate option and click on "SUBMIT".
- (k) A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify.
- (l) Once you confirm, you will not be allowed to modify your vote.
- (m) Corporate/Institutional Members (i.e., other than Individuals, HUFs, NRIs, etc.) are also required to send legible scanned certified true copy (in PDF Format) of the Board Resolution/Power of Attorney/Authority Letter, etc., to the Scrutinizer at sanketjaincs@gmail.com with a copy marked to evoting@kfintech.com. It is also requested to upload the same in the e-voting module in their login. The naming format of the aforesaid legible scanned document shall be "Corporate Name EVENT NO."

(B) Member whose e-mail address is not registered/updated with the Company/ KFin/ Depository Participant, please follow the below process to generate your login credentials:

- (a) Members holding shares in physical mode, who have not registered/ updated their email addresses with the Company, are requested to register/ update the same on the link <https://ris.kfintech.com/clientservices/mobileereg/mobileemailreg.aspx> or by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at investor.communication@radioone.in or to KFin at einward.ris@Kfintech.com.
- (b) Members holding shares in dematerialized mode who have not registered their e-mail addresses with their Depository Participant(s) are requested to register/update their email addresses with the Depository Participant(s) with whom they maintain their demat account(s).
- (c) After due verification, the Company/KFin will forward your login credentials to your registered email address.

- (d) Follow the instructions mentioned under point 2(A) above, to cast your vote.
- (e) You can also update your mobile number and e-mail id in the “user profile details” in your e-voting login on <https://e-voting.kfintech.com> which may be used for sending further communication.

(C) Any person who becomes a member of the Company after dispatch of the Notice of AGM and holding shares as on the Cut-off Date may obtain the User ID and password from KFin in the manner as mentioned below:

- (a) If the mobile number of the member is registered against Folio No./DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to +91-9212993399
Example for NSDL: MYEPWD <SPACE> IN12345612345678
Example for CDSL: MYEPWD <SPACE> 1402345612345678
Example for Physical: MYEPWD <SPACE> XXXX1234567890
- (b) If e-mail address or mobile number of the member is registered against Folio No./DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
- (c) Member may send an e-mail request to evoting@kfintech.com requesting User ID and Password. After due verification of the request, User ID and Password will be sent to the Member.

(D) In case of any query/grievance in respect of e-voting - Members may refer to the Help & FAQs section/ e-voting user manual available at the “Downloads” section at <https://evoting.kfintech.com> or contact Mr. Rajkumar Kale, Asstt. General Manager, KFin Technologies Private Limited, Unit: Next Mediaworks Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500032 | Phone No.: +91-040-67162222 / 040- 67162222 | Toll- free No.: 1800-309-4001 | E-mail: evoting@kfintech.com.

(III) PROCEDURE FOR JOINING THE AGM THROUGH VC/OAVM AND VOTING AT AGM

- (a) **Joining the AGM through VC/OAVM:** Members will be able to attend the AGM through VC/OAVM at <https://emeetings.kfintech.com> by using their e-voting login details provided in the email received from the Company/KFin.

Members are requested to follow the procedure given below:

- (i) Launch internet browser (chrome/ firefox/ safari) by visiting the URL viz. <https://emeetings.kfintech.com>
 - (ii) Enter the login credentials
 - (iii) After logging in, click on “Video Conference” option
 - (iv) Then click on camera icon appearing against AGM event of Next Mediaworks Limited, to attend the AGM.
- (b) Members will be allowed to attend the AGM through VC/OAVM on first come, first served basis.
 - (c) Facility to join the meeting shall be opened 30 minutes before the scheduled time of the AGM and shall be kept open throughout the proceedings of the AGM.

(d) Voting at AGM (“InstaPoll”):

- (i) Facility to cast vote through InstaPoll will be made available on the meeting page, and will be activated once the InstaPoll is announced at the AGM.
- (ii) Once the voting at the AGM is announced, Members who have not cast their vote through remote e-voting can cast their vote by clicking on the link “Vote”.
- (iii) If a member casts vote(s) by both modes, then voting done through remote e-voting facility shall prevail and vote(s) cast through InstaPoll shall be treated as “INVALID”.

(e) Members who need assistance before or during the AGM can contact KFin at evoting@kfintech.com or call at 1800-309-4001. Kindly quote your name, DP ID-Client ID/ Folio no. and E-Voting Event Number (EVEN) in all your communications.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO 3:

Consequent upon resignation of Mr. Harshad Jain as MD & CEO w.e.f. November 26, 2020, the Board of Directors of your Company comprised of 5 Directors only. In terms of provisions of Regulation 17 of SEBI LODR, the Board of top-2000 listed entities (determined on the basis of market capitalization as at the end of immediate previous financial year) shall comprise of minimum 6 directors. Your Company falls under the said criteria basis market capitalization as on March 31, 2020.

With an intent to broadbase the composition of Board of Directors and comply with abovementioned requirement of SEBI LODR, the Board of Directors had, on recommendation of Nomination and Remuneration Committee, appointed Mr. Samudra Bhattacharya as an Additional Director of the Company w.e.f. December 30, 2020. In accordance with the provisions of Section 161 of the Act, Mr. Samudra Bhattacharya shall hold office up to the date of this AGM. The Board of Directors has also recommended appointment of Mr. Samudra Bhattacharya as a Non-executive Director, liable to retire by rotation, for approval by the Members of the Company.

Mr. Samudra Bhattacharya, after graduating from the Indian Institute of Management at Lucknow in 1995, has worked across several roles and geographical locations for the last 24 years. He started his career with P&G in India and after 4 years, joined Asian Paints in the Middle East where he served in Sales & Marketing as well as General Management roles for almost 7 years. He then joined PepsiCo India in 2006 and has worked across several assignments spanning, line Sales, Sales & Channel Strategy, Franchise Management and General Management. In his last assignment, Mr. Bhattacharya was based at Manila, Philippines, with PepsiCo as the General Manager for the PepsiCo Joint Venture in that country. Presently, he is the Chief Executive Officer of Hindustan Media Ventures Limited, a fellow subsidiary company. Considering the impeccable credentials of the incumbent and the requirement of the Company, the Board of Directors commends the appointment of Mr. Samudra Bhattacharya as Non-executive Director of the Company.

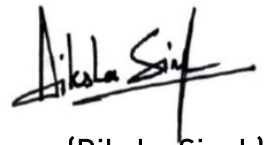
The Company has received a notice in writing under Section 160 of the Act from a member, signifying intention to propose the candidature of Mr. Samudra Bhattacharya for the office of Director.

Mr. Samudra Bhattacharya was also appointed as Additional Director (Non-executive) on the Board of Next Radio Limited, subsidiary company.

Mr. Samudra Bhattacharya is interested in the resolutions set out at Item no. 3 with regard to his appointment as Director. His relatives may also be deemed to be interested in the resolutions, to the extent of their shareholding interest, *if any*, in the Company. 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 Resolutions set out at Item no. 3 of the Notice for approval by the Members.

By Order of the Board of Directors
For Next Mediaworks Limited



(Diksha Singh)
Company Secretary

Date: August 25, 2021

Details of the Directors pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR') and Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India, as applicable

Name of Director	Mr. Dinesh Mittal	Mr. Samudra Bhattacharya
Age	59 years	49 years
Relationship with other Directors <i>inter-se</i> and Key Managerial Personnel	None	None
Date of Appointment	April 18, 2019	December 30, 2020
Expertise in specific functional areas	Legal, taxation, corporate secretarial and general management	Management, Sales & Marketing
Qualification	<ul style="list-style-type: none"> • 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 	Graduation from IIM, Lucknow
Terms and condition of appointment/ re-appointment	Non-executive Director, liable to retire by rotation	Non-executive Director, liable to retire by rotation
No. of equity shares of Rs. 10/- each held in the Company <i>(including shareholding as beneficial owner)</i>	5	Nil
Remuneration last drawn <i>(during FY-21)</i>	Nil	Nil
Directorship held in other companies <i>(excluding foreign companies)[#]</i>	<ul style="list-style-type: none"> (i) Digicontent Limited <i>(Listed Entity)</i> (ii) DG Automobile Private Limited (iii) HT Digital Streams Limited (iv) HT Music and Entertainment Company Limited (v) Next Radio Limited (vi) Shine HR Tech Limited[@] (vii) The India Newspaper Society 	<ul style="list-style-type: none"> (i) Mosaic Media Ventures Private Limited (ii) Next Radio Limited

List of the Committees of Board of Directors (<i>across all companies</i>) in which Chairmanship/ Membership is held**	<u>Next Mediaworks Limited</u> (i) Stakeholders' Relationship Committee - <i>Member</i> <u>Digicontent Limited</u> (i) Stakeholders' Relationship Committee - <i>Member</i>	None
No. of Board Meetings attended during FY 21	6	2

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

@ Under the process of strike-off

* Pursuant to SEBI LODR, only two Committees viz. Audit Committee and Stakeholders' Relationship Committee, have been considered