



Registered Office: Office No I-17, 18 and 19, 10th Floor, 156, D.J Dadajee Road, The Everest Building, Mumbai-400 034

Tel No:022-67527016 Fax:022-67015701

CIN:L22100MH1981PLC024052

Website: www.nextmediaworks.com

E-mail id: cs@nextmediaworks.com

**CODE OF CONDUCT FOR BOARD
MEMBERS AND SENIOR MANAGEMENT OF
NEXT MEDIAWORKS LIMITED**

Date of approval by the Board of Directors: 8th May, 2018

(I) Introduction

Regulation 17(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandates the board of directors of a listed entity to lay down a code of conduct for all members of board of directors and senior management of the entity.

Further, Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 states that all members of the board of directors and senior management personnel shall affirm compliance with the code of conduct of board of directors and senior management on an annual basis. A declaration to that effect duly signed by CEO shall be incorporated in the annual report of the Company.

(II) Objective of this Code

This Code envisages that the Board of Directors of the Company and Senior Management Personnel should act within the framework of and in compliance with the applicable laws.

The purpose of this Code is to enhance integrity, ethics & transparency in governance of the Company, and thereby reinforce the trust and confidence reposed in the Management of the Company by the shareholders and other stakeholders. The Board Members and Senior Management Personnel are expected to familiarize themselves with this Code and to understand, adhere to, comply with and uphold the provisions of this Code and the standards laid down hereunder in their day-to-day functioning.

(III) Applicability:

This Code shall be applicable to the following persons:

- a) All Whole-time Directors including the Chairperson and Managing Director of the Company;
- b) All Non Whole-time Directors including Independent Directors unless specifically exempted from provisions of this Code;
- c) All Senior Management Personnel.

For this purpose, '**Senior Management**' shall mean officers/personnel of the listed entity who are members of its core management team excluding board of directors and normally this shall comprise all members of management one level below the executive directors, including all functional heads.

(IV) General Duties of Directors:

1. Board member/any of senior management personnel shall act in accordance with the articles of association of the Company.
2. Board member/any of senior management personnel shall act in good faith in order to promote the objects of the Company for the benefits of its members as a whole and in the best interests of the Company, its employees, shareholders, the community and the protection of environment.
3. Board member/any of senior management personnel shall Exercise his duties with due and reasonable care, skill, due diligence and shall exercise independent judgment.
4. Board member/any of senior management personnel shall ensure that private or personal financial interests never influence their decisions and they never use their positions as members of the Board or senior management for personal gain of any sort.
5. Board member/any of senior management personnel shall not involve in a situation in which he/she may have a direct or indirect interest that conflicts, or possibly may conflict with the interest of the Company.
6. Board member/any of senior management personnel shall disclose precisely any direct or indirect pecuniary interest or other interest which is not pecuniary but which could influence judgement or give the impression that the Board member/member of the senior management was acting for personal motives.
7. Board member/any of senior management personnel shall withdraw from any discussion at the board meeting or management committee meeting during which the member could be regarded as having an interest. If during a Board meeting an item arises in which a member could be regarded as having an interest she/he should declare an interest and withdraw from the Board meeting for the duration of that item (unless requested by the Board to remain during that time) and shall not participate in any discussion or vote.
8. Board member/any of senior management personnel considers that another member of the Board/senior management has such an interest, she/he has the duty to raise it in Board meeting / meeting of the senior management.
9. Board member/any of senior management personnel shall never accept gifts or accept or give entertainment in a lavish/extravagant way. Extreme caution should be exercised where an offer of gift, favour or hospitality is made personally to a Board member/member of the senior management by any vendor or associate of the company and should be reported to the Board and to be recorded in the Register.
10. Board member/any of senior management personnel shall not gain any special advantage by virtue of being a member of the Board/senior management if he/she uses

the services of the consultant, contractor, professional adviser or other individual or firm that also works for the Company, such an arrangement should be declared to the Board.

11. Board member/any of senior management personnel shall not achieve or attempt to achieve any undue gain or advantage either to himself/herself or his/her relatives, partners, or associates.
12. Board member/any of senior management personnel shall not trade in securities of the Company in contravention of SEBI (Prohibition of Insider Trading) Regulations read with Code of Insider Trading formulated by the Company.
13. Board member/any of senior management personnel shall not use IT system of the Company for purposes that may be regarded as derogatory, defamatory or obscene or otherwise considered irresponsible and/or compromise the protection and security of IT systems.
14. Board member/any of senior management personnel shall comply with policy of company pertaining to related party transactions.
15. Board member/any of senior management personnel shall ensure workplace free of discrimination & harassment based on race, colour, religion, caste, age, gender, nationality, origin, disability, veteran status, or any other biases.
16. Board member shall not assign his/her office and any assignment so made shall be void.

(V) Guidelines of Professional Conduct for Independent Directors:

An independent director shall:

- (1) uphold ethical standards of integrity and probity;
- (2) act objectively and constructively while exercising his duties;
- (3) exercise his responsibilities in a bona fide manner in the interest of the company;
- (4) devote sufficient time and attention to his professional obligations for informed and balanced decision making;
- (5) not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
- (6) not abuse his position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;

(7) refrain from any action that would lead to loss of his independence;

(8) where circumstances arise which make an independent director lose his independence, the independent director must immediately inform the Board accordingly;

(9) assist the company in implementing the best corporate governance practices;

(VI) Role and functions of Independent Directors:

The independent directors shall:

(1) help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;

(2) bring an objective view in the evaluation of the performance of board and management;

(3) scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;

(4) satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;

(5) safeguard the interests of all stakeholders, particularly the minority shareholders;

(6) balance the conflicting interest of the stakeholders;

(7) determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management;

(8) moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.

(VII) Specific Duties of Independent Directors:

The independent directors shall—

(1) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;

(2) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;

(3) strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;

(4) participate constructively and actively in the committees of the Board in which they are chairpersons or members;

(5) strive to attend the general meetings of the company;

(6) where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;

(7) keep themselves well informed about the company and the external environment in which it operates;

(8) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;

(9) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;

(10) ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;

(11) report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;

(12) act within their authority, assist in protecting the legitimate interests of the company, shareholders and its employees;

(13) not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

(VIII) Equal Opportunities

Board members/members of the senior management should at all time have regard to the company's equal opportunities policies and practices. At all times act in the best interests of the Company and in accordance with this Code of Conduct.

(IX) Use of Facilities

Board members / members of the senior management should never use the facilities and services provided by the Company for personal use or gain undue advantage by utilising contacts made by the Company for private or own business use.

(X) Register of Interest

The Company Secretary shall maintain a Register of Declaration of Interests of individual, Board members which disclose their employment, positions of public responsibility, membership of various committees, membership of various associations and any other such financial interests they or their direct family/close relatives or close associates may have, which relate to the work of the Company.

(XI) Conduct of Board meetings

Board members should arrive punctually, to enable the prompt commencement of the meetings.

All Board papers should be read in advance of the meeting and treated as strictly confidential. Where a Board member has an item which he/she wishes to be raised during the meeting his/her request must be submitted to the Chair, prior to commencement of the meeting, or during the meeting, at the Chair's discretion.

The Board must approve the time agenda at the beginning of the meeting and make an effort to adhere to it.

Where there are competing resolutions on the same subject matter, the Chair of the meeting will decide what resolutions and in what order they will be tabled.

All resolutions must have a proposer and a seconder.

Once a resolution has been voted on and passed or rejected by the Board, no Board member can further pursue any debate on that matter. She/he may request that his/her specific objections be minuted. However, the matter may be tabled in the future as a separate agenda item and dealt with in the same manner as any other agenda item.

Any Board members wishing to speak on a particular topic must indicate to the Chair, by way of a raised hand, that she/he requests an opportunity to do so. The Chair must then indicate the order in which various members will speak.

Notwithstanding the agreed time agenda, the Chair of the meeting may, at his or her discretion, terminate or extend debate.

During Board proceedings, no Board member shall use threatening behaviour, violence, obscene language or racist/sexist behaviour or threats or otherwise disrupt meetings of the Board.

(XII) Confidentiality

Board members/ members of the senior management should:

1. Not disclose information, including addresses of Board members/ members of the senior management, without first obtaining the individual's permission. The only exception to this is in response to statutory duty or emergency request by the statutory authorities or in circumstances which might be life threatening.
2. Neither make any contact nor divulge any information to external organisations, including the media, without prior approval from the Chair/Board and the Managing Director of the Company.
3. Not do or say anything, which might be construed as damaging the credibility or integrity of the Board or the Company.
4. Shall adhere to any reasonable instructions or guidance approved by the Board for Board members.

(XIII) Protection of Assets

The Directors and Senior Management Personnel of the Company shall protect the assets including physical assets, information and intellectual rights of the Company and shall not use the same for personal gains.

(XIV) Health, Safety and Environment

The Directors and Senior Management Personnel of the Company shall provide safe and healthy working environment, prevent wasteful use of natural resources and shall ensure minimum impact on the ecological environment of the use and disposal of any material.

(XV) Compliance of Law

The Board Members and Senior Management Personnel shall comply with all laws, rules and regulations as applicable including those relating to the business of the Company.

(XVI) Breach of Code of Conduct

1. Where a Board member is in serious breach of any aspects of this Code of conduct, action may be initiated for his removal by the Board in accordance with law or such

other action may be taken as may be deemed fit by the Board in accordance with applicable laws.

2. Any member in breach of the section on conduct at meetings under this Code may be suspended from the meeting and from future meetings.
3. If any member of senior management violates this Code of conduct, he /she may be removed from office in accordance with law or such other action may be taken as may be deemed fit by the Board in accordance with applicable laws.

(XVII) Amendments to the Code

The provisions of this Code can be amended/ modified by the Board of Directors of the Company from time to time and all such amendments/ modifications shall take effect from the date stated therein. All Directors and Senior Management shall be duly informed of such amendments and modifications.

(XVIII) Placement of the Code on Website

This Code and any amendment thereto shall be hosted on the website of the Company.

(XIX) Enforcement of Code of Conduct

- A. Company Secretary shall be the Compliance Officer for the purpose of this Code.
- B. Each Board Member and Senior Management Personnel shall be accountable for fully complying with this Code.
- C. Compliance Officer shall report breach of this Code, if any, which comes to his notice to the Board of Directors of the Company.
- D. The Company shall ensure confidentiality and protection to any person who has, in good faith, reported a violation or as suspected violation of law or of this Code or other Company policies, or against any person who is assisting in any investigation or process with respect to such a violation.
