



January 13, 2016

The Listing Department
The National Stock Exchange of India Ltd.
Exchange Plaza, 5th floor,
Plot No. C/1, 'G' Block,
Bandra-Kurla Complex, Bandra (East),
Mumbai-400051.

The General Manager
The Corporate Relationship Department
Bombay Stock Exchange Limited
1st floor, Rotunda Building,
Dalal Street,
Mumbai-400001.

Dear Sir,

Sub: Compliance Report on Corporate Governance for third quarter ended 31.12.2015

Enclosed please find Compliance Report on Corporate Governance as per Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for third quarter ended 31.12.2015.

Kindly take the same on your record and acknowledge the receipt.

Thanking You.

Yours Faithfully,
For **NEXT MEDIAWORKS LIMITED**

MANDAR GODBOLE
COMPANY SECRETARY

Encl: a/a

**REPORT ON CORPORATE GOVERNANCE FOR NEXT MEDIAWORKS LIMITED FOR
3RD QUARTER ENDED DECEMBER 31, 2015.**

I. Composition of Board of Directors

Name	PAN/ DIN	Category	Date of Appointment/ Cessation	Tenure	No. of Directorship in listed entities including this listed entity	No. of members in Audit/Stakeholder Committee (s) including this listed entity	No. of post of Chairperson in Audit/Stakeholder Committee(s) held in listed entities including this listed entity
Mr. Tarique Ansari	AABPA9726E / 00101820	Managing Director	01/07/2004		1	2	0
Mr. Adille Sumariwalla	AJNPS9436J/ 00045855	Independent Director	05/05/2011	4 years and 8 months	1	3	1
Mr. Dilip Cherian	AAGPC9788 H/ 00322763	Independent Director	05/05/2010	5 years and 8 months	3	3	0
Mr. I. Venkat	AAEPI6125N/ 00089679	Independent Director	29/10/2009	6 years and 2 months	1	1	0
Ms. Monisha Shah	Non-Resident/ 00542228	Independent Director	05/05/2011	4 years and 8 months	1	0	0
Mr. Narayan Varma (Upto December 24, 2015)	AABPV3724B /00044796	Independent Director	10/05/2001	14 years and 8 years	2	1	1
Mr. Rajbir Singh Bhandal	AIOPB8049E/ 01962971	Independent Director	28/07/2011	4 years and 5 months	1	0	0

II. Composition of Committees

Name of Committee	Name of Committee Members	Category
1. Audit Committee	<i>As per annexure A</i>	-
2. Nomination and Remuneration Committee	<i>As per annexure B</i>	-
3. Risk Management Committee	<i>As per annexure C</i>	-
4. Stakeholder Relationship Committee	<i>As per annexure D</i>	-

III. Meeting of Board of Directors

Date(s) of meeting (if any) in the previous quarter	Date (s) of meeting (if any) in relevant quarter	Maximum gap between any two consecutive (in number of days)
August 06, 2015	October 28, 2015	82

IV. Meeting of Committees

Date(s) of Meeting of the Committee in relevant quarter	Whether requirement of quorum met (details)	Date(s) of Meeting of the committee in previous quarter	Maximum gap between any two consecutive meeting (in number of days)
October 28, 2015	Yes (3)	August 06, 2015	82

V. Related Party Transactions

Subject	Compliance Status (Yes/No/N.A.)
Whether prior approval of Audit committee obtained	N.A.
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	N.A.

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
 - a. Audit Committee
 - b. Nomination and Remuneration Committee
 - c. Stakeholder Relationship Committee
 - d. Risk Management Committee (applicable to the top 100 listed entities)
3. The Committee members have been made aware of their powers, role and responsibilities as specified in of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4. The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
5. This Report and/or the report submitted in the previous quarter have been placed before the Board of Directors. Any comments/ observations/ advice of Board of Directors may be mentioned here:

Name and Designation: Mandar Godbole (Company Secretary)

Annexure A

Audit Committee

Members	Category
Mr. Narayan Varma	Chairman (Upto December 24, 2015)
Mr. Tarique Ansari	Member
Mr. Adille Sumariwalla	Member
Mr. I. Venkat	Member

Annexure B

Nomination and Remuneration Committee

Members	Category
Mr. Dilip Cherian	Chairman
Mr. Narayan Varma	Member (Upto December 24, 2015)
Mr. Adille Sumariwalla	Member

Annexure C

Risk Management Committee

Members	Category
Mr. I. Venkat	Chairman
Ms. Monisha Shah	Member
Mr. Ismail Dabhoya	Member

Annexure D

Stakeholders Relationship Committee

Members	Category
Mr. Adille Sumariwalla	Chairman
Mr. Tarique Ansari	Member