

April 06, 2017

The Listing Department  
**The National Stock Exchange of India Ltd.**  
Exchange Plaza, 5<sup>th</sup> 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**  
1<sup>st</sup> floor, Rotunda Building,  
Dalal Street,  
Mumbai- 400001.

Dear Sir,


**Sub: Compliance Report on Corporate Governance for fourth quarter ended 31.03.2017**

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 fourth quarter ended 31.03.2017.

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

Thanking You.

Yours Faithfully,  
For **NEXT MEDIWORKS LIMITED**



**MANDAR GODBOLE**  
**COMPANY SECRETARY**



Encl: a/a

**REPORT ON CORPORATE GOVERNANCE FOR NEXT MEDIWORKS LIMITED FOR  
QUARTER ENDED MARCH 31, 2017.**

**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 memberships 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	12 years and 9 months	1	2	0
Mr. Adille Sumariwalla	AJNPS9436J/ 00045855	Independent Director	05/05/2011	5 years and 11 months	1	3	1
Mr. Dilip Cherian	AAGPC9788 H/ 00322763	Independent Director	05/05/2010	6 years and 11 months	3	3	0
Mr. I. Venkat	AAEPI6125N/ 00089679	Independent Director	29/10/2009	7 years and 5 months	1	1	0
Ms. Monisha Shah	ABSPS3895G /00542228	Independent Director	05/05/2011	5 years and 11 months	1	0	0
Mr. Rajbir Singh Bhandal	AIOPB8049E/ 01962971	Independent Director	28/07/2011	5 years and 8 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)
November 04, 2016	2 <sup>nd</sup> February 2017 15 <sup>th</sup> February 2017	90

### 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)
2 <sup>nd</sup> February 2017	Yes (3)	November 04, 2016	90

### 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

- The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. **Yes**
- The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
  - Audit Committee **Yes**
  - Nomination and Remuneration Committee **Yes**
  - Stakeholder Relationship Committee **Yes**
  - Risk Management Committee (applicable to the top 100 listed entities) **Yes**
- 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. **Yes**
- 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. **Yes**
- This Report and/or the report submitted in the previous quarter have been placed before the Board of Directors. **Yes** Any comments/ observations/ advice of Board of Directors may be mentioned here:

**Name and Designation:** Mr. Mandar Godbole (Company Secretary)

Office Nos. I-17, I-18 and I-19, 10<sup>th</sup> Floor,  
The Tardeo Everest Premises Co-operative Society Limited  
Mumbai - 400034  
+91 22 67527016  
www.nextmediaworks.com  
CIN : L22100MH1981PLC024052



**Annexure A**

Audit Committee

<b>Members</b>	<b>Category</b>
Mr. Adille Sumariwalla	Chairman
Mr. Tarique Ansari	Member
Mr. I. Venkat	Member

**Annexure B**

Nomination and Remuneration Committee

<b>Members</b>	<b>Category</b>
Mr. Dilip Cherian	Chairman
Mr. Rajbir Singh Bhandal	Member
Mr. Adille Sumariwalla	Member

**Annexure C**

Risk Management Committee

<b>Members</b>	<b>Category</b>
Mr. I. Venkat	Chairman
Ms. Monisha Shah	Member
Mr. Ismail Dabhoya	Member

**Annexure D**

Stakeholders Relationship Committee

<b>Members</b>	<b>Category</b>
Mr. Adille Sumariwalla	Chairman
Mr. Tarique Ansari	Member



**ANNEXURE II**

**Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status (Yes/No/NA)</b>	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	Not Applicable	
New name and the old name of the listed entity	Not Applicable	
<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party	23(2), (3)	Yes



<i>Approval for material related party transactions</i>	23(4)	Yes
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Yes
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes
<i>Maximum Directorship &amp; Tenure</i>	25(1) & (2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non- Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior</i>	26(2) & 26(5)	Yes



**ANNEXURE III**

**Format to be submitted by listed entity at the end of 6 months after end of financial year along with second quarter report of next financial year**

**I Affirmations**

<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)<sup>refer note below</sup></b>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	<b>YES</b>
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	<b>YES</b>
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	<b>YES</b>
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	<b>YES</b>

**FOR NEXT MEDIWORKS LIMITED**

  
**MANDAR GODBOLE**  
**COMPANY SECRETARY**

