

LETTER OF APPOINTMENT

11th August 2015

**To
Mr. Dilip Cherian
A-20, First Floor,
Nizamuddin,
New Delhi – 110 013.**

Dear Sir,

Sub: Appointment as Independent Director

We thank you for according your consent to act as Independent Director of the Company. We have also received your confirmation addressed to Next Mediaworks Limited (the "Company") regarding your meeting the criteria as mentioned in Section 149(6) of the Companies Act, 2013 (the "Act") and Clause 49 of the Listing Agreement as amended vide circular no. CIR/CFD/POLICY CELL/2/2014 dated 17th April 2014 issued by Securities and Exchange Board of India ("SEBI").

We are pleased to inform you that based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors (the "Board") and the shareholders of the Company have approved your appointment as an Independent Director of the Company. As per the requirements of the Act, your aforesaid appointment is being formalized through this letter of appointment.

This letter sets out the terms of your appointment as an Independent Director. Please note this is a contract for service and is not a contract of employment. The terms of your appointment are subject to the applicable laws, including the Act, the Listing Agreement (as amended from time to time) and the Company's Articles of Association.

1. TERM OF APPOINTMENT

- (a) Your appointment shall be for a period of five (5) years effective 23rd January 2015 up to 22nd January 2020. This tenure is subject to your meeting the criteria for being an Independent Director during your tenure and not being disqualified to be a Director under the applicable provisions of the Act.
- (b) During your tenure as an Independent Director, you shall not be liable to retire by rotation.



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- (c) At the end of your tenure, your re-appointment as an Independent Director shall be based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Board and the shareholders.

2. INDEPENDENCE

The Board of Directors of the Company inter alia has given due consideration to your declaration of being qualified as Independent in accordance with the provisions of Companies Act, 2013 and the Listing Agreement with the Stock Exchange. You shall continue to be qualified as 'independent during your tenure and provide periodic declaration to the effect as required by regulations. You will be identified as 'Independent Director' in the annual report and other documents and publications of the Company. You shall promptly inform the Chairman and the Company Secretary should you cease to be qualified as "independent" during your tenure.

3. ROLE ON THE COMPANY'S BOARD

As per the current assessment, you will be the Chairman/member of the Company's following Committees:

Sr. No.	Committee	Position
1.	Nomination and Remuneration Committee	Chairman

In case you are nominated on any other Committee of the Board, you will be provided with the relevant terms of reference and your specific duties and responsibilities.

4. ROLE, DUTIES AND RESPONSIBILITIES

- (a) As a member of the Board, you, along with the other Board members, will be collectively responsible for meeting the Board's objectives which include the following:
- Compliance of the applicable provisions of the Act, the Listing Agreement, applicable regulations laid down by the SEBI of India and other applicable laws.
 - Responsibilities of the Board as have been outlined in the Corporate Governance norms prescribed by the stock exchanges in Clause 49 of the Listing Agreement.
 - Accountability under the Directors' Responsibility Statement.
 - Maintaining high standards in conduct of the Company's business in an ethical manner.
 - Ensure that correct and complete disclosures of material facts are made, wherever necessary and highest level of transparency is maintained while dealing with the Company's stakeholders.
 - Protect interests of the Company in the best possible way.

- (b) You shall abide by the 'Code for Independent Directors' as outlined in Schedule IV to the Act and duties of directors as provided in the Act and Clause 49 of the Listing Agreement. An extract of the relevant provisions has been enclosed for your ready reference.
- (c) You shall be responsible for providing guidance in your area of expertise.

5. CODE OF BUSINESS CONDUCT

You will follow the Next Mediaworks Limited code of Business Conduct and furnish an annual affirmation of the same. You will apply the highest standards of confidentiality, and not disclose to any person or company (whether during the course of the tenure as Independent Director or at any time after its cessation), any confidential information concerning the Company and any Group Companies with which you come into contact by virtue of your position as a Director, except as permitted by law or with prior clearance from the Chairman or Company Secretary.

6. PROHIBITION ON INSIDER TRADING

You will follow the Company's Policy on Insider Trading and the requirements under the Companies Act, 2013 and SEBI Regulations. You should not make any statements that might risk a breach of these requirements without prior clearance from the Chairman or Company Secretary.

7. REMUNERATION

You will be entitled to sitting fee of Rs. 10,000/- (Rupees Ten Thousand Only) per meeting for attending the meetings of the Board or the Audit Committee either personally or through Video Conference or other audio visual means or for any other purpose whatsoever as may be decided by the Board of Directors. The sitting fee payable shall be subject to applicable tax deduction at source. The sitting fee may be increased as per the decision of the Board.

8. EVALUATION PROCESSES

As a member of the Board, your performance shall be evaluated annually. Evaluation of each director shall be done by all the other directors. The criteria for evaluation shall be determined by the Nomination and Remuneration Committee and the same shall be disclosed in the Company's Annual Report. The actual evaluation of each director shall remain confidential.

9. DISCLOSURES

During your tenure as Director, you shall promptly notify the Company of any change in your directorships and provide such other disclosures as may be required under the applicable laws. You also agree that in case you become aware of any potential conflict

of interest with your position as an Independent Director, you shall promptly disclose the same to the Chairman and the Company Secretary. You shall also make disclosures which may affect your position as an Independent Director.

10. CHANGES IN PERSONAL DETAILS

During your tenure as Director, you shall promptly notify the Company Secretary and the Ministry of Corporate Affairs, of any changes in your address and contact details.

11. TERMINATION

Your directorship shall terminate or cease in accordance with law. Apart from the grounds for termination mentioned in the Act, your directorship may be terminated for violation of any provision of the Company's Code of Conduct as applicable to Non-Executive Directors.

12. CO-OPERATION

In the event of any litigation against the Company as a result of any alleged conduct, act or omission on your part during your term, you agree to render all reasonable assistance and cooperation to the Company and provide such information and documents as are necessary and reasonably requested by the Company or its counsel.

We are confident that the Board and the Company will immensely benefit from your rich experience and we are eager to have you as an integral part of the Company's Board to steer the Company through the challenging times and help the Company grow. If these terms are acceptable to you, please confirm your acceptance by signing and returning enclosed copy of this letter.

Yours sincerely
FOR NEXT MEDIWORKS LIMITED

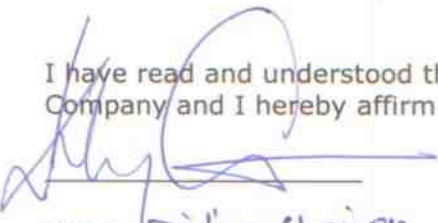

TARIQUE ANSARI
CHAIRMAN & MANAGING DIRECTOR



Encl: as above

ACCEPTANCE

I have read and understood the terms of my appointment as an Independent Director of the Company and I hereby affirm my acceptance to the same.


Name: Dilip Chohan

Place: Delhi

Date:

Relevant extract of the provisions of Clause 49 of the Listing Agreement

Clause 49:

D. Responsibilities of the Board

1. Disclosure of Information

- a. Members of the Board and key executives should be required to disclose to the board whether they, directly, indirectly or on behalf of third parties, have a material interest in any transaction or matter directly affecting the company.
- b. The Board and top management should conduct themselves so as to meet the expectations of operational transparency to stakeholders while at the same time maintaining confidentiality of information in order to foster a culture for good decision-making.

2. Key functions of the Board

The board should fulfill certain key functions, including:

- a. Reviewing and guiding corporate strategy, major plans of action, risk policy, annual budgets and business plans; setting performance objectives; monitoring implementation and corporate performance; and overseeing major capital expenditures, acquisitions and divestments.
- b. Monitoring the effectiveness of the company's governance practices and making changes as needed.
- c. Selecting, compensating, monitoring and, when necessary, replacing key executives and overseeing succession planning.
- d. Aligning key executive and board remuneration with the longer term interests of the company and its shareholders.
- e. Ensuring a transparent board nomination process with the diversity of thought, experience, knowledge, perspective and gender in the Board.
- f. Monitoring and managing potential conflicts of interest of management, board members and shareholders, including misuse of corporate assets and abuse in related party transactions.
- g. Ensuring the integrity of the company's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for risk management, financial and operational control, and compliance with the law and relevant standards.
- h. Overseeing the process of disclosure and communications.
- i. Monitoring and reviewing Board Evaluation framework.

3. Other responsibilities

- a. The Board should provide the strategic guidance to the company, ensure effective monitoring of the management and should be accountable to the company and the shareholders.



- b. The Board should set a corporate culture and the values by which executives throughout a group will behave.
- c. Board members should act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company and the shareholders.
- d. The Board should encourage continuing directors training to ensure that the Board members are kept up to date.
- e. Where Board decisions may affect different shareholder groups differently, the Board should treat all shareholders fairly.
- f. The Board should apply high ethical standards. It should take into account the interests of stakeholders.
- g. The Board should be able to exercise objective independent judgement on corporate affairs.
- h. Boards should consider assigning a sufficient number of non-executive Board members capable of exercising independent judgement to tasks where there is a potential for conflict of interest.
- i. The Board should ensure that, while rightly encouraging positive thinking, these do not result in over-optimism that either leads to significant risks not being recognised or exposes the company to excessive risk.
- j. The Board should have ability to 'step back' to assist executive management by challenging the assumptions underlying: strategy, strategic initiatives (such as acquisitions), risk appetite, exposures and the key areas of the company's focus.
- k. When committees of the board are established, their mandate, composition and working procedures should be well defined and disclosed by the board.
- l. Board members should be able to commit themselves effectively to their responsibilities.
- m. In order to fulfil their responsibilities, board members should have access to accurate, relevant and timely information.
- n. The Board and senior management should facilitate the Independent Directors to perform their role effectively as a Board member and also a member of a committee.

