

NOTICE

NOTICE is hereby given that the **37th ANNUAL GENERAL MEETING of NEXT MEDIAWORKS LIMITED** will be held on Thursday, 20th September 2018 at 3 p.m. at Hall of Harmony, Nehru Centre Conference, Dr. Annie Besant Road, Worli, Mumbai-400018 to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt:
 - a. the Audited Financial Statements of the Company for the financial year ended 31st March 2018 and the Reports of the Board of Directors and the Auditors thereon; and
 - b. the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2018 and the Reports of the Auditors thereon.
2. To appoint a Director in place of Mr. Tarique Ansari (DIN: 00101820), who retires by rotation and being eligible, offers himself for re-appointment.

3. Re-appointment of Statutory Auditors:

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable including any statutory modifications and amendments, if any and pursuant to the recommendations of the Audit Committee, M/s. Walker Chandio & Co. LLP, Chartered Accountants (Firm Registration No. 001076N/N500013), be re-appointed as statutory auditors of the Company, to hold office from the conclusion of this 37th Annual General Meeting (AGM) until the conclusion of the 42nd AGM, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

SPECIAL BUSINESS:

4. Appointment of Mr. Sunil Dalal as an Independent Director

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any Statutory modifications or amendments thereof), Mr. Sunil Dalal (DIN 00021019) who was appointed by the Board of Directors as an Additional Director (Independent Director) of the Company with effect from August 29, 2017 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“Act”), but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company for a period of 5 years i.e. the period commencing from 29th August 2017 and ending on 28th August 2022, and he shall not be liable to retire by rotation.”

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5. Appointment of Mr. Chetan Desai as a Non-Executive Non-Independent Director

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any Statutory modifications or amendments thereof), Mr. Chetan Desai (DIN 03595319) who was appointed by the Board of Directors as an Additional Director (Non-Executive Non-Independent Director) of the Company with effect from May 8, 2018 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("Act"), but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Non-Executive Non-Independent Director of the Company, and he shall be liable to retire by rotation."

6. To Approve the transfer of assets of the Company

To consider and if thought fit, to pass with or without modification(s) the following resolution as Special Resolution:

"RESOLVED THAT pursuant to Section 180 (1) (a) and Section 188 of the Companies Act, 2013 and other applicable laws, rules and regulations including any statutory modifications, amendments, if any, approval of the members be and is hereby given to transfer the following assets to Inquilab Offset Printers Limited ('IOPL') against setting off the loan repayable by the Company to IOPL:

- (i) the Immovable Property of the Company situated at I-17, 18, 19, 10th Floor, Everest Building, 156 D.J Dadajee Road, Tardeo, Mumbai – 400034;
- (ii) all rights in the movie 'Black Friday'

RESOLVED FURTHER THAT any of the Directors, Company Secretary and Chief Financial Officer of the Company be and are hereby jointly and severally authorised to do such things and take such steps as may be required to give effect to the above Resolution."

By Order of the Board of Directors
For Next Mediaworks Limited

Sd/-
Gaurav Sharma
Company Secretary & Compliance Officer

Registered Office:

Office Nos. I-17, I-18 & I-19,
10th Floor, The Tardeo Everest Co-operative Society Limited,
156, D J Dadajee Road,
Tardeo, Mumbai – 400034.

Dated: 8th August, 2018

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NOTES:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the business under Item Nos. 2 to 6 of the Notice, is annexed hereto. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, of the persons seeking appointment/ re-appointment as Director under Item Nos. 2, 4 and 5 of the Notice are also annexed to the notice.
2. A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT (48) hours before the commencement of the AGM. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions / authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. Members, Proxies and Authorized Representatives are requested to bring to the AGM, the attendance slips enclosed herewith duly completed and signed mentioning therein details of their DP ID and Client ID/Folio No.
4. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Link Intime India Pvt. Ltd. (LIPL) to provide efficient and better services.

Members holding shares in physical form are requested to intimate such changes to LIPL.

The Securities and Exchange Board of India (“SEBI”) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to LIPL.

5. Securities and Exchange Board of India (“SEBI”) has, vide its circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, mandated listed companies to take special efforts (through their RTAs) to collect copy of PAN and Bank Accounts Details of all securities holders holding securities in physical form. In this regard, the RTA of your Company has sent letters to all those members of the Company, who are holding shares in physical form, seeking PAN and Bank Details. The RTA shall be sending reminder letters in due course. The Members who hold shares of the company in physical form are requested to provide the details as asked for in the letters sent by the RTA.
6. SEBI has, vide its notification dated June 8, 2018, amended Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. As per the said amendment, the requests for effecting the transfer of listed securities shall not be processed unless the securities

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are held in the dematerialized form with a depository. The said amendment shall come into force within 180 days i.e. December 5, 2018. In view of the said amendment, the Members who hold shares of the company in physical form are advised to convert their physical shares into dematerialised form.

7. In case of joint holders attending the AGM, the joint holder who is higher in the order of names will be entitled to vote at the AGM.
8. Members seeking any information with regard to the accounts, are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the AGM.
9. The Notice of the AGM along with the Annual Report 2017-18 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members, who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2017-18 will also be available on the Company's website viz. www.nextmediaworks.com.
10. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with DPs / LIPL.

11. Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 37th AGM by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. **The remote e-voting period commences on Monday, 17th September 2018 (9:00 am) and ends on Wednesday, 19th September 2018 (5:00 pm). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Thursday, 13th September 2018, may cast their vote by remote e-voting.** The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:
Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>
Step 2 : Cast your vote electronically on NSDL e-Voting system.

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- **DETAILS ON STEP 1 IS MENTIONED BELOW:**

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
 - (a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - (b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - (c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.

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- (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN,your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

- **DETAILS ON STEP 2 IS GIVEN BELOW:**

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to partner@ghvandco.comwith a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five

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unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

VI. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) and e-voting user manual for Members available in the ‘Downloads’ section of www.evoting.nsdl.com.

VII. If you are already registered with NSDL for remote e-voting, you can use your existing user ID and password/PIN for casting your vote.

NOTE: Shareholders who have forgotten the User Details/Password can use “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com.

In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).

In case Shareholders are holding shares in physical mode, USER-ID is the combination of (EVEN No+Folio No).

VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 13th September 2018.

X. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. Thursday, 13th September 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting, you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com.

XI. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting / voting at the AGM through ballot paper, as the case may be.

XII. The Board has, at its meeting held on 8th August 2018, appointed Ms. Harshika Bhadracha, Practicing Company Secretary (Membership No. 33412) of M/s GHV & Co., as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

XIII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

XIV. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

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- XV. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.nextmediaworks.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and NSE Limited.
12. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
13. This Notice has been updated with the instructions for voting through electronic means as per the latest amended rules.
14. This is for the information of Shareholders: Pursuant to list of disqualified Directors published by Ministry of Corporate Affairs (MCA) in September, 2017, Mr. Tarique Ansari (Chairman and Managing Director) and Mr. Adille Sumariwalla (Independent Director) were disqualified under Section 164 (2) of the Companies Act, 2013 due to the reason that Bombay Marathon Private Limited, in which both of them were Directors, had failed to make annual filings for consecutive period of 3 years. Vide letters dated April 23, 2018, both Mr. Tarique Ansari (Chairman and Managing Director) and Mr. Adille Sumariwalla (Independent Director) informed the Board of Directors of the Company that Bombay Marathon Private Limited had filed all the pending filings under Condonation of Delay Scheme, 2018 announced by MCA and that consequent upon all the filings have been regularized, Status of DINs of both of them is shown as "Approved" on the website of Ministry of Corporate Affairs. The Board of Directors, at their meeting held on May 8, 2018, considered the aforesaid letters and took the view that disqualification incurred by Mr. Tarique Ansari and Mr. Adille Sumariwalla is removed as the status of their DINs is Approved now and that they can now resume the office of Chairman & Managing Director and Independent Director respectively.

By Order of the Board of Directors
For Next Mediaworks Limited

Sd/-
Gaurav Sharma
Company Secretary

Registered Office:

Office Nos. I-17, I-18 & I-19,
10th Floor, The Tardeo Everest Co-operative Society Limited,
156, D J Dadajee Road,
Tardeo, Mumbai – 400034.

Dated: 8th August, 2018

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EXPLANATORY STATEMENT:

As required by Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 2 to 6 of the accompanying Notice:

Item No. 2

This explanatory statement is provided though strictly not required as per Section 102 of the Act.

Section 152 of the Act provides that 1/3rd of directors who are liable to retire by rotation shall retire at every annual general meeting.

The shareholders have, at the 34th Annual General Meeting of the Company held on 6th August 2015, re-appointed Mr. Tarique Ansari as the Chairman & Managing Director of the Company for a further period of 3 years effective from 1st July 2016 till 30th June 2019. The resolution for re-appointment of Mr. Ansari as mentioned in Item No. 2 of this Notice is being recommended for shareholders' approval for complying with the provisions of Section 152 of the Companies Act, 2013 and shall not be construed as a break in his current tenure, which is up to 30th June 2019.

Except Mr. Tarique Ansari, none of the Directors and Key Managerial Personnel (KMP) of the Company and relatives of Directors and KMPs are in any way concerned or interested, financially or otherwise in Item No. 2 of the Notice.

The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are given in Annexure to this notice.

The Board recommends the item No. 2 of the notice for approval of the members.

Item No. 3:

This explanatory statement is provided though strictly not required as per Section 102 of the Act.

M/s. Walker Chandio & Co. LLP, Chartered Accountants were appointed as Statutory Auditors of the Company from the conclusion of 36th AGM till the conclusion of this AGM and hence, would retire at the conclusion of the ensuing AGM.

As per sub-section (2) of Section 139 of the Companies Act, 2013 ('the Act'), a listed company shall not appoint or re-appoint an audit firm as auditor for more than two consecutive terms of five years.

Accordingly, M/s. Walker Chandio & Co. LLP, Chartered Accountants are proposed to be re-appointed as auditors for a further period of 5 years, commencing from the conclusion of 37th AGM till the conclusion of the 42nd AGM.

M/s. Walker Chandio & Co. LLP, Chartered Accountants, have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3) (g) of the Act. They have further confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

None of the Directors and Key Managerial Personnel (KMP) of the Company and relatives of Directors and KMPs are concerned or interested, financially or otherwise in the resolution set out at item No. 3 of the notice.

The Board recommends the resolution set forth in item No. 3 of the notice for approval of the members.

Item No. 4

The Board of Directors has appointed Mr. Sunil Dalal, as an Additional Director (Independent Director) of the Company with effect from August 29, 2017, on the recommendation of the Nomination and

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Remuneration Committee. As per the provisions of Section 161(1) of the Act, he holds office of Additional Director only up to the date of this Annual General Meeting of the Company, and is eligible for appointment as Director. The Company has received a notice under Section 160(1) of the Act proposing his candidature for the office of Director of the Company. Since, Mr. Sunil Dalal is being proposed to be appointed as Independent Director for a term of 5 years, he, if appointed, shall be director, not liable to retire by rotation pursuant to the provisions of Section 149 and 152 of the Act.

Except Mr. Sunil Dalal, none of the Directors and Key Managerial Personnel (KMP) of the Company and relatives of Directors and KMPs are in any way concerned or interested, financially or otherwise in the resolution set out under Item No. 4 of the Notice.

The relevant details of Mr. Sunil Dalal as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are given in Annexure to this notice.

The Board recommends the resolution set forth in item No. 4 of the notice for approval of the members.

Item No. 5

The Board of Directors has appointed Mr. Chetan Desai, as an Additional Director (Non-Executive Non-Independent Director) of the Company with effect from May 8, 2018, on the recommendation of the Nomination and Remuneration Committee. As per the provisions of Section 161(1) of the Act, he holds office of Additional Director only up to the date of this Annual General Meeting of the Company, and is eligible for appointment as Director. The Company has received a notice under Section 160(1) of the Act proposing his candidature for the office of Director of the Company.

Except Mr. Chetan Desai, none of the Directors and Key Managerial Personnel (KMP) of the Company and relatives of Directors and KMPs are in any way concerned or interested, financially or otherwise in the resolution set out under Item No. 5 of the Notice.

The relevant details of Mr. Chetan Desai as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are given in Annexure to this notice.

The Board recommends the resolution set forth in item No. 5 of the notice for approval of the members.

Item no. 6

The Company has a loan outstanding in its books amounting to Rs. 6 Crores, which is repayable to Inquilab Offset Printers Limited.

The Company has an Immovable Property situated at I-17, 18, 19, 10th Floor, Everest Building, 156 D.J Dadajee Road, Tardeo, Mumbai – 400034. The Company has also exclusive rights and all the properties in the movie 'Black Friday'.

In order to settle the loan referred to above, a proposal to transfer the Immovable Property of the Company situated at I-17, 18, 19, 10th Floor, Everest Building, 156 D.J Dadajee Road, Tardeo, Mumbai – 400034 and also exclusive rights and all the properties in the movie 'Black Friday' to Inquilab Offset Printers Limited was considered and approved by the Audit Committee as well as the Board of Directors of the Company at their meetings held on August 8, 2018, subject to approval of Shareholders.

Except Mr. Tarique Ansari (being a director in Inquilab Offset Printers Limited), none of the Directors and Key Managerial Personnel (KMP) of the Company and relatives of Directors and KMPs are in any way concerned or interested, financially or otherwise in Item No. 6 of the Notice.

The Board recommends the resolution set forth in Item No. 6 of the notice for approval of the members.

Next Mediaworks Limited

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ANNEXURE

Details of Directors seeking Appointment/ Re-appointment at the Annual General Meeting

Name of Director	Mr. Tarique Ansari	Mr. Sunil Dalal	Mr. Chetan Desai
Date of Birth (Age)	11 th June 1961 (57 years)	12 th October, 1968 (49 years)	14 th January, 1951 (67 years)
Date of Appointment	1 st July 2004	29 th August , 2017	8 th May, 2018
Qualifications	Bachelor of Business Administration from Notre Dame, USA	Bachelor in Mechanical Engineering & Management of Technology from Vanderbilt University, USA	Chartered Accountant
Nature of Expertise in Specific Functional Area(s)	Mr. Ansari has rich knowledge of the Media Industry specially Radio segment since he is working with the Company from 1983. He has good amount of academic and practical experience.	Serial Entrepreneur having experience in numerous global businesses and wide knowledge in the ventures of industrial software, fintech and edutech space.	Wide knowledge and exposure in the fields of accounting, auditing, Companies Act and related areas, corporate governance, compliances etc.
Relationships with other Directors, if any	NIL	NIL	Nil
Directorships held in other listed companies	NIL	Digital Electronics Limited	1. Mercator Limited 2. Delta Corp Limited <i>(In both the above companies, he is Non-Executive Independent Director)</i>
Memberships / Chairmanships of committees of other listed companies of the board	NIL	NIL	Mercator Limited 1. Member of Audit Committee; 2. Member of Nomination and Remuneration Committee; 3. Member of Risk Management Committee; Delta Corp Limited Member of Audit Committee
Shareholding (No. of shares) in the Company	4,337,298	NIL	NIL

By Order of the Board of Directors
For Next Mediaworks Limited

Sd/-
Gaurav Sharma
Company Secretary

Registered Office:

Office Nos. I-17, I-18 & I-19,
10th Floor, The Tardeo Everest Co-operative Society Limited,
156, D J Dadajee Road,
Tardeo, Mumbai – 400034.

Dated: 8th August, 2018

Next Mediaworks Limited

CIN: L22100MH1981PLC024052

Regd. Off: Office Nos. I-17, I-18 & I-19, 10th Floor, The Tardeo Everest Co-operative Society Limited,
156, D. J. Dadajee Road, Tardeo, Mumbai- 400034. Tel. No.: 022-67527016
Website: www.nextmediaworks.com E-mail ID: cs@nextmediaworks.com

THIRTY SEVENTH ANNUAL GENERAL MEETING

Form No. MGT-11

PROXY FORM

**[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3)
of the Companies (Management and Administration) Rules, 2014]**

Name of the Member (s): _____

Registered Address: _____

E-mail Id: _____

Folio No/Client Id: _____

DP ID: _____

I/We, being the member(s) of _____ shares of the above company, hereby appoint

1. Name: _____ Address: _____

Email Id: _____ Signature: _____

2. Name: _____ Address: _____

Email Id: _____ Signature: _____

3. Name: _____ Address: _____

Email Id: _____ Signature: _____

as my/ our proxy to attend and vote (on poll) for me/ our behalf at the 37th Annual General Meeting of the Company, to be held on Thursday, September 20, 2018, at Hall of Harmony, Nehru Centre Conference, Dr. Annie Besant Road, Worli, Mumbai-400018. at 3.00 p.m. and at any adjournment thereof in respect of such resolution as are indicated below:

Next Mediaworks Limited

Sr, No	Resolution	Optional*	
		For	Against
Ordinary Resolution			
1.	a) Adoption of Standalone Financial Statement of the Company for the year ended March 31, 2018.		
	b) Adoption of Consolidated Financial Statement of the Company for the year ended March 31, 2018.		
2.	To appoint Director in place of Mr. Tarique Ansari (DIN: 00101820), who retires by rotation and being eligible, offers himself for re-appointment.		
3.	Appointment of M/s Walker Chandiook & Co., LLP, Chartered Accountants as Statutory Auditors of the Company for a term of 5 years upto 42 nd AGM of the Company.		
4.	To Appoint Mr. Sunil Dalal as an Independent Director		
5.	To Appoint Mr. Chetan Desai as a Non-Executive Non-Independent Director		
Special Resolution			
6.	To Approve the transfer of assets of the Company		

Signed this _____ day of _____ 2018.

Signature of the Shareholder

Signature of the proxy holder(s)

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company addressed to the Company Secretary, not later than 48 hours before the commencement of the meeting
2. A person can act as a proxy on behalf of the Members upto and not exceeding fifty and holding in the aggregate not more than ten percent of the total paid-up Share Capital of the Company. Further, a member holding ten percent of the total paid-up Share Capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.

*It is optional to put a (tick symbol) in the appropriate column against the Resolution indicated in the box. If you leave the "For or Against" column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

Next Mediaworks Limited

CIN: L22100MH1981PLC024052

Regd. Off: Office Nos. I-17, I-18 & I-19, 10th Floor, The Tardeo Everest Co-operative Society Limited,
156, D. J. Dadajee Road, Tardeo, Mumbai- 400034. Tel. No.: 022-67527016
Website: www.nextmediaworks.com E-mail ID: cs@nextmediaworks.com

**THIRTY SEVENTH ANNUAL GENERAL MEETING
ATTENDANCE SLIP**

Regd. Folio/DP ID & Client ID	
Name and Address of the shareholder	
Joint Holders	
No. of shares held	

I hereby record my presence at the THIRTY SEVENTH ANNUAL GENERAL MEETING of the Company being held at 3.00 P.M. on Thursday, September 20, 2018, at Hall of Harmony, Nehru Centre Conference, Dr. Annie Besant Road, Worli, Mumbai-400018.

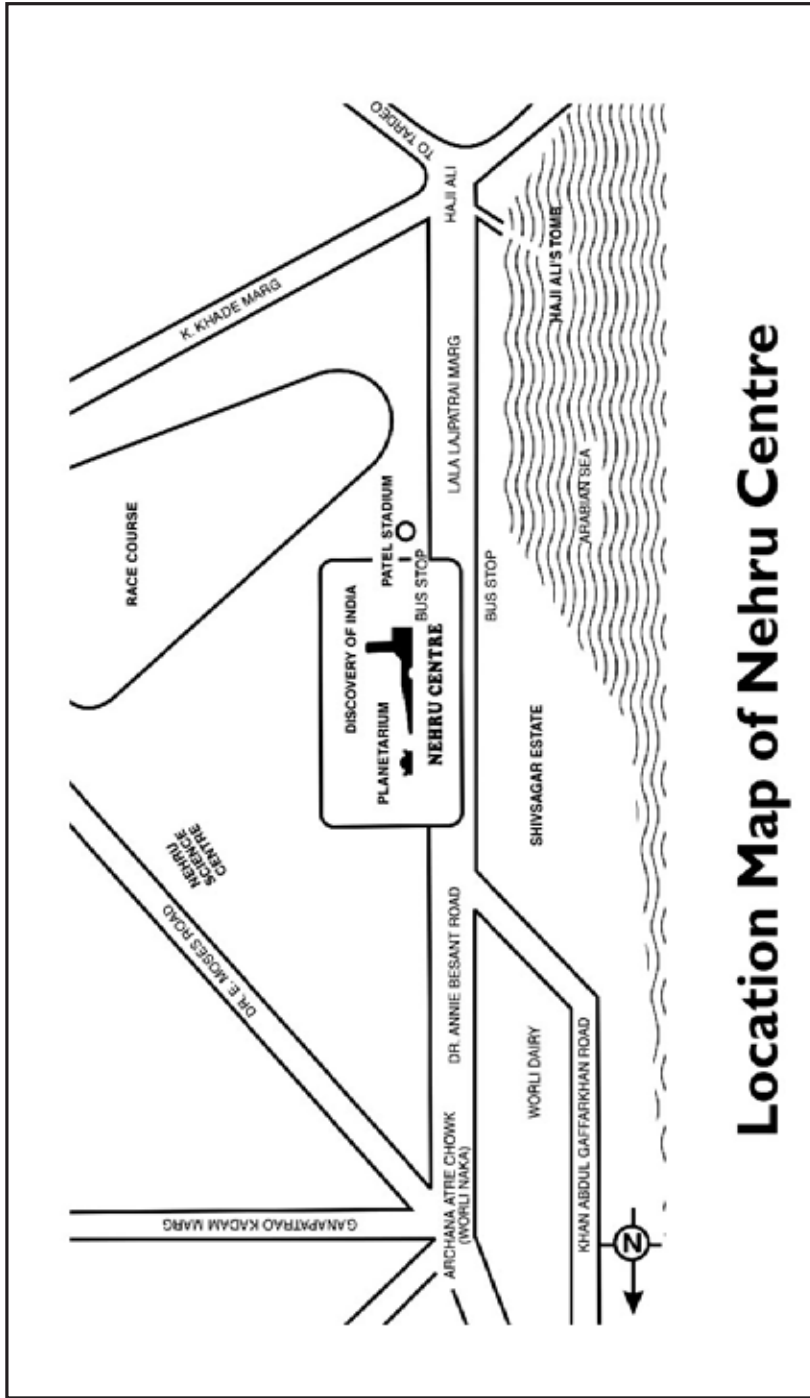
Signature of the Shareholder/Proxy Present

Note:

1. Sign this attendance slip and hand it over at the attendance verification counter at the entrance of meeting hall.
2. Electronic copy of the Annual Report for the year ended 31st March, 2018 and Notice of Annual General Meeting (AGM) along with attendance slip and proxy form is being sent to all members whose e-mail address is registered with the Company/ Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this attendance slip.
3. Physical copy of Annual Report for the year ended 31st March, 2018 and notice of the AGM along with the attendance slip and proxy form is sent in the permitted mode(s) to all members whose e-mail is not registered or have requested for a hard copy.

. E-Voting Information

EVEN (Electronic Voting Event Number)	User ID	Password



Location Map of Nehru Centre