

Date: 20th September, 2018

To,
National Stock Exchange of India Ltd.
Exchange Plaza, C-1, Block G. Bandra Kurla
Complex Bandra, East,
Mumbai- 400051
Symbol: NEXTMEDIA

BSE Limited
25th Floor, P J Towers, Dalal Street
Mumbai - 400001
Security Code: 532416

Dear Sir(s)/Madam,

Subject: Proceedings of 37th Annual General Meeting held on 20th September, 2018

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Please find enclosed herewith a summary of proceedings of 37th Annual General Meeting of the Company held on Thursday, 20th September, 2018 at Hall of Harmony, Nehru centre, Dr. Annie Besant Road, Worli, Mumbai - 400 018.

You are requested to take the same on record

Thanking you,

For Next Mediaworks Limited



Gaurav Sharma
Company Secretary & Compliance Officer
Encl: As above

SUMMARY OF PROCEEDINGS OF 37TH ANNUAL GENERAL MEETING

The 37th Annual General Meeting of the Members of the Company was held on Thursday, the 20th day of September 2018 at 3.00 p.m. at Hall of Harmony, Nehru centre, Dr. Annie Besant Road, Worli, Mumbai - 400 018

The details of members present in the meeting are as follows:

Category	Promoter and Promoter Group	Public	Total
In Person	5	29	34
Through Proxy	0	0	0
Video Conference	No video conference facility was provided by the Company		
Total	5	29	34

Mr. Tarique Ansari, Chairman and Managing Director, chaired the Meeting.

The Chairman called the meeting to order as requisite quorum was present. The Chairman introduced the Directors, the representative of Statutory Auditors and other invitees, who were present at the meeting.

The Chairman also welcomed the members present at the meeting.

The Chairman informed the members the business and financial performance of the Company.

With permission of the members, Notice of the 37th Annual General meeting along with the Explanatory Statement, the Standalone and Consolidated 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 on Standalone Financial Statements (as it did not contain any qualification) were taken as read.

The Chairman informed the members that the Auditors' Report on consolidated Financial Statements contained a qualification on excess remuneration paid by Next Radio Limited (Material Subsidiary of the Company) to its Managing Director for financial years 2012-13 to 2017-18 in excess of the limits specified under the relevant provisions of the Companies Act, 1956 and Companies Act, 2013, as applicable. He read out the qualification made in the Auditors' Report, to the members. The Chairman informed that Next Radio Limited has filed the applications with Central Government for waiver of recovery of excess remuneration paid to its Managing Director from 2012-13 to 2017-18. He further informed that due to recent amendment made by Companies (Amendment) Act, 2017, approval from Central Government would not be required now and that the recovery of excess remuneration can be waived off with the approval of Shareholders.

The Chairman then brought to the notice of members, two qualifications made in Secretarial Audit Report. He read out the qualifications to the members and also, informed them of corrective and remedial measures taken by the Company to that effect.

On the invitation of the Chairman, Members gave their suggestions and sought clarifications on the Company's accounts and business. The Chairman responded to the queries of the Members



and provided clarifications.

The Chairman then informed the members that as per the provisions of the Companies Act, 2013 and relevant Listing Regulations, the Company had provided e-voting facility to the members to enable them to cast their votes electronically in proportion to their shareholding as on the cut-off date i.e. Thursday, 13th September 2018. He further informed that the e-voting period opened at Monday, 17th September 2018 (9:00 am) and ended on Wednesday, 19th September 2018 (5:00 pm).

The Chairman informed that members, who have not cast their vote electronically, may cast their vote at the AGM. The Chairman then ordered a poll. He informed the members that members, who have casted their vote electronically, would not be eligible to vote again.

The Chairman further informed that Ms. Harshika Bhadracha, Practicing Company Secretary was appointed as the Scrutinizer for independently carrying out the voting process in a fair and transparent manner and that she will submit consolidated scrutiniser's report (e-voting and poll) of the total votes cast in favor or against, if any, to the Chairman.

He further informed the members that the results of voting on each Resolution would be determined by adding the votes of poll in favour/against the Resolution with votes cast electronically in favour/against the same Resolution.

Thereafter, the following Resolutions as set out in the Notice convening the 37th Annual General Meeting were read by the Chairman (except Resolution no. 2 in which he was directly interested. Resolution no. 2 was read out by Mr. Adille Sumariwalla):

Sr. No	Particulars	Type of Resolution
ORDINARY BUSINESS		
1	a) Adoption of the Audited Financial Statements of the Company for the Financial Year ended 31 st March 2018 and the Reports of the Board of Directors and the Auditors thereon.	Ordinary Resolution
	b) Adoption of the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31 st March 2018 and the Reports of the Auditors thereon.	
2	Appointment of Director in place of Mr. Tarique Ansari (DIN: 00101820), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary Resolution
3	Appointment of M/s. Walker Chandio & Co., LLP, Chartered Accountants as Statutory Auditors of the Company for a term of 5 years i.e. upto 42 nd AGM of the Company.	Ordinary Resolution
4	Appointment of Mr. Sunil Dalal as an Independent Director for a period of 5 years i.e. from 29 th August, 2017 till 28 th August, 2022.	Ordinary Resolution
5	Appointment of Mr. Chetan Desai as a Non-Executive Non-Independent Director.	Ordinary Resolution
SPECIAL BUSINESS		
6	Approval for the transfer of assets of the Company.	Special Resolution



The Chairman then invited Ms. Harshika Bhadracha, Practicing Company Secretary to conduct the poll process. Ms. Harshika Bhadracha distributed the poll papers to the members.

The members voted on the Resolutions and dropped the poll papers in ballot box. The ballot box was in custody of the Scrutinizer.

The Chairman informed the members that a Report on voting would be submitted by the Scrutinizer latest by tomorrow i.e. Friday, 21st September, 2018 and that the results of voting would be declared immediately on receipt of the Scrutinizer's report. He also informed that the results would be intimated to both the stock exchanges i.e. NSE & BSE and would also be uploaded on the Company's website i.e. www.nextmediaworks.com together with the Scrutinizer's report.

Since all the members present had cast their vote, the Chairman thanked the members present at the meeting and declared the meeting as concluded.

The meeting concluded at 4.15 p.m.

The image shows a handwritten signature in blue ink, which appears to be 'Ran...' or similar, written over a circular purple stamp. The stamp contains the text 'NEXT MEDIAWORKS LIMITED' around the perimeter and 'MUMBAI' in the center, with a small star at the bottom.