

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **Next Mediaworks Limited**
 2. Quarter ending - **31-Mar-2019**

i. Composition Of Board Of Director

T i t l e (M r / M s)	Name of the Director	DI N	P A N	Cate gory (Chai rpers on /Execu tive/No n- Execut ive/ Indepe ndent/ Nomin ee)	S u b C a t e g o r y	Dat e of App oint me nt	Dat e of ces sati on	T e n u r e	No of Dir ect ors hip in list ed enti ties incl uding this list ed enti ty	No of me mb ers hips in Au dit/ Sta keh old er Co mm itte e(s) incl uding this list ed enti ty	No of post of Chai rper son in Audi t/ Stak ehol der Co mmi ttee held in liste d entiti es incl uding this liste d entit y	Me mbe rshi p in Co mmi ttee s of the Co mpa ny	Remarks
Mr	Dilip Cherian	0 0 3 2 2 7 6 3	AA GP C9 788 H	ID		23- Jan- 2015		5 0	3	4	1	AC,SC ,NRC	
Mr	I. Venkat	0 0 8 9 6 7 9	AA EPI 612 5N	ID		23- Jan- 2015		5 0	1	2	1	AC,SC ,RC,N RC	
Ms	Monisha Shah	0	AB	ID		23-		5	1	0	0	RMC	

.		0 5 4 2 2 2 8	SP S38 95 G			Jan- 2015		0					
Mr	Rajbir Singh Bhandal	0 1 9 6 2 9 7 1	AI OP B8 049 E	ID		23- Jan- 2015		5 0	1	2	0	AC,SC ,NRC	
Mr	Sunil Dalal	0 0 0 2 1 0 1 9	AA NP D6 364 P	ID		29- Aug- 2017		1 9	1	1	1	AC	
Mr	Tarique Ansari	0 0 1 0 1 8 2 0	AA BP A9 726 E	C,ED		01- Jul- 2016			1	0	0		
Mr	Adille Sumariwala	0 0 0 4 5 8 5 5	AJ NP S94 36J	ID		23- Jan- 2015		4 6	1	2	0	AC,SC ,NRC	
Mr	Chetan Desai	0 3 5 9 9 5 3 1 9	AA CP D5 693 G	NED		08- May- 2018			3	3	0	AC	

Company Remarks	
Whether Permanent chairperson appointed	Yes

ii. Composition of Committees

a. Audit Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Rajbir Singh Bhandal	ID	Member	31-Jan-2019	
2	Adille Sumariwala	ID	Member	30-Oct-2018	
3	Chetan Desai	NED	Member	08-May-2018	
4	I. Venkat	ID	Member	25-Jan-2018	
5	Dilip Cherian	ID	Member	25-Jan-2018	
6	Sunil Dalal	ID	Chairperson	25-Jan-2018	

Company Remarks	
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Adille Sumariwala	ID	Member	31-Jan-2019	
2	Rajbir Singh Bhandal	ID	Member	31-Jan-2019	
3	Dilip Cherian	ID	Member	25-Jan-2018	
4	I. Venkat	ID	Chairperson	25-Jan-2018	

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Ismail Dabhoya	Member	Member	23-Jan-2015	
2	Monisha Shah	ID	Member	23-Jan-2015	
3	I. Venkat	ID	Chairperson	23-Jan-2015	

Company Remarks	
Whether Permanent chairperson appointed	Yes

d. Nomination and Remuneration Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Adille Sumariwala	ID	Member	30-Oct-2018	
2	I. Venkat	ID	Member	25-Jan-2018	
3	Rajbir Singh Bhandal	ID	Member	25-Jan-2018	
4	Dilip Cherian	ID	Chairperson	25-Jan-2018	

Company Remarks	
Whether Permanent chairperson appointed	Yes

iii. **Meeting of Board of Directors**

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter
01-Nov-2018	04-Feb-2019
20-Dec-2018	

Company Remarks	
Maximum gap between any two consecutive (in number of days)	45

iv. **Meeting of Committees**

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Requirement of Quorum met (details)	Whether requirement of Quorum met (Yes/No)
Audit Committee	01-Nov-2018	04-Feb-2019		Yes
Stakeholders Relationship Committee		04-Feb-2019		Yes

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	94

v. **Related Party Transactions**

Subject	Compliance status (Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Yes	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Not Applicable	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	nThe Company has, at its AGM held on 20th September, 2018, passed a special resolution for approving the transfer of certain assets of the Company to one of its associate company. Although the transaction was not material, the company obtained the approval of shareholders via special resolution. Therefore, we have stated 'Yes'
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VI. **Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- **Yes**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
b. Any comments/observations/advice of Board of Directors may be mentioned here:

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Name : **Gaurav Sharma**
Designation : **Company Secretary & Compliance Officer**

ANNEXURE II

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

I. Disclosure on website in terms of Listing Regulations			
Item	Compliance status	Company Remark	Website
Details of business	Yes		http://www.nextmediawork
Terms and conditions of appointment of	Yes		http://nextmediaworks.co
Composition of various committees of	Yes		http://www.nextmediawork
Code of conduct of board of directors and	Yes		http://www.nextmediawork
Details of establishment of vigil mechanism/	Yes		http://www.nextmediawork
Criteria of making payments to non-	Yes		http://nextmediaworks.co
Policy on dealing with related party	Yes		http://www.nextmediawork
Policy for determining 'material' subsidiaries	Yes		http://www.nextmediawork
Details of familiarization programs imparted	Yes		http://www.nextmediawork
Contact information of the designated officials of the listed	Yes		http://www.nextmediaworks.com/contact-
email address for grievance redressal and	Yes		http://www.nextmediawork
Financial results	Yes		http://www.nextmediawork
Shareholding pattern	Yes		http://www.nextmediawork
Details of agreements entered into with the media companies and/or	Not Applicable		
New name and the old name of the listed	Yes		http://www.nextmediawork
II Annual Affirmations			
Particulars	Regulation Number	Compliance status	Company Remark
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	
<i>Fees/compensation</i>	17(6)	Yes	
<i>Minimum Information</i>	17(7)	Yes	
<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment & Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Not Applicable	
<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) &	Yes	

