



Ref: NMW/CS/03/2020

29th December, 2020

National Stock Exchange of India Limited
Exchange Plaza, C-1
Block G. Bandra Kurla Complex, Bandra East
Mumbai- 400051

BSE Limited
25th Floor, P J Towers
Dalal Street
Mumbai - 400001

Trading Symbol: NEXTMEDIA

Security Code: 532416

Dear Sirs,

Sub: Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") - Proceedings of Annual General Meeting (AGM) of Next Mediaworks Limited

This is to inform you that the 39th AGM of the Company was held on Tuesday, 29th December, 2020 at 11:00 A.M. (IST) via Video Conferencing.

In the above connection, please find enclosed herewith proceedings of the said AGM in compliance with Regulation 30 of SEBI LODR.

This is for your information and records.

Thanking you,

Yours faithfully,

For Next Mediaworks Limited


(Diksha Singh)
Company Secretary



Encl.: As above

NEXT MEDIAWORKS LIMITED

Proceedings of the 39th Annual General Meeting

The 39th Annual General Meeting (AGM) of Members of Next Mediaworks Limited was held on Tuesday, the 29th December, 2020 via Video Conferencing (VC)/ Other Audio Visual Means (OAVM), in accordance with the provisions of Companies Act, 2013 and various circulars issued by the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI).

The meeting commenced at 11:00 AM (IST) and concluded at 11:24 AM (IST) (including the time allowed for e-voting at the meeting). 46 Members attended the AGM through VC.

Directors present through VC:

1. Mr. Praveen Someshwar, *Director, Chairman of Stakeholders' Relationship Committee*
2. Mr. Ajay Relan, *Independent Director, Chairman of Audit Committee and Nomination & Remuneration Committee*
3. Ms. Suchitra Rajendra, *Independent Director*
4. Mr. Sameer Singh, *Independent Director*
5. Mr. Dinesh Mittal, *Director*

In attendance through VC:

1. Ms. Diksha Singh, *Company Secretary*

Invitees through VC:

1. Mr. Ramesh Menon, *Chief Executive Officer*
2. Mr. Anup Sharma, *Chief Financial Officer*
3. Mr. Rajesh Arora, *representatives of B S R and Associates, Chartered Accountants (Statutory Auditor)*
4. Ms. Gopika Shah, *representative of GHV & Co., Practicing Company Secretaries (Secretarial Auditor)*
5. Mr. Sanket Jain, *Practicing Company Secretary, Scrutinizer*

Gist of proceedings:

In accordance with Article 66 of the Articles of Association of the Company and with the consent of Members present, Mr. Praveen Someshwar, Director chaired the meeting.

Mr. Praveen Someshwar welcomed the members participating in the AGM through VC. The requisite quorum being present, he called the meeting to order. He introduced the Directors and Key Managerial Personnel to the members.

Mr. Praveen Someshwar mentioned that all necessary steps have been taken as required by law to enable the Members to participate and vote on the resolutions set out in the notice convening the AGM, by remote e-voting facility and e-voting at the AGM.

Ms. Diksha Singh, Company Secretary apprised the Members that in accordance with the provisions of Companies Act, 2013 & Rules made thereunder, the Company has extended to its members the facility to exercise their right to vote on all the agenda items through remote e-voting facility and e-voting at the AGM. Only those Members who have not cast their vote through remote e-voting can vote at the AGM. Mr. Sanket Jain, Practicing Company Secretary has been appointed as Scrutinizer to scrutinize the e-voting process. She also mentioned that the Register of Directors & Key Managerial Personnel and Register of Contracts or Arrangements are available for inspection by members.



Since the Annual Report containing the revised Board's report, revised financial statements and other reports, alongwith notice of this meeting were already circulated to the members at their registered email address, the same were taken as read.

Members were apprised by the Company Secretary that the reports of Statutory Auditor on revised Standalone and Consolidated Annual Financial Statements for the financial year ended on 31st March, 2020, contains adverse opinion on Internal financial controls and the explanation to said adverse opinion has been provided in the Board's Report.

Further, it was apprised that the Secretarial Auditor's Report contains 2 observations and explanation to said observations have been provided in Board's Report.

The adverse opinion on internal financial controls and observations contained in the Secretarial Audit Report were read at the meeting by the Company Secretary.

Items of business:

Following items of business set out in the notice convening this AGM were transacted at the meeting as Ordinary Resolutions. Since, Mr. Praveen Someshwar was interested in Item no. 2 of the agenda, with the permission of members present, Mr. Dinesh Mittal, Director chaired the meeting for said item:

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a) revised audited standalone financial statements of the Company for the financial year ended 31st March, 2020 and the report of Auditors thereon and the revised report of the Board of Directors; and
 - b) revised audited consolidated financial statements of the Company for the financial year ended 31st March, 2020 and the report of the Auditors thereon.
2. To appoint Mr. Praveen Someshwar (DIN: 01802656) as Director, who retires by rotation, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. To appoint Mr. Sameer Singh (DIN: 08138465) as an Independent Director.

Thereafter, Chairman informed the members that e-voting at the meeting will be activated shortly, and the same will be available for next 15 minutes. The results of voting shall be declared within the prescribed time-limit, and will be uploaded on the Company's website and shall be intimated to the Stock Exchanges. He thanked members for participating in the meeting.

The meeting concluded with a vote of thanks to the chair.

Place: New Delhi
Date: 29th December, 2020

For Next Mediaworks Limited


(Diksha Singh)
Company Secretary

Note: The above document does not constitute minutes of the proceedings of the Annual General Meeting.