



TRANSCRIPT OF THE 43RD ANNUAL GENERAL MEETING OF NEXT MEDIAWORKS LIMITED HELD ON 24TH SEPTEMBER, 2024 AT 11.00 A.M (IST) THROUGH VIDEO CONFERENCING/ OTHER AUDIO-VISUAL MEANS

Moderator:

Over to you Sonali

Sonali Manchanda

Good Morning Everyone!

Dear Members,

It is my pleasure to welcome you to the 43rd Annual General Meeting of your Company. This meeting is being convened via Video-Conferencing, as permitted by the Ministry of Corporate Affairs and SEBI. Members may please note that this meeting is being recorded.

In accordance with the provisions of the Companies Act, 2013 and rules made thereunder, the Company has extended to its Members the facility to exercise their right to vote on all the items of agenda of this meeting through remote E-voting facility and E-voting at the AGM. The Company has engaged the services of National Securities Depository Limited to provide the E-voting facility. As you all know, remote E-voting facility commenced at 9:00 A.M. on 20th September, 2024, and concluded at 5:00 P.M. on 23rd September, 2024.

Members who could not cast their votes via remote E-voting are requested to do so during the meeting or within 15 minutes after the conclusion of meeting.

Mr. Sanket Jain, Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the voting process.

The Register of Directors and Key Managerial Personnel and their shareholding and the Register of Contracts and Arrangements, are available for inspection by the Members.

Members who have registered themselves as “Speaker”, may raise their questions/ give suggestions etc., once the floor is open for questions and answers. For smooth and seamless conduct of the meeting. All the Members have been kept on mute to avoid background noise or disturbance.

Since the requisite quorum is present, I now request Mr. Praveen Someshwar to chair the meeting and address the Members.

Over to you, Chairman.

Moderator

Praveen sir, sorry about that you are unmute.

Praveen Someshwar

Thank you, Swapnil!

Thank you, Sonali!

Good Morning Ladies and Gentlemen!

On behalf of Next Mediaworks Limited, I extend a warm welcome to all the Members who have joined this AGM.

The Company has taken necessary steps that are required to be taken as per the provisions of law, to enable Members to participate in this meeting via video-conferencing and vote on the resolutions set forth in the notice convening this AGM.

As the requisite quorum is present, I call this meeting to order.

Let me introduce, the Directors and Other Members who are present in this meeting -

1. Mr. Sameer Singh, *Independent Director and Chairman of the Audit Committee*
2. Ms. Suchitra Rajendra, *Independent Director and Chair of Nomination and Remuneration Committee*
3. Mr. Lloyd Mathias, *Independent Director*
4. Mr. Sandeep Rao, *Director*
5. Mr. Piyush Gupta, *Group CFO*
6. Mr. Ramesh Menon, *CEO*
7. Mr. Amit Madaan, *CFO*
8. Ms. Sonali Manchanda, *Company Secretary*

Mr. Samudra Bhattacharya, *Director* could not attend the meeting.

Representatives of B S R and Associates, Statutory Auditors; and Secretarial Auditor, have also joined this meeting.

Thank You

Now, Sonali will take us through all the agenda items.

Sonali Manchanda

Thank you, Sir!

The Annual Report for the Financial year 2023-24 containing the Boards' report, Auditor's report, Financial statements and other reports, along with Notice of this Meeting have already been circulated to the Members at their registered email addresses in accordance with the applicable SEBI circular(s).

With your permission, I take them as read.

Since, the Statutory Auditor's Report and Secretarial Auditor's Report do not contain any qualification or observation or adverse remark or disclaimer, the same are not required to be read at this meeting.

In terms of the Notice convening this AGM, there are 4 agenda items proposed as Ordinary Resolution(s).

The items of agenda of this AGM are as follows –

ORDINARY BUSINESS

ITEM NO. 1

To receive, consider and adopt:

- a) the Audited Standalone Financial Statements of the Company for the financial year ended on 31st March, 2024 together with the Report of the Board of Directors and Auditors thereon; and
- b) the Audited Consolidated Financial Statements of the Company for the financial year ended on 31st March, 2024 together with the Report of the Auditors thereon.

ITEM NO. 2

To re-appoint Mr. Sandeep Rao as a Director, who retires by rotation and, being eligible, offers himself for re-appointment.

ITEM NO. 3

To appoint S.R. Batliboi & Associates LLP, Chartered Accountants, as Statutory Auditors of the Company and to fix their remuneration

SPECIAL BUSINESS:

ITEM NO. 4

To approve material Related Party Transaction(s) between Next Radio Limited and HT Media Limited for Financial Year 2024-25, 2025-26, 2026-27 and 2027-28.

With the permission of Chair, may I now request the Moderator to initiate the Q&A session. Moderator may please enable pre-registered members to speak.

Members are requested to be precise while sharing their views or queries.

Over to you Moderator!

Moderator

Thank you. We will now begin with the question-and-answer session. We will wait until the question queue assembles. We had the first speaker shareholder who had registered himself Mr. Anil Mehta. However, he has not joined the meeting and Chairman sir I will now I hand it over back to Sonali for further proceedings

Over to you Sonali!

Sonali Manchanda

Thank you, Moderator.

In case any Member has any query, you may write to us and we will get back as soon as possible.

Now I request the Chairman to proceed with the meeting.

Over to you Sir!

Praveen Someshwar

Thankyou Sonali!

The result of voting on all the items of the agenda of this meeting shall be declared within the prescribed time-limit and will also be uploaded on the Company's website after intimation to the Stock Exchanges.

The business set out in the Notice of this Meeting has been concluded and a time period of further 15 minutes is available with the Members for voting, after which the Meeting will stand closed.

I thank all Members for their participation.

Sonali, over to you.

Sonali Manchanda

Thank you, Sir

On behalf of the Members present, I thank the Chair.

Members are now requested to proceed with e-voting which will be available for next 15 minutes.

Thank you & Stay Safe!

E-VOTING WINDOW ACTIVATED FOR 15 MINUTES

Notes:

- 1. This transcript of AGM has been edited to improve readability*