

February 21, 2017

The National Stock Exchange of India Ltd,
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra-Kurla Complex,
Bandra (East),
Mumbai- 400051

The Bombay Stock Exchange Ltd,
1st Floor, New Trading Ring
Rotunda Building,
Phiroze Jeejeebhoy Towers,
Dalal street,
Mumbai- 400001

NSE CODE: NEXTMEDIA

BSE CODE: 532416

SUB: INTIMATION ABOUT DISPATCH OF EGM NOTICE

Dear Sir,

This is to inform you that pursuant to Section 101 of the Companies Act, 2013 ("Act") and other applicable provisions of the Act, the Company has completed the dispatch of EGM Notice as detailed below:

Physical dispatch of EGM notice	20 th February 2017
Electronic dispatch of EGM notice	21 st February 2017

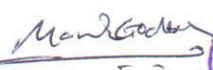
The above notice is dispatched along with Attendance Slip and Proxy Form to all the members whose name appears on the registered of members/ List of Beneficial owners as on 10th February 2017. The EGM notice along with Attendance Slip and Proxy Form is updated on Website of Company www.nextmediaworks.com

In compliance with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the EGM Notice, Attendance Slip and Proxy Form is enclosed herewith.

You are requested to take a note of the same.

Thanking you,

Your's faithfully,
For Next Mediaworks Limited


Mandar Godbole
Company Secretary





**EGM
NOTICE 2017**



NEXT MEDIAWORKS LIMITED

Registered Office: Office Nos. I-17, I-18 & I-19, 10th Floor, The Tardeo Everest Premises Co-Operative Society Limited, 156, D. J. Dadajee Road, Tardeo, Mumbai – 400 034.

Tel No:022-67527038 Fax:022-67015701

CIN:L22100MH1981PLC024052

Website: www.nextmediaworks.com E-mail id: cs@nextmediaworks.com

NOTICE

NOTICE is hereby given that an Extraordinary General Meeting of **NEXT MEDIAWORKS LIMITED** will be held on Friday, 17th March, 2017 at 3 P.M. at Nehru Centre Conference Hall, Hall Of Culture, Dr. Annie Besant Road, Worli, Mumbai – 400 018 to transact the following business as a special business :

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

“RESOLVED THAT pursuant to the provisions of Sections 42, 62 and all other applicable provisions, if any, of the Companies Act 2013 (including any statutory modifications or re-enactment thereof, for the time being in force), read with the Companies (Share Capital and Debentures) Rules, 2014, the Memorandum and Articles of Association of the Company, Listing Agreements entered into by the Company with the Stock Exchanges where the shares of the Company are listed, Chapter VII of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended (“SEBI ICDR Regulations”) and any other Rules/ Regulations / Guidelines, if any, prescribed by the Securities and Exchange Board of India, and the Reserve Bank of India, etc., and such approvals, permissions, sanctions and consents as may be necessary from the regulatory and other appropriate authorities (including but not limited to the SEBI, Reserve Bank of India, the Government of India, etc.), which may be agreed to by the Board of Directors (hereinafter referred to as the “Board”, which term shall include any Committee of Directors), the consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot up to 1,557,632 (Fifteen Lacs Fifty Seven Thousand Six Hundred and Thirty Two) equity shares (hereinafter referred as the “Equity Shares”) of face value of Rs. 10/- (Rupees Ten only) each to Ferari Investments and Trading Company Private Limited (Promoter Group entity) at a price of Rs. 22.47 (Rupees Twenty Two and Paise Forty Seven Only) each [incl. premium of Rs. 12.47 (Rupees Twelve and Paise Forty Seven Only)] aggregating to Rs. 34,999,991.04 (Rupees Three Crores Forty Nine Lacs Ninety Nine Thousand Nine Hundred and Ninety One and Paise Four Only);



RESOLVED FURTHER THAT in accordance with the provisions of SEBI ICDR Regulations the "Relevant Date" for the purpose of determining the pricing of the Equity Shares to be issued shall be 15th February 2017 being the date thirty (30) days prior to the date of this Extraordinary General Meeting;

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted shall be in dematerialisation form and shall rank *pari passu* with the then existing equity shares of the Company in all respects including dividend;

RESOLVED FURTHER THAT the Equity Shares to be issued shall be subject to lock-in as per the SEBI ICDR Regulations;

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized to agree, make and accept all such term(s), condition(s) and alteration(s) as it may deem fit, including condition(s), modification(s) and alteration(s) stipulated or required by any relevant authorities or by their bye-laws, rules regulations or guideline and the Board is also hereby authorised to resolve and settle all questions, difficulties or doubts that may arise in regard to such offer, issue and allotment, to finalise and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board in its absolute discretion may deem fit without being required to seek any further consent or approval of the Company or otherwise to the end and intent that they shall be deemed to have given approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred on it by this resolution, to any Committee of Directors or any other Director(s) or Officer(s) of the Company to give effect to the aforesaid resolution."

**By Order of the Board of Directors
For Next Mediaworks Limited**

**Sd/-
Mandar Godbole
Company Secretary**

Registered Office:

**Office Nos. I-17, I-18 & I-19, 10th Floor,
The Tardeo Everest Premises Co-Operative Society Limited,
156, D. J. Dadajee Road, Tardeo,
Mumbai – 400 034.**

Date: 15th February 2017



Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY / PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF. SUCH A PROXY / PROXIES NEED NOT BE A MEMBER(S) OF THE COMPANY.
2. THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE EXTRA ORDINARY GENERAL MEETING ("EGM") i.e. BY 3 P.M. ON WEDNESDAY, 15TH MARCH 2017.
3. Proxies to be effective should be deposited at the Registered Office of the Company not less than forty eight (48) hours before the commencement of the EGM.
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the EGM, is annexed hereto.
5. Members who hold shares in the dematerialized form are requested to write their DP ID and Client ID and those holding shares in physical form are requested to write their folio number in the attendance slip and hand it over at the entrance of the meeting hall.

6. 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 amended) 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 EGM 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 EGM ("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 EGM 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 EGM may also attend the EGM but shall not be entitled to cast their vote again.



IV. **The remote e-voting period commences on Tuesday, 14th March 2017 (9:00 am) and ends on Thursday, 16th March 2017 (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. Friday, 10th March 2017, 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 areas under:

A. **In case a Member receives an email from NSDL** [for members whose email IDs are registered with the Company / Depository Participants(s)]:

- (i) Open email and open PDF file viz; "NMW remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/ PIN for remote e-voting. Please note that the password is an initial password.

NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file "NMW remote e-voting.pdf".

- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>

- (iii) Click on Shareholder – Login.

- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.

- (v) Password change menu appears. Change the password / PIN with new password of your choice with minimum 8 digits / characters or combination thereof.

Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

- (vii) Select "REVEN" of Next Mediaworks Limited.



- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to cs@nextmediaworks.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of EGM [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy]:

- (i) Initial password is provided as below /at the bottom of the Attendance Slip for the EGM:

REVEN (Remote e-voting Event Number	USER ID	PASSWORD/PIN

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

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 then 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 (DP ID + Client ID).

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 10th March 2017.
- X. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the Notice of EGM and holding shares as of the cut-off date i.e. Friday, 10th March 2017, 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 then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password?" or "Physical User Reset 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 cutoff date only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM through ballot paper.
- XII. The Board has, at its meeting held on 15th February 2017, appointed Mr. Ajit Sathe, Practicing Company Secretary (Membership No. F2899) of M/s A. Y. Sathe & 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 EGM, at the end of discussion on the resolution 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 EGM but have not cast their votes by availing the remote e-voting facility.



- XIV. The Scrutinizer shall after the conclusion of voting at the EGM, will 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 EGM, 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 counter sign the same and declare the result of the voting forth with.
- XV. The Results declared along with 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.
7. All documents referred to in the accompanying Notice and the Explanatory Statement 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.
8. This Notice has been updated with the instructions for voting through electronic means as per the latest amended rules.



ANNEXURE TO THE NOTICE
EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT,
2013.

The Company is the holding company of Next Radio Limited ("NRL") and does not, by itself, have any sources of revenue. Accordingly, to fund its salaries, administrative and statutory payments over the last few years, the Company has been availing unsecured loan from NRL. As of December 31, 2016, the amount of loan that the Company owes to NRL stands at Rs. 14.62 Crores (including interest).

NRL is engaged in the business of private FM broadcasting and has established "Radio One" as FM Radio channel, with operations in seven (7) cities across India at (i) Delhi, (ii) Mumbai, (iii) Chennai, (iv) Kolkata, (v) Bangalore, (vi) Pune, and (vii) Ahmedabad. During the Financial Year 2015-16, NRL migrated its existing licenses in all the seven (7) cities from Phase-II to Phase-III. The said licenses, allotted to NRL by the Ministry of Information & Broadcasting ("MIB"), are valid for a period of fifteen (15) years. In order to migrate into Phase-III, NRL paid One Time Migration Fees to MIB. The migration fees was funded by way of term loan facility availed by NRL from RBL Bank Limited and also through private placement of equity shares.

While NRL successfully migrated under Phase-III, on the other hand, completion of two stages of the Phase-III auctions has resulted in increased competition. Further, MIB has significantly increased the annual license fees and the annual fees payable to Prasar Bharati for using the common infrastructure facilities by private FM broadcasters under Phase-III. NRL has filed writ petitions in the Delhi High Court challenging the said increases and the matters are sub-judice. In addition to this, the demonetization of Rs. 500 and 1000 currency notes impacted many sectors, including the FMCG and real estate sector, which form a major part of the Company's clientele. The move on demonetization severely affected these sectors which witnessed a serious dip in their businesses which led to such sectors pulling back their advertising spends. As a result, various clients of NRL have been making payments beyond the credit period granted to them which has in turn impacted NRL's cash flows. All these factors have put enormous burden on the cash liquidity of NRL.

In this competitive environment, it is imperative to ensure long term stability in the operations of NRL and to this end it is necessary that NRL has adequate funds to meet its working capital requirements. The Board of Directors (the "Board") was of the view that at a time when NRL is looking to focus on marketing, brand building and revenue maximization, part re-payment of the existing borrowings by the Company will help NRL meet its working capital requirements as well as service its debt.



The Board, after considering various funding options, considered it expedient to issue equity shares on a preferential basis to Ferari Investments and Trading Company Private Limited (Promoter Group entity) to ensure full subscription, minimize the cost of issue and raise the required funds in the shortest time.

Accordingly, the Board, at its meeting held on 15th February 2017, accorded its approval to create, issue, offer and allot 1,557,632 equity shares of face value of Rs. 10/- each at a price of Rs. 22.47 per share (including premium of Rs. 12.47 per equity share) aggregating to Rs. 34,999,991.04 (Rupees Three Crores Forty Nine Lacs Ninety Nine Thousand Nine Hundred and Ninety One and Paise Four Only). The issue proceeds will be used to partly re-pay the existing loan availed by the Company from NRL to enable NRL to fund its working capital requirements to ensure long term stability in its operations.

Pursuant to provisions of Section 62(1)(c) of Companies Act, 2013, any preferential allotment of securities needs to be approved by the shareholders by way of Special Resolution. The proposed issue of shares is in accordance with the provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulations") and other applicable regulations, if any.

In terms of the provisions of the Companies Act, 2013 read with Rule 13 (2) of the Companies (Share Capital and Debentures) Rules, 2014 and the SEBI ICDR Regulations, the relevant disclosures are given below:

The object of the issue through preferential offer:

The proceeds will be utilized for part repayment of the loan availed by the company from Next Radio Limited.

Issue Size, number of Equity Shares to be issued:

Issuance of 1,557,632 equity shares of face value of Rs. 10/- each fully paid up at a price of Rs. 22.47 per share (including premium of Rs. 12.47 per equity share) aggregating to Rs. 34,999,991.04 to Ferari Investments and Trading Company Private Limited.

The Proposal of the Promoters / PAC / Directors / Key Management Persons to subscribe to the offer:

Ferari Investments and Trading Company Private Limited, who will be subscribing to 1,557,632 equity shares, belongs to the Promoter Group.



Relevant Date:

The relevant date for the preferential issue, as per the SEBI (ICDR Regulations), as amended from time to time, for the determination of price for the issue of the above mentioned Equity Shares shall be 15th February 2017 being the date 30 days prior to the date of Extraordinary General Meeting (i.e. 17th March 2017).

Pricing of Preferential Issue:

As per the provisions of Chapter VII of the SEBI ICDR Regulations, the term 'Stock Exchange' for the purpose of calculation of issue price, means any of the recognized stock exchanges at which the shares of the Company are listed and in which the highest trading volume in respect of shares of the Company has been recorded during the preceding twenty six weeks prior to the relevant date.

Equity Shares of the Company are listed on the BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE'). The twenty six weeks' turnover prior to Relevant Date, i.e. 15th February 2017 is as follows:

Name of Stock Exchange	No. of shares traded
BSE	2,206,091
NSE	10,897,659

Since the trading volume is high on the NSE, the Equity Shares will be issued at a price not less than higher of the following in terms of SEBI ICDR Regulations:

Sr. No.	Basis	Price (Rs.)
1.	The average of the weekly high and low of the volume weighted average price (VWAP) of the equity shares quoted on the stock exchange (NSE) during the 26 weeks preceding the relevant date;	18.44
	OR	
2.	The average of the weekly high and low of the volume weighted average price (VWAP) of the equity shares quoted on the stock exchange (NSE) during the 2 weeks preceding the relevant date.	22.47



Terms of Issue of Equity Shares:

- (i) The consideration price for the Equity Shares shall be received from the allottee's bank account.
- (ii) As required under Section 42(6) of the Companies Act, 2013, the money received on application shall be kept in a separate bank account and will be utilized only for adjustment against allotment of securities.
- (iii) Upon receipt of the requisite payment as above, the Board (or a Committee thereof) shall allot 1,557,632 equity shares of face value of Rs. 10/- each fully paid up amounting to Rs. 34,999,991.04 (Rupees Three Crores Forty Nine Lacs Ninety Nine Thousand Nine Hundred and Ninety One and Paise Four Only) to Ferari Investments and Trading Company Private Limited.
- (iv) The entire pre-preferential allotment shareholding of the allottee, if any, shall be locked in from the relevant date up to a period of six months from the date of trading approval to be received from the Stock Exchanges.
- (v) The Equity Shares to be issued and allotted shall be listed and traded on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE).

Shareholding pattern before and after the preferential issue:

Sr. No.	Category of Shareholder	Pre-Issue		Post-Issue	
		No. of shares held	% of share holding	No. of shares held	% of share holding
A	Promoters' shareholding:				
1	Indian:				
	(i) Individual	21,965,024	33.62	21,965,024	32.84
	(ii) Bodies Corporate	17,873,828	27.36	19,431,460	29.05
	Sub-total A(1)	39,838,852	60.98	41,396,484	61.89
2	Foreign:	-	-	-	-
	Sub-total A(2)	39,838,852	60.98	41,396,484	61.89
	Total[A(1) + A(2)]				
B	Public shareholding:				
1	Institutions:				
	(i) Mutual Funds	-	-	-	-



Sr. No.	Category of Shareholder	Pre-Issue	Post-Issue		
		No. of shares held	% of share holding	No. of shares held	% of share holding
	(ii) Venture Capital Funds	-	-	-	-
	(iii) Foreign Portfolio Investor	1,822,664	2.79	1,822,664	2.72
	(iv) Financial Institutions/Banks	-	-	-	-
	(v) Insurance Companies	-	-	-	-
	Sub-total B(1)	1,822,664	2.79	1,822,664	2.72
2	Central Government(s)/State Government(s)	-	-	-	-
	Sub-total B(2)	-	-	-	-
3	Non-Institutions:				
	Individuals	15,660,161	23.97	15,660,161	23.41
	Trusts	1,000	0.00	1,000	0.00
	Hindu Undivided Family	622,740	0.95	622,740	0.93
	Non-Resident Indians (Repat & Non-Repat)	571,958	0.87	571,958	0.86
	Clearing Members	332,729	0.51	332,729	0.50
	Bodies Corporate	6,485,172	9.93	6,485,172	9.69
	Sub-total B(3)	23,673,760	36.23	23,673,760	35.39
	Total[B(1) + B(2) + B(3)]	25,496,424	39.02	25,496,424	38.11
	Grand Total [(A) + (B)]	65,335,276	100.00	66,892,908	100.00

Note:- The above shareholding pattern has been prepared on the basis of the latest shareholding pattern filed by the Company for the quarter ended 31st December 2016 with the stock exchanges.

Proposed time limit within which the allotment shall be complete:

As required under the SEBI (ICDR Regulations), the allotment of Equity Shares pursuant to the special resolution shall be completed within a period of fifteen days from the date of passing of the special resolution approving allotment. Provided that where the allotment is pending on account of any such approval of allotment by any regulatory authority including stock exchanges or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.



Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/ or who ultimately control the proposed allottee, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:

Name of the Proposed Allottee	:	Ferari Investments and Trading Company Private Limited.
Category	:	Promoter Group.
Ultimate Beneficial Owners	:	The allottee is 100% owned by the following Promoter and Promoter Group entities viz. (a) Mr. Tarique Ansari, (b) Mr. Khalid A. H. Ansari, (c) Ms. Rukya Ansari, (d) Mr. Sharique Ansari, (e) Ms. Tehzeeb Ansari and (f) Meridian Holding and Leasing Company Private Limited.
Pre-Issue shareholding	:	9,659,226 equity shares
% of Holding	:	14.78%
Number of Equity Shares to be issued	:	15,576,32
Post Issue capital	:	66,892,908
% of Holding	:	16.77

Undertaking by the Company to re-compute the price of the specified securities in terms of the provisions of these regulations, if required to do so:

This is not applicable in the present case.

Lock in:

The Equity Shares allotted shall be locked in for such period as has been specified under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.

Change in the Control or Composition of the Board:

There will not be any change in the composition of the Board. Further, the existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential



allotment. However, there will be corresponding changes in the shareholding of the Promoter Group consequent to preferential allotment.

Number of persons to whom allotments on preferential basis have already been made during the year, in terms of number of securities as well as price: NIL.

Auditors' Certificate:

M/s. Haribhakti & Co., LLP, Chartered Accountants, the Statutory Auditors of the Company have certified that issue of the said equity shares is being made in accordance with the SEBI ICDR Regulations. A copy of the said certificate is open for inspection at the Registered Office of the Company between 2.00 p.m. and 5.00 p.m. on all working days (except Saturdays, Sundays and Holidays) up to the date of announcement of the result of the Extra Ordinary General Meeting.

Mr. Tarique Ansari – Chairman & Managing Director is deemed to be concerned or interested in the above said resolution since he is a Director and shareholder in Ferari Investments and Trading Company Private Limited.

None of the other Directors of the Company, nor the Key Managerial Personnel of the Company nor their respective relatives are in any way concerned or interested, financially or otherwise in this Resolution.

The Board commends passing of the above resolution as a Special Resolution.

**By Order of the Board of Directors
For Next Mediaworks Limited**

**Sd/-
Mandar Godbole
Company Secretary**

Date: 15th February 2017



NEXT MEDIAWORKS LIMITED

Registered Office Nos. I-17, I-18 and I-19, 10th Floor, The Tardeo Everest Premises
Co-operative Society Limited, 156, D J Dadajee Road, Tardeo, Mumbai - 400034
Tel. No. : +91 22 67527016



NEXT MEDIAWORKS LIMITED

Regd. Off: Office Nos. I-17, I-18 and I-19, 10th Floor, Everest Building, The Tardeo Everest Premises Co-operative Society Limited, 156, D J Dadajee Road, Tardeo, Mumbai – 400 034

Tel. No.: 022-67527038, Fax: 022-67015701

CIN: L22100MH1981PLC024052

Website: www.nextmediaworks.com E-mail ID: cs@nextmediaworks.com

EXTRA ORDINARY 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 EXTRA ORDINARY GENERAL MEETING of the Company being held at 3.00 P.M. on **Friday, March 17, 2017**, at **NEHRU CENTRE CONFERENCE HALL**, HALL OF CULTURE (Nehru Centre Registered under the Societies Registration – Act. 1860.) Dr. Annie Besant Road, Worli, Mumbai – 400 018.

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Signature of the Shareholder/Proxy Present

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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 Notice and Explanatory Statement for the Extra Ordinary General Meeting (EGM) held on March 17, 2017 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 EGM can print copy of this attendance slip.
3. Physical copy of the Notice and Explanatory Statement for the Extra Ordinary General Meeting (EGM) held on March 17, 2017 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.

ELECTRONIC VOTING PARTICULARS

Electronic Voting Event Number (EVEN)	User ID	Password



NEXT MEDIAWORKS LIMITED

Regd. Off: Unit I-17, 18 and 19, 10th Floor, Everest Building, TheTardeo Everest
Premises Co-operative Society Limited, 156, D J Dadajee Road,
Tardeo, Mumbai – 400 034”
CIN: L22100MH1981PLC024052
Website: www.nextmediaworks.com E-mail ID: cs@nextmediaworks.com

EXTRA ORDINARY 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 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: _____

E-mail Id: _____ Signature: _____

2. Name: _____ Address: _____

E-mail Id: _____ Signature: _____

3. Name: _____ Address: _____

E-mail Id: _____ Signature: _____

as my/ our proxy to attend and vote (on poll) for me/ our behalf at the EGM of the Company,
to be held on Friday, 17th March, 2017 at 3.00 p.m.at Nehru Centre Conference Hall, Hall Of
Culture, Dr. Annie Besant Road, Worli, Mumbai – 400 018 and at any adjournment thereof
in respect of such resolution as are indicated below:

Sr. No.	Resolution	Optional*	
	Special Business	For	Against
1.	To approve issue of equity shares on preferential basis to Ferari Investments and Trading Company Private Limited for an amount not exceeding Rs. 3.5 Crores.		

Signed this _____ day of _____, 2017

Signature of Shareholder

Signature of 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.