

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street
MUMBAI – 400 001

National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G,
Bandra-Kurla Complex, Bandra (E)
MUMBAI – 400 051

Scrip Code: 532416

Trading Symbol: NEXTMEDIA

Subject: Annual Secretarial Compliance Report in compliance of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”)

Dear Sir(s),

In terms of Regulation 24A of SEBI LODR read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February 2019, please find enclosed Annual Secretarial Compliance Report of Next Mediaworks Limited for the financial year ended on 31st March, 2022 issued by RMG & Associates, Practicing Company Secretaries.

We request you to take the above information on record.

Thanking you,

Yours truly,

For Next Mediaworks Limited



Harshit Gupta
(Company Secretary)



Encl.: As above

RMG & ASSOCIATES

Company Secretaries

SECRETARIAL COMPLIANCE REPORT

FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2022

[Certificate pursuant to Regulation 24A of the Securities Exchange and Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To
The Members
Next Mediaworks Limited
CIN: L22100MH1981PLC024052
Unit 701 A, 7th Floor, Tower 2, Indiabulls Finance Centre
Senapati Bapat Marg, Elphinstone Road
Mumbai - 400013

We, M/s. RMG & Associates, Company Secretaries, have examined:

- all the documents and records made available to us and explanation provided by **Next Mediaworks Limited** ("the listed entity"),
- the filings/submissions made by the listed entity to the stock exchanges viz. BSE & NSE,
- website of the listed entity viz. www.nextmediaworks.com,
- any other document/filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **March 31, 2022** ("Review Period") in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include: -

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR");
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **[Not applicable as the Company has not issued any further share capital during the Review Period];**

Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

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Phone: 9212221110, 011-4504 2509; www.rmgcs.com, E-Mail: info@rmgcs.com



- d) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 **[Not applicable as the Company has not bought back/proposed to buy-back any of its securities during the Review Period];**
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (upto 12th August, 2021) & The Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 (with effect from 13th August, 2021); **[Not applicable as the Company has not offered any shares or granted any options pursuant to any employee benefit scheme during the Review Period]**
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 (upto 15th August, 2021); and Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (with effect from 16th August, 2021) **[Not applicable as the Company has not issued any non-convertible and redeemable preference shares during the period under review];**
- g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- h) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars / guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below:

Sr. No	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Deviations	Observations /Remarks of the Practicing Company Secretary
1.	Regulation 40 (9) & (10) of SEBI (LODR), 2015	The Company has filed the certificate for the half year ended 31 st March, 2021 with the Stock Exchanges, however the same was not filed simultaneously as	The Company has complied the same for the year ended 31 st March, 2022.



		required under Regulation 40(10) of SEBI LODR.	
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- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder in so far as it appears from our examination of those records.
- c) The following are the details of actions taken against the listed entity/its promoters/directors/material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/Regulations and circulars/guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any
	None	None	None	None

- d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the Secretarial Compliance report for the Year ended March 31, 2021	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	<u>Regulation 30 read with Para A of Part A of Schedule III of SEBI LODR</u> In relation to the Board meeting held on January 15, 2021 for approval of Un-audited financial results for the quarter ended on December 31, 2020, there was a minor delay of 5	As informed in the previous report, the Listed Entity had commenced uploading the outcome of the Board meeting within 30 minutes from the conclusion of the Meeting. Outcome was submitted with NSE within 30 minutes from the conclusion of the Meeting. However, due to	The listed entity has taken note of the same and assured to adhere the timeline in near future.	Action is self-explanatory, no further comment is required.



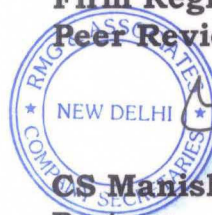
	minutes in submitting the outcome of meeting to BSE.	some technical issues, submission with BSE got delayed.		
2.	<p><u>Regulation 33(3) of SEBI LODR</u></p> <p>The listed entity shall submit the financial results in the following manner: (a) The listed entity shall submit quarterly and year-to date standalone financial results to the stock exchange within forty-five days of end of each quarter, other than the last quarter.</p> <p>However, Financial results for the quarter ended September 30, 2020 were submitted to the stock exchanges with a delay of 10 (Ten) days i.e. beyond the specified time limit under Regulation 33(3)(a) of SEBI LODR.</p>	<p>As informed in the previous report, the said delay was on account of investigation conducted in the matter of Whistle Blower Complaint received in August, 2020 which brought out certain practices indicating deficiencies and lapses in the radio business of Next Radio Limited (subsidiary company) during financial years 2019-20 and 2020-21. The investigation process took time as it involved two accounting years and other group companies having radio business. The outcome/ findings of the investigation were submitted to NSE and BSE on November 27, 2020. Further, Un-audited financial results ("UFRs") for the quarter ended on September 30, 2020 were approved by the Board of Directors at its meeting held on November 27,</p>	<p>Penalty has been levied by NSE and BSE in this regard and same was paid within the given timelines.</p>	<p>As per the information/ documents provided by the listed entity has paid the penalty levied by the Stock Exchanges.</p>



		2020 followed by submission of said UFRs to NSE and BSE on the same day. Although the said delay was beyond the control of the company.		
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We, further, report that the listed entity has complied with points 6(A) and 6(B) as mentioned in SEBI Circular No. CIR/CFD/CMD1/114/2019 dated 18th October, 2019 and that they have incorporated all the terms and conditions in the engagement letter issued to the Auditors of the Company.

For RMG & Associates
Company Secretaries
Firm Registration No. P2001DE016100
Peer Review No.: 734/2020



Manish Gupta
24/5/2022

Date: 24/05/2022
Place: New Delhi
UDIN: F005123D000379310

CS Manish Gupta
Partner
FCS: 5123; C.P. No.: 4095