

NOTICE TO MEMBERS PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, (the "Act") if any, read with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, that the resolutions mentioned below are proposed to be passed by Postal Ballot.

1. To consider and if thought fit, to give ASSENT / DISSENT to the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 186 and any other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification thereof for the time being in force and as may be enacted from time to time), Clause 49 of the Listing Agreement (as amended from time to time), the Articles of Association of the Company and subject to such approvals, consents, sanctions and permissions, as may be necessary, and all other provisions of the applicable laws, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this resolution), to give loans to subsidiary company(ies) and/or give guarantee for and provide security in connection with a loan to any subsidiary company(ies) and/or make investments in the securities of any subsidiary(ies) or other company(ies) upto an aggregate amount not exceeding Rs. 300 Crores (Rupees Three Hundred Crores Only) notwithstanding that the aggregate of the loans or guarantees or securities so far given or to be given and/or securities so far acquired or to be acquired by the Company may collectively exceed the limits prescribed under Section 186 of the Act;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate."

2. To consider and if thought fit, to give ASSENT / DISSENT to the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and all other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, the provisions of all the applicable laws and subject to such approvals, consents, sanctions and permissions, as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this resolution) to create charges, mortgages and/ or hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, in such form and manner and with such ranking, whether exclusive, *pari passu*, subservient or otherwise and at such time and on such terms as the Board may determine, on all or any of the moveable and/or immovable properties of the Company, both present and future and/or on the whole or any part of the undertaking(s) of the Company, in favour of the banks, non-banking financial companies, financial institutions and other lender(s), Agent(s) and Trustee(s), for securing the borrowings of the Company / its subsidiary(ies), availed/ to be availed by the Company / its subsidiary(ies) by way of loans(s) (in foreign currency and/or rupee currency) and/or debentures (convertible / non-convertible / secured / unsecured) and/or securities in the nature of debt instruments issued/to be issued by the Company / its subsidiary(ies) (hereinafter collectively referred to as 'loans'), from time to time, for an amount not exceeding Rs. 300 Crore (Rupees Three Hundred Crores Only) in aggregate (apart from temporary loans obtained / to be obtained from the Company's bankers in the ordinary course of business) together with interest, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premium on prepayment / redemption, remuneration of the Agents(s) / Trustees, all costs, charges, expenses

including any increase as a result of devaluation, revaluation, fluctuation in the rates of exchange and all other monies payable by the Company in respect of the said loans in terms of the Loan Agreement(s), Debenture Trust Deed(s) or any other document, entered into or to be entered into between the Company and or its subsidiary(ies) with their respective lender(s), agent(s) and trustee(s) in respect of such borrowings and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to, between the Board of Directors and the lender(s), agent(s) and trustee(s);

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to finalise, settle and execute such documents, deeds, writings, papers, and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem fit, necessary or appropriate.

**By order of the Board,
For NEXT MEDIAWORKS LIMITED**

**Sd/-
MANDAR GODBOLE
COMPANY SECRETARY**

Registered Office:
156, D J Dadajee Road,
Behind Everest Building,
Tardeo, Mumbai – 400034.

Date: 18th June 2015

NOTES:

1. The statement pursuant to Section 102 of the Act stating all material facts and the reasons for the proposal is annexed herewith.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited as on 12th June 2015. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope.
3. Members whose names appear on the Register of Members / List of Beneficial Owners as on 12th June 2015 will be considered for the purpose of voting.
4. The resolutions passed by the Members through postal ballot shall be deemed to have been passed as if they have been passed at a General Meeting of the Members.
5. **The voting, by using physical postal ballot form as well as by electronic mode, shall commence on Thursday, 25th June 2015 (9:00 Hours IST) and end on Friday, 24th July 2015 (17:30 Hours IST).**
6. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
7. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to cs@nextmediaworks.com or jupoojari@rediffmail.com. The Registrar and Transfer Agent / Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member.

8. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on 12th June 2015.
9. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on all the resolutions through the e-voting service facility arranged by NSDL. The instructions for electronic voting are annexed to this Notice.
10. A Member cannot exercise his vote by proxy on postal ballot.
11. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours (i.e. 17:30 Hours IST) on Friday, 24th July 2015. The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. If any postal ballot is received after 17:30 Hours IST on Friday, 24th July 2015, it will be considered that no reply from the Member has been received.
12. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or any Director of the Company duly authorized, on or before 25th July 2015 at the registered office and will also be displayed on the website of the Company (www.nextmediaworks.com), besides being communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent on the said date.
13. The date of declaration of results of the postal ballot, i.e. on or before 25th July 2015, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
14. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till 24th July 2015.

Voting through electronic means:

In compliance with Clause 35B of the Listing Agreement and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the related Rules, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of NSDL for the purpose of providing e-voting facility to all its Members.

The instructions for e-voting are as follows:

1. Members whose email addresses are registered with the Company / Depository Participant(s) will receive an email from NSDL informing them of their User-ID and Password. Once the Member receives the email, he or she will need to go through the following steps to complete the e-voting process :
 - a. Open email and open the PDF file titled 'NMW e-voting.pdf', using your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that this password is an initial password.
 - b. Launch your internet browser and type out the following URL : <https://www.evoting.nsdl.com>.
 - c. Click on Shareholder – Login.
 - d. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.

- e. If you are logging in for the first time, please enter the user ID and password provided in the attached PDF file as initial password.
 - f. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
 - g. Once the e-voting home page opens, click on e-voting> Active Voting Cycles.
 - h. Select "EVEN" (E-Voting Event Number) of Next Mediaworks Limited which is 101985. Now you are ready for e-voting as Cast Vote page opens.
 - i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - j. On confirmation, the message 'Vote cast successfully' will be displayed.
 - k. Once you have voted on a resolution, you will not be allowed to modify your vote.
 - l. Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF / JPG Format) of the relevant Board resolution / authorization letter etc., together with attested specimen signature of the authorized signatory(ies) who is/are authorized to vote, to the Scrutinizer via e-mail, to cs@nextmediaworks.com with a copy marked to evoting@nsdl.co.in.
2. For Members whose email IDs are not registered with the Company / Depository Participant(s) and who receive the physical Postal Ballot Forms, the following instructions may be noted :
 - a. The initial password is provided at the bottom of the Postal Ballot Form.
 - b. Please follow all the steps from a. to l. mentioned above, in order to successfully cast your vote.
 3. 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.
 4. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot Password' option available on the site to reset the password.
 5. If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote.
 6. **The physical voting and the e-voting period commences on Thursday, 25th June 2015 (9:00 Hours IST) and ends on Friday, 24th July 2015 (17:30 Hours IST).** During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the relevant date, i.e. 12th June 2015, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a Member, he or she will not be allowed to change it subsequently.
 7. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the relevant date, i.e. 12th June 2015.

ANNEXURE TO THE NOTICE

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

Item Nos. 1 & 2:

Your Company operates through its subsidiary, Next Radio Limited ("NRL"), in which it holds 76.73% of the total paid-up capital. NRL is engaged in the business of FM Radio broadcasting. NRL was among the first private players to venture into private FM Radio broadcasting and has established "Radio One" as India's only differentiated network in the top 7 cities of the country viz. Delhi, Mumbai, Chennai, Kolkata, Bangalore, Pune, and Ahmedabad. NRL currently operates under frequency 94.3 MHz in all its cities except for the city of Ahmedabad where it operates under the frequency 95 MHz.

During the financial year 2014-15, NRL's income from operations saw an increase of 11% and stood at Rs. 65.42 Crores (*Previous Year: Rs. 58.96 Crores*). Further, NRL also witnessed a major turnaround, posting a profit of Rs. 2.01 Crores (after tax) during 2014-15, for the first time since it ventured into the broadcasting business, against a loss of Rs. 99 Lacs for the previous year.

During the financial year 2014-15, the Ministry of Information & Broadcasting ("MIB") cleared the proposal for migration of existing radio licenses from Phase II to Phase III and e-auctions in 69 cities for new 135 frequencies. Post completion of the e-auction process, NRL shall be required to migrate to Phase III and shall be required to pay migration fees estimated to be over Rs. 100 crores for the existing licenses. Upon migration, the existing licenses shall stand renewed for a period of 15 years. In addition to the renewal fees, NRL will also require funds for meeting capital expenditure and other administrative costs post migration and also to participate in auctions involving new cities.

According to the FICCI-KPMG Indian Media and Entertainment Industry Report 2015, the radio industry outperformed all other traditional media segments by clocking a growth of 17.6 per cent in F.Y. 2014 over F.Y. 2013. There has been a tendency to shift focus from nationwide pure brand-building to more tactical, local, focused promotional targeting. This has played in radio's favour as it enables local reach to advertisers increasingly looking to target specific audiences and at affordable pricing. The Board believes that though radio as a medium, is well penetrated in the metros and non-metro cities in India, the share of radio advertising is projected to be upwards of 4% of the total advertising revenues. The share of radio advertising is expected to improve, giving a boost to the radio revenues. This offers a huge opportunity to NRL to explore and improve revenues and profitability during the license period of 15 years post renewal.

NRL has, over the last six months, approached several banks and equity investors for raising the funds required as explained above. However, NRL in its current form, has faced difficulty in arranging funds on its own, due to its inability to provide sufficient tangible collateral, as required by the Lenders. Without the requisite tangible collateral, it would be impossible for NRL to raise the necessary funds, which creates a grave risk to the continuity of the operations of NRL, effectively badly affecting the future of NRL.

After extensive exploration of the financial markets through its Investment Bankers, NRL proposes to raise the funds required in the following manner:

- a) Debt from Ratnakar Bank Limited ("RBL" or "Lender") to the extent of Rs. 80 crores;**
- b) Issue of Convertible Preference Shares to Mr. Rakesh Jhunjunwala and/or Mrs. Rekha Jhunjunwala for Rs. 25 crores;**
- c) Internal cash generation to the extent of the remaining Rs. 10 crores;**
- d) Any additional requirement of the funds shall be met through a combination of the above;**
- e) In addition, Mr. Rakesh Jhunjunwala and/or Mrs. Rekha Jhunjunwala has agreed to arrange tangible securities (shares of blue-chip listed companies) worth Rs. 100 crores and Mr. Tariq Ansari and his family members will arrange tangible securities (debt mutual funds) worth Rs. 20 crores; further Mr. Rakesh Jhunjunwala and/or Mrs. Rekha Jhunjunwala and Mr. Tariq Ansari and his family members will also provide guarantees for securing the bank facilities.**

In addition, the following security is also being provided to RBL:

- 1. Negative lien, in favour of the Lender, on the Radio Licences held by NRL;**
- 2. Corporate Guarantee by Next Mediaworks Limited ("the Company") in favour of the Lender;**
- 3. Creation of Pledge, in favour of Lender, on 40,048,127 (Four Crores Forty Eighty Thousand One Hundred and Twenty Seven) equity shares of NRL (representing 30% of the total paid-up share capital of NRL) held by the Company;**
- 4. Non-disposal Undertaking in favour of the Lender, in respect of 28,033,689 (Two Crores Eighty Lacs Thirty Three Thousand Six Hundred and Eighty Nine) equity shares of NRL (representing 21% of the total paid-up share capital of NRL) held by the Company;**
- 5. Creation of Charge, in favour of the Lender, on the Company's immovable properties situated at Tardeo, Mumbai, Maharashtra.**

The Company also proposes to create a second charge on the assets of the Company as also a giving a Corporate Guarantee, in favour Mr. Rakesh Jhunjunwala and/or Mrs. Rekha Jhunjunwala. Subsequent to the completion of the proposed transaction as above, the holding of the Company in NRL shall stand reduced to about 51.40%.

The Board of Directors (the "Board"), on the recommendation of the Audit Committee, at its meeting held on 18th June 2015 has approved providing of the aforementioned security in favour of the Lender and Mr. Rakesh Jhunjunwala and/or Mrs. Rekha Jhunjunwala, for securing the financial facilities to be availed by NRL.

In terms of the provisions of Section 186 of the Companies Act, 2013 ('the Act'), where giving of any loan or guarantee or providing any security or the acquisition of securities exceeds (a) sixty percent of the aggregate of the paid-up capital and free reserves and securities premium account, or (b) hundred percent of its free reserves and securities premium account, whichever is more, prior approval of the shareholders is required by means of passing a special resolution. Further, the giving of guarantee and providing of security, as detailed above, to NRL may qualify as 'Material Related Party Transaction' pursuant to revised Clause 49 of the Listing Agreement.

Section 180(1)(a) of the Companies Act, 2013 provides that a company shall not sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking(s) of the Company without the consent of its members in a general meeting. As explained above, the Company is creating charge on its immovable properties in favour of the Lenders for securing financial assistance for an amount not exceeding Rs. 300 Crores from the Lenders, which might be considered as disposal of the Company's undertaking within the meaning of 180(1)(a) of the Companies Act, 2013, requiring the members' consent for the same.

In view of the above, shareholders' approval is being sought (i) pursuant to Section 186 of the Act and Clause 49 of the Listing Agreement for giving loans / providing guarantee / security in connection with loans availed / to be availed by subsidiary company(ies) or making investments in the Company's subsidiaries (ii) pursuant to Section 180(1)(a) of the Companies Act, 2013 for creating charge on the Company's properties.

Your Directors recommend the resolutions at Item Nos. 1 and 2 for your approval.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution except as members.

**By order of the Board,
For NEXT MEDIAWORKS LIMITED**

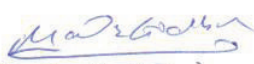
**Sd/-
MANDAR GODBOLE
COMPANY SECRETARY**

Registered Office:
156, D J Dadajee Road,
Behind Everest Building,
Tardeo, Mumbai – 400034.
Date: 18th June 2015

NEXT MEDIWORKS LIMITED
CALENDER OF EVENTS FOR CONDUCTING POSTAL BALLOT
(PHYSICAL FORM AND E-VOTING)

Sr. No.	Particulars	Due Date
1.	Convene the Board Meeting to transact the following: 1. To conduct postal ballot for taking shareholders' approval 2. To appoint Practicing Company Secretary to act as scrutinizer. 3. To authorise Company Secretary or any Director of the Company for being responsible to complete postal ballot process.	18/06/2015
2.	Intimation of the outcome of Board Meeting to Exchange	18/06/2015
3.	Dispatch of Notice either through email/speed post	23/06/2015
4.	Placing the Notice on the website of the Company	23/06/2015
5.	Publication in newspaper regarding completion of dispatch of Notice and last date of receiving of postal ballot form	24/06/2015
6.	Date of Voting (Postal ballot) start from 25th June, 2015 (Thursday) and ends on 24th July, 2015 (Friday).	25/06/2015 @ 09.00 hrs to 24/07/2015 @ 17.30hrs
7.	Date of E voting start from 25th June, 2015 (Thursday) and ends on 24th July, 2015 (Friday).	25/06/2015 @ 09.00 hrs to 24/07/2015 @ 17.30hrs
8.	Last Date of receiving postal ballot by the scrutinizer either in physical/or through evoting	24/07/2015
9.	Last Date of submission of report by the scrutinizer to the person authorized by Board in Board Meeting	24/07/2015
10.	Submission of result to Exchange	24/07/2015
11.	Placing result and scrutinizer report on the Company's website	24/07/2015
12.	Date of signing the minutes	28/07/2015
13.	Date of returning the Ballot paper and other documents required to maintain by the scrutinizer to the authorized person	28/07/2015

For Next Mediaworks Limited


Mandar Godbole
Company Secretary

