

# **TRANSCRIPT OF EXTRA-ORDINARY GENERAL MEETING OF NEXT RADIO LIMITED**

Date, Time and Venue: **Thursday, 14<sup>th</sup> May, 2020 at 10:00 AM via Video-Conferencing**

## **ATTENDEES:**

Mr. Dinesh Mittal	<i>Director and Member</i>
Mr. Ajay Relan	<i>Independent Director</i>
Mr. Tridib Barat	<i>Member and Authorised Representative of HT Media Limited (Member)</i>
Mr. Abhishek Kapoor	<i>Chief Financial Officer, Member and Authorised Representative of Next Mediaworks Limited (Member)</i>
Mr. Udit Jain	<i>Company Secretary</i>
Ms. Diksha Singh	<i>Company Secretary of Next Media Works Limited (holding company)</i>
Mr. Rajesh Arora	<i>Partner, B S R and Associate, Chartered Accountants (Statutory Auditor)</i>

**Mr. Udit Jain**

“Good Morning Everyone!

Before starting with the proceedings of this EGM, I would like to confirm from all of you that there are no connectivity issues from your end. Please confirm”

**Mr. Tridib Barat**

“None”

**Mr. Dinesh Mittal**

“I can see everybody, I can hear everybody, I am alone in the room and I have got the agenda and I am good”

**Mr. Ajay Relan**

“Hi this is Ajay Relan, I am alone in my room and I can hear and see everyone and I have the agenda”

**Mr. Udit Jain**

“Thank you all for your confirmations.

I welcome you all to this Extraordinary General Meeting called in these unusual Circumstances via VC on this Microsoft Teams Application. Let me introduce to the participants of this Meeting.

Mr. Ajay Relan, Independent Director of your Company

Mr. Dinesh Mittal, Director of your Company

Mr. Rajesh Arora, Partner, B S R and Associates, Statutory Auditors

Ms. Diksha Singh, Company Secretary of Holding Company i.e. Next Mediaworks Limited

In terms of the Articles of Association of Company and with the permission of other Directors present, Shri Dinesh Mittal may Chair this meeting.”

**Mr. Dinesh Mittal**

“Thank you Udit, on behalf of Next Radio Limited, I welcome all the members in the Extraordinary General Meeting of this Company called at a shorter notice.

And, as per recent amendments to the law, the members present in this meeting via VC are being considered for quorum purposes then therefore, requisite quorum for meeting is present and therefore the meeting is called to the order

Let me introduce once again to Mr. Ajay Relan who is chairman of Audit Committee and Nomination & Remuneration Committee. We have Mr. Abhishek Kapoor, CFO of the Company; We have Mr. Udit Jain, Company Secretary. Other Directors could not attend due to their preoccupation.

Before considering the items of the business, let me apprise all of you that all efforts under the present circumstances have been made by the Company to enable members to participate and vote in this meeting.

Udit may now take up the Agenda items”

**Mr. Udit Jain**

“Thank you sir !

Members present at this meeting are as follows:

Mr. Dinesh Mittal is attending in his personal capacity as individual shareholder

Mr. Tridib Barat is attending in his personal capacity as well as on behalf of HT Media Limited

And, Mr. Abhishek Kapoor is attending in his personal capacity and as well as on behalf of Next Mediaworks Limited.

So can we proceed with the Agenda Items?”

**Mr. Dinesh Mittal**

“Please, go ahead.”

**Mr. Udit Jain**

“So, we have two agenda items for this meeting.

First one is to waive the recovery of excess remuneration paid to Shri Harshad Jain for a period between April 22, 2019 till March 31, 2020.”

**Mr. Tridib Bart**

“I, Tridib Barat, propose the resolution.”

**Mr. Dinesh Mittal**

“I, Dinesh Mittal, second the resolution.”

*Thereafter, voting for the item was conducted by show of hands and all the members present raised their hands signifying their assent in favour of the resolutions.*

**Mr. Dinesh Mittal**

“The resolution is passed by unanimous majority by show of hands.”

**Mr. Udit Jain**

“Next item is approval of payment of Remuneration to Mr. Harshad Jain, CEO and MD for next two financial years i.e. FY - 21 and FY – 22.”

**Mr. Tridib Bart**

“I, Tridib Barat, propose the resolution.”

**Mr. Dinesh Mittal**

“I, Ajay Relan, second the resolution.”

*Thereafter, voting for the item was conducted by show of hands and all the members present raised their hands signifying their assent in favour of the resolutions.*

**Mr. Dinesh Mittal**

“The resolution is passed by unanimous majority by show of hands.”

**Mr. Udit Jain**

“Thank you all!

Since we have not received any questions for this meeting before this call and I would like to ask if any one of you are having any questions, may please ask.”

**Mr. Tridib Barat**

“I don’t have any question.”

**Mr. Dinesh Mittal**

“None for me!”

**Mr. Abhishek Kapoor**

“No question.”

**Mr. Ajay Relan**

“No question.”

**Mr. Udit Jain**

“Thank you all!”

**Mr. Dinesh Mittal**

“I thank all the members for their participation and now I declare the meeting as closed.”

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