NEXT MEDIAWORKS LIMITED

Ref: NMW/CS/03/2021 September 23, 2021

National Stock Exchange of India Limited
Exchange Plaza, C-1
Block G. Bandra Kurla Complex, Bandra East
Mumbai- 400051

BSE Limited
25th Floor, P J Towers
Dalal Street
Mumbai - 400001

Trading Symbol: NEXTMEDIA

Scrip Code: 532416

Dear Sirs,

Sub: Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Voting results of 40th Annual General Meeting ('AGM') held on 23rd September, 2021 and Scrutinizer's Report thereon

Please find enclosed herewith summary of voting results *(i.e. remote e-voting and e-voting at the AGM)*, at the 40th AGM of the shareholders of the Company held today i.e. 23rd September, 2021 via video conferencing, alongwith Scrutinizer's Report dated 23rd September, 2021.

Further, we wish to inform you that at the aforesaid AGM, members of the Company have approved the following matters –

1. Approval of:
   a) the audited standalone financial statements of the Company for the financial year ended March 31, 2021 and the reports of Board of Directors and Auditor thereon; and
   b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2021 and the report of the Auditor thereon.

2. Re-appointment of Mr. Dinesh Mittal (DIN: 00105769) as a Director, who retires by rotation and, being eligible, offers himself for re-appointment

3. Appointment of Mr. Samudra Bhattacharya (DIN: 02797819) as Non-executive Director

This is for your information and records.

Thanking you,

Yours faithfully,

For **Next Mediaworks Limited**

Diksha Singh

NEXT MEDIAWORKS LIMITED

(Diksha Singh)
Company Secretary

Encl.: *As above*

investor.communication@radiocna.in

SUMMARY OF VOTING RESULTS OF 40TH AGM HELD THROUGH VIDEO CONFERENCING

Date of declaration of result- 23rd September, 2021

Name of the Company	NEXT MEDIAWORKS LIMITED	
Date of AGM/~~EGM~~ **~~Last date of receiving Postal Ballot Form/E-voting~~**	23rd September, 2021	
Total number of shareholders as on the cut-off date ***(i.e. 16th September, 2021)***	14,077	
No. of shareholders present in the meeting either in person or through proxy	**Promoters and Promoter Group**	**Public**
	Not Applicable	
No. of shareholders attended the meeting through Video Conferencing:	**Promoters and Promoter Group**	**Public**
	7	42

ITEM NO.	1
Details of Agenda:	To consider and approve: a) the audited standalone financial statements of the Company for the financial year ended March 31, 2021 and the reports of Board of Directors and Auditor thereon; and b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2021 and the report of the Auditor thereon.
Resolution required:	Ordinary Resolution
Whether promoter /promoter group are interested in the agenda/ resolution?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote e-voting	5,01,61,307	3,94,46,264	78.6388	3,94,46,264	0	100.0000	0.0000
	E-voting at AGM		1,07,15,043	21.3612	1,07,15,043	0	100.0000	0.0000
Public- Institutions	Remote e-voting	16,36,409	16,36,409	100.0000	16,36,409	0	100.0000	0.0000
	E-voting at AGM		0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	Remote e-voting	1,50,05,192	13,498	0.0894	11,694	1,804	86.6351	13.3649
	E-voting at AGM		1,370	0.0091	1,370	0	100.0000	0.0000
	Total	**6,68,92,908**	**5,18,12,584**	**77.4560**	**5,18,10,780**	**1,804**	**99.9965**	**0.0035**

NEXT MEDIAWORKS LIMITED

ITEM NO.	2
Details of Agenda:	To appoint Mr. Dinesh Mittal (DIN: 00105769) as Director, who retires by rotation, and being eligible, offers himself for re-appointment.
Resolution required:	Ordinary Resolution
Whether promoter /promoter group are interested in the agenda/ resolution?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	Remote e-voting	5,01,61,307	3,94,46,264	78.6388	3,94,46,264	0	100.0000	0.0000
	E-voting at AGM		1,07,15,043	21.3612	1,07,15,043	0	100.0000	0.0000
Public-Institutions	Remote e-voting	16,36,409	16,36,409	100.0000	16,36,409	0	100.0000	0.0000
	E-voting at AGM		0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	Remote e-voting	1,50,95,192	13,298	0.0881	11,394	1,904	85.6821	14.3179
	E-voting at AGM		1,370	0.0091	1,370	0	100.0000	0.0000
	Total	**6,68,92,908**	**5,18,12,384**	**77.4557**	**5,18,10,480**	**1,904**	**99.9963**	**0.0037**

ITEM NO.	3
Details of Agenda:	To appoint Mr. Samudra Bhattacharya (DIN: 02797819) as Non-executive Director, liable to retire by rotation.
Resolution required:	Ordinary Resolution
Whether promoter /promoter group are interested in the agenda/ resolution?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	Remote e-voting	5,01,61,307	3,94,46,264	78.6388	3,94,46,264	0	100.0000	0.0000
	E-voting at AGM		1,07,15,043	21.3612	1,07,15,043	0	100.0000	0.0000
Public-Institutions	Remote e-voting	16,36,409	16,36,409	100.0000	16,36,409	0	100.0000	0.0000
	E-voting at AGM		0	0.0000	0	0	0.0000	0.0000

NEXT MEDIAWORKS LIMITED

Public- Non Institutions	Remote e-voting	1,50,95,192	13,398	0.0888	11,594	1,804	86.5353	13.4647
	E-voting at AGM		1,370	0.0091	1,370	0	100.0000	0.0000
	Total	**6,68,92,908**	**5,18,12,484**	**77.4559**	**5,18,10,680**	**1,804**	**99.9965**	**0.0035**

The aforesaid resolutions have been passed with the requisite majority.

Thanking you,

Yours faithfully,

For **Next Mediaworks Limited**

NEXT MEDIAWORKS LIMITED

(Diksha Singh)
Company Secretary
Membership No.: A44999
HT House, 2nd Floor, 18-20
K.G Marg, New Delhi – 110001

Date: September 23, 2021

SANKET JAIN & CO.
Company Secretaries

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended]

To,
The Chairman / Director
Next Mediaworks Limited [CIN: L22100MH1981PLC024052]
Unit 701A, 7th Floor, Tower-2, India Bulls Finance Centre
Senapati Bapat Marg, Elphinstone Road
Mumbai – 400 013

Dear Sir,

Subject: Consolidated Scrutinizer's Report on remote e-voting process and voting at the 40th Annual General Meeting of Next Mediaworks Limited conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and relevant provisions of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended

1. I, Sanket Jain (Practicing Company Secretary, C.P. No. 12583), was appointed as the Scrutinizer by the Board of Directors of Next Mediaworks Limited **("the Company")** vide resolution dated June 16, 2021 for the purpose of scrutinizing the process of voting through electronic means **("e-voting")** on the resolution(s) contained in the notice dated August 25, 2021 **("AGM Notice")** calling the 40th Annual General Meeting of its Equity Shareholders **("the Meeting/ AGM")** through Video Conferencing/ Other Audio Video Means **("VC/ OAVM")**, convened on Thursday, 23rd day of September, 2021 at 11:00 A.M. IST through VC/ OAVM in accordance with General Circular No. 02/2021 dated January 13, 2021 read with General Circular Nos. 14/2020, 17/2020 and 20/2020 dated April 08, 2020, April 13, 2020 and May 05, 2020 respectively, issued by the Ministry of Corporate Affairs (MCA), Government of India (hereinafter referred to as **"MCA Circulars"**),.

2. The said appointment as Scrutinizer is made in accordance with the provisions of Section 108 of the Companies Act, 2013 **("the Act")** read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended **("the Rules").** As the Scrutinizer, I have to scrutinize:

SANKET JAIN & CO. COMPANY SECRETARIES

'SATYARAJ', BEHIND HOTEL CHANDA, CIVIL LINES, JHANSI (U.P.) – 284002
E-mail: sanketjainco@gmail.com, sanketjainco@gmail.com
Contact No.: +91-8874888806, +91-8052244888

(i) Process of e-voting remotely, before the AGM, using an electronic e-voting system on the dates referred to in the AGM Notice **("remote e-voting")**; and

(ii) Process of e-voting at the AGM **("InstaPoll")**

3. Management's Responsibility

The Management of the Company is responsible to ensure compliance with the requirements of the (i) the Act and the Rules made thereunder; (ii) the MCA Circulars; and (iii) the SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015 **("LODR")** relating to remote e-voting and InstaPoll on the resolutions contained in the AGM Notice. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

4. Scrutinizer's Responsibility

My responsibility as Scrutinizer for e-voting process (i.e. remote e-voting and InstaPoll) is restricted to prepare a Consolidated Scrutinizer's Report of the votes cast on the resolutions contained in the AGM Notice, based on the reports generated from the e-voting system provided by KFin Technologies Private Limited **("KFin"),** the Registrar and Transfer Agent of the Company and the Agency authorized under the Rules and engaged by the Company to provide e-voting facility and documents furnished to me electronically by the Company and/ or KFin for verification and basis for issuance of this report.

5. Cut-off date

The Equity Shareholders of the Company as on the "cut-off" date, as set out in the AGM Notice, i.e., Thursday, 16th September, 2021 were entitled to vote on the resolutions (item nos. 1 to 3 as set out in the AGM Notice) and their voting rights were in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date. As on cut-off date, there were 14,077 shareholders of the Company and the total paid-up share capital of the Company was Rs. 66,89,29,080/- (Rupees Sixty Six Crores Eighty Nine Lac Twenty Nine Thousand and Eighty only) divided into 6,68,92,908 (Six Crores Sixty Eight Lac Ninety Two Thousand Nine Hundred and Eight only) Equity Shares of Rs.10/- each.

The Company, through Service Provider viz. KFin Technologies Private Limited, had completed dispatch of the Notice of the Meeting along with Annual Report for FY-21 to 10,622 Equity Shareholders of the Company on August 30, 2021 whose email ids were registered and available on August 27, 2021 (Benpos date). The Notice of the Meeting was also made available on the website of the Company viz. www.nextmediaworks.com. The Company has also dispatched Notice of meeting along with Annual Report on September 17, 2021 to 219 shareholders on their registered email ids, who have acquired shares after August 27, 2021 but on or before 16th September, 2021 i.e. cut-off date.

The Company had published advertisements on August 31, 2021 regarding dispatch of AGM Notice along with Annual Report for FY-21 to shareholders in "Mint" (English newspaper-all editions) and "VrittaManas" (Marathi newspaper- Mumbai Edition).

6. **E-voting process at the AGM**

i. After the time fixed for closing of the e-voting by the Chairman, the electronic system recording the e-voting (e-votes) was locked by KFin under my instructions.

ii. The e-votes were reconciled with the records maintained by the Company/ KFin and the authorizations lodged with the Company/ KFin on test check basis.

iii. The e-votes cast were unblocked on Thursday, 23rd September, 2021 after the conclusion of the AGM.

7. **Remote e-voting process**

i. The remote e-voting period commenced from 9.00 A.M. (Server time) on 19th September, 2021 (Sunday) and ended at 5.00 P.M. (Server time) on 22nd September, 2021 (Wednesday) on the designated website URL: https://evoting.kfintech.com via e-voting facility of KFin.

ii. The members, whose names appear in the Register of Members/list of Beneficial Owners as on Thursday, 16th September, 2021 only, were entitled to vote on proposed resolutions (Item Nos. 1 to 3 as set out in the AGM Notice of the Company) by remote e-voting.

iii. On September 23, 2021, after the conclusion of the AGM and post counting of InstaPoll, event was unblocked by me

iv. Thereafter, the details containing, *interalia,* the list of Equity Shareholders who voted "in favour" or "against" or "abstain" on each of the resolutions that was put to vote, were generated from the e-voting website of KFin, i.e., https://evoting.kfintech.com.

8. All the resolutions were passed with requisite majority. I hereby submit the Consolidated Scrutinizer's Report on the results of the remote e-voting and InstaPoll on all the resolutions as set out in the AGM Notice, based on the reports generated by KFin, scrutinized on test-check basis and relied upon by me as under:

ORDINARY BUSINESS

RESOLUTION NO.1 – ORDINARY RESOLUTION

To receive, consider and adopt:

a) **The audited standalone financial statements of the Company for the financial year ended March 31, 2021 and the reports of Board of Director and Auditors thereon; and**

b) **The audited consolidated financial statements of the Company for the financial year ended March 31, 2021 and the report of the Auditors thereon**

I. Voted in favour of the resolution (out of valid votes cast):

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(A) Remote e-voting	69	4,10,94,367	79.3135
(B) InstaPoll	15	1,07,16,413	20.6830
Total (A+B)	**84**	**5,18,10,780**	**99.9965**

II. Voted against the resolution (out of valid votes cast):

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(A) Remote e-voting	3	1,804	0.0035
(B) InstaPoll	0	0	0.0000
Total (A+B)	**3**	**1,804**	**0.0035**

III. Abstained e-votes

Number of ballots	Number of e-votes
1	100

Therefore, the Resolution in Item No.1 has been approved with requisite majority.

RESOLUTION NO.2 - ORDINARY RESOLUTION

To appoint Mr. Dinesh Mittal (DIN: 00105769) as a Director, who retires by rotation and, being eligible, offers himself for re-appointment.

I. Voted in favour of the resolution (out of valid votes cast):

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(A) Remote e-voting	67	4,10,94,067	79.3132
(B) InstaPoll	15	1,07,16,413	20.6831
Total (A+B)	**92**	**5,18,10,480**	**99.9963**

II. Voted against the resolution (out of valid votes cast):

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(A) Remote e-voting	4	1,904	0.0037
(B) InstaPoll	0	0	0.0000
Total (A+B)	**4**	**1,904**	**0.0037**

III. Abstained e-votes

Number of ballots	Number of e-votes
2	300

Therefore, the Resolution in Item No.2 has been approved with requisite majority.

SPECIAL BUSINESS

RESOLUTION NO.3 – ORDINARY RESOLUTION

To appoint Mr. Samudra Bhattacharya (DIN: 02797819) as Non-executive Director liable to retire by rotation

SANKET DIXIT & CO. COMPANY SECRETARIES

I. Voted in favour of the resolution (out of valid votes cast):

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(A) Remote e-voting	69	4,10,94,267	79.3134
(B) InstaPoll	15	1,07,16,413	20.6831
Total (A+B)	**84**	**5,18,10,680**	**99.9965**

II. Voted against the resolution (out of valid votes cast):

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(A) Remote e-voting	3	1,804	0.0035
(B) InstaPoll	0	0	0.0000
Total (A+B)	**3**	**1,804**	**0.0035**

III. Abstained e-votes

Number of ballots	Number of e-votes
1	200

Therefore, the Resolution in Item No.3 has been approved with requisite majority.

9. The electronic data and all other relevant records relating to e-voting shall remain in the safe custody of the Scrutinizer until the Chairman considers, approves and signs the minutes and thereafter, the Scrutinizer shall hand over the register and other related papers to the Company.

10. This report is issued in accordance with the terms of the Engagement Letter.

Restriction on Use

11. This report has been issued at the request of the Company for (i) submission to Stock Exchanges, (ii) placing on website of the Company and (iii) website of KFin. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

Thanking You
Yours faithfully,

SANKET JAIN & CO. COMPANY SECRETARIES

(Scrutiniser)
SANKET JAIN
Practising Company Secretary
M.No. A26531, C.P. No. 12583

UDIN: A026531000993904

Place: New Delhi
Date: 23.09.2021

Countersigned by
For Next Mediaworks Limited

NEXT MEDIAWORKS LIMITED

(Company Secretary)

Place: New Delhi
Date: 23.09.2021