

**NEXT MEDIAWORKS LIMITED
(CIN: L22100MH1981PLC024052)**

**Registered office: 156, D.J Dadajee Road, Behind Everest Building, Tardeo, Mumbai-400034.
Tel: 022 67527038**

Email: cs@nextmediaworks.com website: www.nextmediaworks.com.

Last Date: 22nd March 2015 at 5.30 PM

POSTAL BALLOT FORM

Ballot Serial No. :

1. Name and Registered Address of the sole/First named Member/
Beneficial Owner :

2. Name(s) of the Joint Shareholders(s),
if any :

3. Registered Folio No./*DP ID
No. and Client ID NO.
(*Applicable to investors
Holding shares in dematerialized
Form) :

4. No. of Equity Shares held :

I/We hereby exercise my/our vote in respect of the following resolution(s) to be passed through postal ballot for the business stated in the Postal Ballot Notice dated 18th February, 2015 of the Company by conveying my/our assent or dissent to the said resolution by placing a tick (✓) mark in the appropriate box below:

Item no.	Resolution summary	No. of shares	I assent to the resolution	I dissent to the resolution
1.	Ordinary Resolution to increase authorized share capital of the Company from Rs.70 crores divided into 7 crore equity shares of Rs.10/- each. to Rs.80 crores divided into 8 crore equity shares of Rs.10/- each			
2.	Special Resolution to amend the Capital clause (Clause V) of the Memorandum of Association.			
3.	Special Resolution to amend the Capital clause (Article 3) of the Articles of Association			
4.	Special resolution to accord consent for raising of funds upto Rs.30 crore by issue of securities.			

Place:

Date:

.....
Signature of the shareholder

Electronic Voting Particulars		
EVEN (E-Voting Event Number)	USER ID	PASSWORD/PIN
101633		

Note: Please read the instruction given overleaf carefully before exercising your vote.

Instructions

1. A Member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached postage-prepaid self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if deposited in person or sent by courier / speed post at the expense of the Member will also be accepted.
2. Alternatively, a Member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
3. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company.
4. This form should be completed and signed by the Shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first-named Member and in his/her absence, by the next-named Member.
5. Consent must be accorded by placing a tick mark [✓] in the column 'I assent to the resolution' or dissent must be accorded by placing a tick mark [✓] in the column 'I dissent to the resolution'.
6. The votes of a Member will be considered invalid on any of the following grounds:
 - a. unsigned Postal Ballot Forms will be rejected;
 - b. if the Member's signature does not tally;
 - c. if the Member has marked his/her/its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate Shares voted for 'Assent' and 'Dissent' exceeds total number of Shares held;
 - d. if the Postal Ballot Form is unsigned, incomplete or incorrectly filled;
 - e. if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either, the Member, or the number of votes, or as to whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified or one or more of the above grounds
7. Duly completed Postal Ballot Forms should reach the Scrutinizer on or before 22nd March, 2015 (Sunday). If any Postal Ballot Form is received after this date, it will be considered that no reply from such Member has been received.
8. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled-in duplicate Postal Ballot Forms should reach the Scrutinizer not later than the date specified in Item (7) above.
9. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified True Copy of Board Resolution / Power of Attorney/attested specimen signatures etc. In case of electronic voting, documents such as the certified true copy of Board Resolution / Power of Attorney, along with attested specimen signatures, should be mailed to the Scrutinizer at jupoojari@rediffmail.com or cs@nextmediaworks.com, with a copy marked to evoting@nsdl.co.in, or deposited at the registered office of the Company.
10. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage-prepaid envelopes in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
11. A Member need not use all his/her votes nor does he/she need to cast his/her votes in the same way.
12. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Member on the relevant date, 13th February, 2015.
13. The Scrutinizer's decision on the validity of the postal ballot shall be final.
14. Only a Member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer, and any recipient of the Notice who has no voting right should treat the Notice as intimation only.