

17th March 2017

The Bombay Stock Exchange Limited
The Listing Department
1st Floor, New Trading Ring,
Rotunda Building,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001

The National Stock Exchange of India Limited
The Listing Department
Exchange Plaza, 5th Floor,
Plot No. C/1, 'G' Block,
Bandra- Kurla Complex, Bandra (East),
Mumbai – 400 051

Scrip Code: 532416 & Scrip ID: NEXTMEDIA

Dear Sir,

Sub: Proceedings of the Extra Ordinary General Meeting of Next Mediaworks Limited.

Pursuant to Regulation 30(4) read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we reproduce below the proceedings of the Extra Ordinary General Meeting of Next Mediaworks Limited (the "Company") held on Friday, the 17th day of March 2017 at 3.00 p.m. at Nehru Centre Conference Hall, Hall Of Culture, Dr. Annie Besant Road, Worli, Mumbai-400018.

Sitting on the dias

Mr. Tarique Ansari	Chairman & Managing Director
Mr. Adille Sumariwalla	Independent Director
Mr. Ismail Dabhoya	Chief Financial Officer
Mr. Mandar Godbole	Company Secretary

Members Attendance

Number of shareholders present in the meeting either in person or through proxy:

Promoters and Promoter Group : 6

Public : 27

Extra Ordinary General Meeting Proceeding

Since Mr. Tarique Ansari – Chairman & Managing Director was interested in passing of the special resolution, the meeting was chaired by Mr. Adille Sumariwalla – Independent Director with the consent of the members present at the meeting.



At the requisite time, the Company Secretary confirmed the presence of the requisite quorum and the Chairman commenced proceedings of the meeting.

The Chairman welcomed all members present and his fellow members on the Board.

The Chairman informed the members that a total of 3 representations had been received representing 17,873,828 (One Crore Seventy Eight Lacs Seventy Three Thousand Eight Hundred and Twenty Eight) shares i.e. 27.36% of the total paid-up capital and **1 valid proxy** have been received representing 4,615,075 (Forty Six Lacs Fifteen Thousand and Seventy Five) shares i.e. 7.06% of the total paid-up capital have been received by the Company.

With the permission of the members, Notice of the Extra Ordinary General Meeting along with the Explanatory Statement was taken as read.

The Chairman thereafter invited members present for their comments and queries on the proposed special resolution.

The shareholders asked queries pertaining to details of the loan availed by the Company from its subsidiary viz. Next Radio Limited, future outlook of the FM radio business, details of loan availed by Next Radio Limited from RBL Bank Limited and how the Company proposes to pay-off the balance loan availed from Next Radio Limited. The shareholders also enquired about the financial condition of the proposed allottee viz. Ferari Investments and Trading Company Private Limited and within what time it will be able to pay the subscription amount.

The queries were answered to the satisfaction of the shareholders by the Chairman and the other officials present on the dias.

There being no further questions, the Chairman informed the members that as per the provisions of the Companies Act, 2013, the Company had provided e-voting facility to enable the members to cast their votes electronically in proportion to their shareholding as on the cut-off date i.e. 10th March 2017. The e-voting period opened at 9.00 a.m. on Tuesday, 14th March 2017 and concluded at 5.00 p.m. on Thursday, 16th March 2017. Mr. Ajit Sathe, Practising Company Secretary, was appointed as the scrutinizer for independently carrying out the electronic voting in a fair and transparent manner and has submitted his report on e-voting. Since the Company had provided the e-voting facility to all its members, there was no voting on resolutions by show of hands at the Extra Ordinary General Meeting.

To facilitate those members present who had not cast their vote earlier through e-voting, the Chairman ordered a Poll. Before commencing the poll proceedings, the Chairman proposed the special resolution as stated in the Notice of the Extra Ordinary General Meeting which was seconded by members present at the Extra Ordinary General Meeting.

The Chairman thereafter invited Mr. Ajit Sathe to conduct the Poll proceeding. He informed the members that those members who have voted electronically are not eligible to vote.

The Chairman also informed the members that the results of voting on the resolution shall be determined by adding the votes of the poll in favour / against the resolution with the electronic votes in favour / against the same resolution.

The Chairman further informed the members that a final report will be submitted by the Scrutinizer latest by tomorrow i.e. Saturday, 18th March 2017 and the results of voting shall be declared

immediately on receipt of the Scrutinizer's report. The results will be uploaded on the Company's website www.nextmediaworks.com together with the Scrutinizer's report.

Thereafter all the members voted on the resolution and duly dropped the poll papers in the ballot box which was locked.

After the poll was over, the Chairman thanked the members present and declared the meeting as closed at 6.45 P.M.."

We request you to take the above proceedings on record

For NEXT MEDIWORKS LIMITED



**MANDAR GODBOLE
COMPANY SECRETARY**





SCRUTINIZER'S COMBINED REPORT

To;

The Chairman of Extra - Ordinary General Meeting of the members of Next Mediaworks Limited (CIN: L22100MH1981PLC024052) (hereinafter referred to as "the Company") held on Friday, 17th day of March, 2017 at Nehru Centre Conference Hall, Hall of Culture, Dr. Annie Besant Road, Worli, Mumbai – 400 018 at 3.00 p.m.

Dear Sir,

1. I, CS Ajit Sathe, a Company Secretary in Whole-time Practice, have been appointed as Scrutinizer by;

(a) the Board of Directors of **Next Mediaworks Limited (CIN: L22100MH1981PLC024052)** for the purpose of Scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and

(b) the Chairman of the Extra – Ordinary General Meeting (EOGM) on poll under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration)- Rules, 2014, on the resolution contained in the notice to the Extra - Ordinary General Meeting (EOGM) of the Company, held on Friday, 17th day of March, 2017 at Nehru Centre Conference Hall, Hall of Culture, Dr. Annie Besant Road, Worli, Mumbai – 400 018 at 3.00 p.m.

2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the rules relating to e-voting and poll on the resolution contained in the Notice of the Extra – Ordinary General Meeting (EOGM) of the members of the company. My responsibility as a scrutinizer of the e-voting process and for the Poll at the EOGM is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolution stated above, based on the report generated from the e-voting system provided by National Securities Depository Limited, the authorised agency engaged by the company to provide e-voting facility for e-voting and also the poll conducted through physical ballot forms at the EOGM.

3. Further to the above, I submit my report as under:-

- i. In accordance with the notice of Extra – Ordinary General Meeting (EOGM), dated 15th February, 2017 sent to the shareholders and the advertisement pursuant to Rule 20 (4)(v) of the Companies (Management and Administration) Rules, 2014, the e-voting period remained open from Tuesday, 14th March, 2017 at 9:00 a.m. (IST) and ended on Thursday, 16th March, 2017 at 05:00 p.m. (IST).
- ii. The members of the Company as on the "cut-off" date i.e. Friday 10th March, 2017 were entitled to vote on the resolution as set out in the notice of Extra – Ordinary General Meeting (EOGM) of the company.
- iii. The votes cast were unblocked at 3.38 p.m. on 17th March, 2017 in the presence of 2 witnesses, CS Amruta Mirwankar and Ms. Dhara Kansara, who are not in the employment of the company.
- iv. Thereafter, the details containing inter alia, list of Equity Shareholders, who voted "for", "against" the resolution that was put to vote, were generated from the e-voting website of National Securities Depository Limited ("NSDL") i.e., "<https://www.evoting.nsdl.com/>".





4. I have issued separate Scrutinizer's Report dated 17th March, 2017 on the e-voting and dated 17th March, 2017 on the poll conducted through physical Ballot Forms on the resolution contained in the notice to the EOGM. As requested by management, I submit herewith my combined report on the result of e-voting together with that of Poll as under:

Agenda Item No. of Notice	Particulars of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes not considered
		Nos	Nos	Nos
Item No.1 of the Notice (As an Special Resolution)	E-Voting	6567	1475	NIL
	Poll at EGM	118832	1	NIL
To Create, offer, issue and allot up to 1,557,632 (Fifteen lacs Fifty Seven Thousand Six Hundred and Thirty Two) Equity Shares of face value of Rs. 10/- each to Ferari Investments and Trading Company Private Limited (Promoter Group entity) at a price of Rs. 22.47/- each including premium of Rs. 12.47/- each amounting to Rs. 34,999,991.04 (Rupees Three Crores Forty Nine Lakhs Ninety Nine Thousand Nine Hundred and Ninety One and Paise Four Only)				
	Total	125399	1476	NIL

In the above votes. invalid votes have not been taken into account.

The Resolution stand passed with the requisite majority.

5. I observed that:

- 22 members had cast their votes by poll at the meeting.
- 20 members had cast their votes through e-voting.

Thanking you,

Yours faithfully
For A Y Sathe & Co.,



CS Ajit Sathe

Company Secretary in Whole-time Practice & Scrutinizer

Place: Mumbai

Dated: 17th March, 2017

17th March 2017

The Bombay Stock Exchange Limited
The Listing Department
1st Floor, New Trading Ring,
Rotunda Building,
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Dalal Street, Mumbai – 400 001

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Plot No. C/1, 'G' Block,
Bandra- Kurla Complex, Bandra (East),
Mumbai – 400 051

Scrip Code: 532416

Scrip ID: NEXTMEDIA

Dear Sir,

Sub: Voting results of the Extra Ordinary General Meeting of Next Mediaworks Limited.

Pursuant to Clause 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, we reproduce below the voting results of the business which was transacted at the Extra Ordinary General Meeting of Next Mediaworks Limited.

Sr. No.	Particulars	Details
1.	Date of AGM/EGM	17 th March 2017
2.	Total number of shareholders on record date (cut-off date i.e. 10 th March 2017)	17745
3.	Number of shareholders present in the meeting in person or through proxy: Promoters and Promoter Group: Public:	 6 27
4.	Number of shareholders attending the meeting through Video Conferencing	Not Arranged



SUMMARY OF VOTING RESULTS

Item No. 1: Issue of 1,557,632 Equity Shares, on a preferential basis, to Ferari Investments and Trading Company Private Limited (Promoter Group Entity) for an amount not exceeding Rs. 3.5 Crores.

Resolution required : Special
Mode of voting : E-voting & Poll

Promoter / Public	No. of shares held (1)	No. of poll votes (2)	% of votes polled on outstanding shares (3) = $\frac{(2)}{(1)} \times 100$	No. of polls in favour (4)	No. of polls against (5)	% of polls in favour on votes polled (6) = $\frac{[(4)]}{[(2)]} \times 100$	% of polls against on votes polled (7) = $\frac{[(5)]}{[(2)]} \times 100$
Promoter & Promoter Group	39,838,852	NIL	NIL	NIL	NIL	NIL	NIL
Public – Institutional Holders	18,22,664	NIL	NIL	NIL	NIL	NIL	NIL
Public - Others	23,673,760	1,26,875	0.536	1,25,399	1,476	98.837	1.163
TOTAL	65,335,276	1,26,875	0.1942	1,25,399	1,476	98.837	1.163

The aforementioned Resolution is passed with requisite majority.

Note: Mr. Tarique Ansari and his relatives have not voted in respect of the aforementioned resolution.

You are requested to take note of the aforementioned voting results in respect of the resolution passed at the Extra Ordinary General Meeting.

Thanking you.

For NEXT MEDIWORKS LIMITED

MANDAR GODBOLE
COMPANY SECRETARY

