

**Transcript of National Company Law Tribunal ("NCLT") convened meeting of Equity Shareholders of Next Mediaworks Limited held on Thursday, February 24, 2022 at 11.00 A.M.**

**Moderator:**

Good morning sir.

As the requisite quorum is present, the meeting can be started.

**Mr. Satwinder Singh, Chairman:**

Yes, thank you.

I welcome all the shareholders for attending the meeting of the equity shareholders of Next Mediaworks Limited, which, as per the directions of the Hon'ble bench of the NCLT, Mumbai was fixed for today on February 24, 2022 at 11 a.m.

I welcome all the equity shareholders. I hope that you all are fine and your near & dear are safe and in good health. As I mentioned to you, this is not a company convened meeting, this is a court convened meeting under the directions of the Hon'ble court, Mumbai Bench for the proposed merger of the Companies.

The notice has already been dispatched and we have sought the services of KFin Technologies, Registrar and Share Transfer agent to conduct the proceedings of the meeting. The court appointed me, Satwinder Singh, Advocate as Chairman; Mr. N.C. Khanna as alternate Chairman and Mr. Manish Gupta as Scrutinizer, of the meeting and I could see them also on the screen.

I welcome Mr. N.C. Khanna, Mr. Manish Gupta. I could also see certain other officials of the company on the screen and I welcome all the officials of the company who are kind enough to be here to witness the proceedings of the meeting. As mentioned, in the order of the court, under para 9, a quorum was fixed in terms of section 103 of the Companies Act, which in our case, would be 30 members, and the quorum for the meeting is there.

I have been briefed by the scrutinizer that the remote e-voting was open from 9:00 a.m. on 20<sup>th</sup> February 2022 till 5:00 p.m. on 23<sup>rd</sup> February 2022 and 68 ballots with 5,18,90,704 shares have already been polled. Hence, the quorum is complete, and I declare the meeting open.

Though the process for conducting the meeting is already given in the notice, I will still request KFin to explain again in brief, the process to the members who are present. Just to inform, dispatch of notice was completed on 22<sup>th</sup> January 2022 and I have been told that newspaper publications were also done in the Free Press Journal and Navshakti and certificate of compliance has already been filed to that aspect.

I now request KFin to briefly tell about the procedure to be adopted for conducting the meeting and then voting will be open for 15 minutes.



Once you will cast & poll on the resolution, you have to accept it or reject. As per the directions, the scrutinizer will give me the report and I will submit my report to the Hon'ble NCLT, Mumbai Bench within two days from the conclusion of the meeting. With this, I declare the voting open, and I will request KFin to kindly explain the process.

**Thank you!**

**Moderator:**

Once your speech is over, the speakers can ask their questions. We have three speakers registered for this particular event.

**Mr. Satwinder Singh, Chairman:**

Okay

**Moderator:**

We will call the speakers one by one, in case if they are joining this meeting, they will be in a position to ask the questions. So, the first speaker is Mr. Yusuf Yunus Rangawala from Mumbai.

**Mr. Satwinder Singh, Chairman:**

Okay

**Moderator:**

Mr. Yusuf Yunus Rangawala, in case if you have joined, can you just unmute yourself and speak, please. As there is no response from Mr. Yunus, we will move on to the next registered speaker, Mr. Bimal Kumar Agarwal from Mumbai. He has also not joined the meeting. The last registered speaker is Mr. Praful Chawda. He has also not joined the meeting to ask the questions.

**Mr. Satwinder Singh, Chairman:**

So, in any case, I think, since the notice is specific to the extent that okay, you have to either approve or disapprove the resolution. I will request that let's go to the agenda and get the proceedings conducted. Since the quorum is there, whomsoever is present, we can explain them and keep the Instapoll open for at least 15 minutes so that they will be eligible and if they have any questions with regard to the meeting, please answer those questions to them.

**Thank you!**

**Moderator:**

Speakers whoever have registered themselves have not joined the meeting. So, now the Instapoll option would be available for the shareholders who have joined the meeting. Shareholders, you can see the thumb sign on the screen. So, by pressing the thumb sign, the system will take the shareholders to the Instapoll page where the voting can be done by the shareholders for the next 15 minutes.

**Thank you!**



**Mr. Satwinder Singh, Chairman:**

I will just request for this that those who have already voted through the remote e-voting process, they should not cast again through Instapoll because only one will be accepted at a time.

**Moderator:**

Yes, sir.


Silence for 15 minutes

**Mr. Satwinder Singh, Chairman:**

Thank you all for your kind support and co-operation in completing this process, I'll submit my report as soon as the Scrutinizers submit his report to me.

With this I declare the meeting closed, thank you all, stay safe and healthy!

End of Meeting.

  
Chairman Appointed for  
in meeting