

July 11, 2024

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| National Stock Exchange of India Limited Exchange Plaza, Plot No. C/1, G-Block Bandra-Kurla Complex, Bandra (E) Mumbai – 400 051 Trading Symbol: Network18 | BSE Limited P J Towers Dalal Street Mumbai – 400 001 SCRIP CODE: 532798 |
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Sub: Voting Results of the meeting of Equity Shareholders of the Company and Scrutinizer's Report on e-voting (remote e-voting and e-voting at the Meeting)

Dear Sirs,

We enclose herewith the following in connection with the meeting of Equity Shareholders of the Company convened pursuant to the Order of Hon'ble National Company Law Tribunal, Mumbai Bench and held on Wednesday, July 10, 2024:

1. Results of e-voting (remote e-voting and e-voting at the Meeting); and
2. Scrutinizer's Report on e-voting (remote e-voting and e-voting at the Meeting)

You are requested to take the same on record and disseminate on your website.

Thanking you,

Yours faithfully,
For **Network18 Media & Investments Limited**

Nitten Gupta
Compliance Officer

Encl: As above

Network18 Media & Investments Limited

(CIN - L65910MH1996PLC280969)

Regd. office: First Floor, Empire Complex, 414- Senapati Bapat Marg, Lower Parel, Mumbai-400013

T: +91 22 40019000 / 66667777 W: www.nw18.com E: investors.n18@nw18.com

NETWORK18 MEDIA & INVESTMENTS LIMITED

Format for Voting Results

| | |
|---|----------------|
| Date of the AGM/EGM/NCLT Convened Meeting: | July 10, 2024 |
| Total number of shareholders on record date(i.e., July 03, 2024- cut-off date for voting purpose): | 1 56 773 |
| 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: | 8 129 |

Agenda-wise disclosure

The Mode of voting for the resolution was remote e-voting and e-voting at the Meeting.

Approval of Composite Scheme of Arrangement amongst e-Eighteen.com Limited and its shareholders and creditors & TV18 Broadcast Limited and its shareholders and creditors & Network18 Media & Investments Limited and its shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013

| Whether promoter/ promoter group are interested in the agenda/resolution? : | | | No | | | | | |
|---|-------------------------------|----------------------|-------------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Category | Mode of Voting | No. of shares held | No. of votes polled, \$ | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes – against | % of Votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]* 100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 78 52 11 389 | 78 52 11 389 | 100.0000 | 78 52 11 389 | 0 | 100.0000 | 0.0000 |
| | Poll | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Postal Ballot (if applicable) | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | 78 52 11 389 | 78 52 11 389 | 100.0000 | 78 52 11 389 | 0 | 100.0000 | 0.0000 |
| Public- Institutions | E-Voting | 3 71 87 165 | 3 06 21 028 | 82.3430 | 3 06 21 028 | 0 | 100.0000 | 0.0000 |
| | Poll | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Postal Ballot (if applicable) | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | 3 71 87 165 | 3 06 21 028 | 82.3430 | 3 06 21 028 | 0 | 100.0000 | 0.0000 |
| Public- Non Institutions# | E-Voting | 22 45 49 965 | 7 99 73 280 | 35.6149 | 7 99 59 950 | 13 330 | 99.9833 | 0.0167 |
| | Poll | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Postal Ballot (if applicable) | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | 22 45 49 965 | 7 99 73 280 | 35.6149 | 7 99 59 950 | 13 330 | 99.9833 | 0.0167 |
| Total | | 104 69 48 519 | 89 58 05 697 | 85.5635 | 89 57 92 367 | 13 330 | 99.9985 | 0.0015 |

| | |
|--|-----|
| Whether resolution is passed or not? (YES/NO): | YES |
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Notes:

(1) # Includes Shares in the Unclaimed Suspense Account on which voting rights are frozen pursuant to Regulation 39(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule VI thereto and shares held by Investor Education and Protection Fund (IEPF) Authority on which voting rights are frozen pursuant to Rule 6(6) of the IEPF (Accounting, Audit, Transfer and Refund) Rules, 2016.

(2) \$ Represents valid votes polled

(3) As required under the Securities and Exchange Board of India Master Circular No.SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, the votes cast by the public shareholders of Network18 Media & Investments Limited in favour of the resolution are more than the number of votes cast by the public shareholders against the resolution.

(4) Aforesaid resolution has been passed with requisite majority.

SCRUTINIZER'S REPORT

[Pursuant to directions of the Hon'ble National Company Law Tribunal, Mumbai Bench vide its Order dated 5 June, 2024 and provisions of Section 108 and other applicable provisions of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Date: July 10, 2024

To,

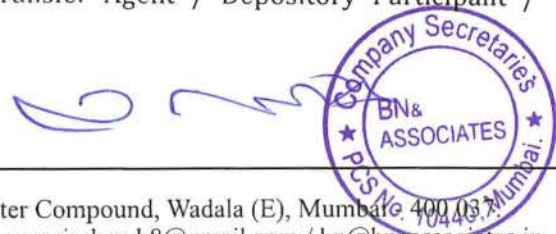
Justice (Retd.) V. Ramasubramanian,

Hon'ble Chairperson appointed by the Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT") for the meeting of the Equity Shareholders of Network18 Media & Investments Limited

Dear Sir,

Re: Meeting of the Equity Shareholders of Network18 Media & Investments Limited convened pursuant to Order dated 5 June, 2024 passed by the Hon'ble National Company Law Tribunal, Mumbai Bench, held on Wednesday, 10 July, 2024 at 4:00 p.m. (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)

1. The NCLT vide its Order dated 5 June, 2024 ("NCLT Order") has *inter alia* directed Network18 Media & Investments Limited ("**Company**" or "**Amalgamated Company**" or "**Network18**") to hold a meeting of its Equity Shareholders to consider and approve, the proposed Composite Scheme of Arrangement amongst e-Eighteen.com Limited ("**E18**" or "**Amalgamating Company 1**") and its shareholders and creditors & TV18 Broadcast Limited ("**TV18**" or "**Amalgamating Company 2**") and its shareholders and creditors & Network18 Media & Investments Limited and its shareholders and creditors ("**Scheme**"). The Scheme is pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("**the Act**") and provides for:
 - (i) amalgamation of E18, a 91.89% subsidiary of Network18 with Network18; and
 - (ii) amalgamation of TV18, a 51.17% subsidiary of Network18 with Network18.
2. In terms of the NCLT Order:
 - a) Meeting of Equity Shareholders of the Company was convened and held on Wednesday, 10 July 2024 at 4:00 p.m. (IST) through VC/OAVM ("**the Meeting**"). The deemed venue for the Meeting was the Registered Office of the Company;
 - b) Notice of the Meeting dated 6 June, 2024 ("**Notice**") along with the accompanying documents were sent through electronic mail to those Equity Shareholders whose e-mail addresses were registered/ available with the Company / Registrar and Transfer Agent / Depository Participant / Depositories. Further, the Notice of the Meeting along with the accompanying documents were sent through speed post to those Equity Shareholders whose e-mail addresses were not registered/ available with the Company / Registrar & Transfer Agent / Depository Participant / Depositories;



- c) The said Notice was also placed on the website of the Company at: <https://www.nw18.com/merger#network18>, the website of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively; and on the website of KFin Technologies Limited ("**KFinTech**") at <https://evoting.kfintech.com>, being the agency appointed by the Company to provide, to its Equity Shareholders, facility to exercise their right to vote on the resolution contained in the Notice calling the Meeting using an electronic voting system viz. (i) remotely, before the Meeting ("**remote e-voting**") and; (ii) e-voting at the Meeting ("**Insta Poll**"); and
- d) Notice of the meeting of the Equity Shareholders of the Company was published on 10 June, 2024 in 'Business Standard' in English language having nationwide circulation and in 'Loksatta' in Marathi language having circulation in Maharashtra.
3. I, B. Narasimhan, Company Secretary in practice and Proprietor of M/s. BN & Associates, have been appointed as Scrutinizer vide the NCLT Order for the purpose of scrutinizing the process of remote e-voting and Insta Poll voting on the proposed resolution contained in the Notice calling the Meeting.
4. As the Scrutinizer, I have to scrutinize:
- Process of remote e-voting; and
 - Process of Insta Poll.

Management's Responsibility

5. The management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the Rules made thereunder; and (ii) the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**LODR**") (iii) the SEBI Master Circular SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 ("**SEBI Master Circular**") and; (iv) the NCLT Order in this regard. The management of the Company is also responsible for ensuring a secured framework and robustness of the electronic voting systems.

Scrutinizer's Responsibility

6. My responsibility as Scrutinizer for e-voting process (i.e. remote e-voting and Insta Poll) is restricted to making a Scrutinizer's Report of the votes cast "in favour" or "against" the resolution contained in the Notice, based on the reports generated from the e-voting system provided by KFinTech, the Registrar and Transfer Agent of the Company (being an Agency authorized under the Act and the Rules made thereunder and engaged by the Company to provide e-voting facility) and attendant papers / documents furnished to me electronically by the Company and / or KFinTech for my verification.
7. The Equity Shareholders of the Company as on the Cut-Off Date, as specified in the Notice, i.e. Wednesday, July 3, 2024, were entitled to vote on the resolution as set out in the Notice calling the Meeting and their voting rights were in proportion to their shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.



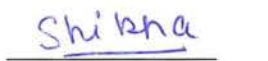
8. **Insta Poll process:**

- (i) The facility for voting electronically was also made available at the Meeting (i.e. Insta Poll) to those Equity Shareholders who had not cast their vote through remote e-voting.
- (ii) After the time fixed for the closure of the e-voting at the Meeting by the Chairperson, the electronic system recording the e-voting ("**e-votes**") was locked by KFinTech under my instructions.
- (iii) The e-votes cast at the Meeting were unblocked on Wednesday, July 10, 2024 after the conclusion of the Meeting.
- (iv) The e-votes were reconciled with the records maintained by the Company / KFinTech and the authorizations lodged with the Company / KFinTech on test check basis.

9. **Remote e-voting process:**

- (i) The remote e-voting period remained open from Friday, July 5, 2024 (12:00 noon IST) to Tuesday, July 9, 2024 (5:00 p.m. IST).
- (ii) The votes cast during the remote e-voting period were unblocked on Wednesday, July 10, 2024 after the conclusion of the Meeting and was witnessed by two witnesses, Mr. K. Venkataraman and Ms. Shikha Yadav who are not in employment of the Company / KFinTech. They have signed below in confirmation of the same.




(Mr. K. Venkataraman)


(Ms. Shikha Yadav)

- (iii) Thereafter, the details containing, inter alia, the list of Equity Shareholders who voted "in favour" or "against" on the resolution, were generated from the e-voting website of KFinTech i.e., <https://evoting.kfintech.com>. Based on the report generated by KFinTech and relied upon by me, data regarding the remote e-voting was scrutinized on test check basis.

10. The resolution as set out in the Notice calling the Meeting of Equity Shareholders ("**Resolution**") is reproduced below:

*"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, the rules, circulars and notifications made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the provisions of the Memorandum and Articles of Association of the Company and subject to the sanction of the Hon'ble National Company Law Tribunal, Mumbai Bench ("**Tribunal**") and subject to such other approval(s), permission(s) and sanction(s) of regulatory and other authorities, as may be necessary and subject to such condition(s) and modification(s) as may be deemed appropriate by the Parties to the Scheme, at any time and for any reason whatsoever, or which may otherwise be considered necessary, desirable or as may be prescribed or imposed by the Tribunal or by any regulatory or other authorities, while granting such approval(s), permission(s) and sanction(s), which may be agreed to by the*

Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution), the arrangement embodied in the Composite Scheme of Arrangement amongst e-Eighteen.com Limited and its shareholders and creditors & TV18 Broadcast Limited and its shareholders and creditors & Network18 Media & Investments Limited and its shareholders and creditors (“**Scheme**”), be and is hereby approved;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this Resolution and effectively implement the arrangement embodied in the Scheme and to make any modification(s) or amendment(s) to the Scheme at any time and for any reason whatsoever, and to accept such modification(s), amendment(s), limitation(s) and/or condition(s), if any, which may be required and/or imposed by the Tribunal while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any question(s) or doubt(s) or difficulties that may arise including passing of such accounting entries and /or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper, without being required to seek any further approval of the Members and the Members shall be deemed to have given their approval thereto expressly by authority under this Resolution.”

1. I submit, herewith, the Scrutinizer's Report on the consolidated results of the remote e-voting and Insta Poll on the Resolution, based on the reports generated by KFinTech, scrutinized on test check basis and relied upon by me as under:

I. Votes cast by the Equity Shareholders of the Company:

- a. Total number of Valid Votes Polled – 89,58,05,697
- b.

| Votes in favor of the Resolution | | | Votes against the Resolution | | | Invalid votes |
|----------------------------------|-----------------------|---|-------------------------------|-----------------------|---|-------------------------|
| Number of Equity Shareholders | Number of Valid Votes | As a percentage of total number of valid votes as referred in “a” above | Number of Equity Shareholders | Number of Valid Votes | As a percentage of total number of valid votes as referred in “a” above | Number of Invalid Votes |
| (Col.1) | (Col.2) | (Col.3) | (Col.4) | (Col.5) | (Col.6) | (Col.7) |
| 454 | 89,57,92,367 | 99.999 | 27 | 13,330 | 0.001 | 0 |



II. Votes cast by the Public Shareholders (excluding promoter and promoter group) as required under the SEBI Master Circular:

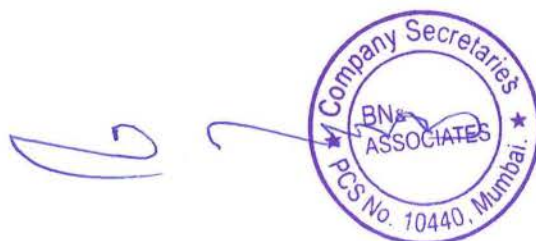
a. Total number of Valid Votes Polled by Public Shareholders of the Company - 11,05,94,308

b.

| Votes in favor of the Resolution | | | Votes against the Resolution | | | Invalid votes |
|----------------------------------|-----------------------|---|-------------------------------|-----------------------|---|-------------------------|
| Number of Equity Shareholders | Number of Valid Votes | As a percentage of total number of valid votes as referred in "a" above | Number of Equity Shareholders | Number of Valid Votes | As a percentage of total number of valid votes as referred in "a" above | Number of Invalid Votes |
| (Col.1) | (Col.2) | (Col.3) | (Col.4) | (Col.5) | (Col.6) | (Col.7) |
| 441 | 11,05,80,978 | 99.988 | 27 | 13,330 | 0.012 | 0 |

Accordingly, the Resolution has been approved by the Equity Shareholders of the Company with requisite majority as required under the Act. Further the votes cast by the Public Shareholders of Company in favour of the proposal were more than the number of votes cast by the Public Shareholders against it as required under the SEBI Master Circular.

12. The electronic data and all other relevant records relating to remote e-voting and Insta Poll will be handed over to Mr. Nitten Gupta, Compliance Officer of the Company for safe keeping as provided in the Act read with the relevant Rules.
13. This report is issued in accordance with the terms of the Engagement Letter.



Restriction on Use

14. This report has been issued at the request of the Company for (i) submission to Stock Exchanges, NCLT and other Regulatory Authorities, as required, (ii) placing on website of the Company and (iii) placing on the website of KFinTech. 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 sincerely,

Signature: 

Name: B. Narasimhan

Firm Name: BN & Associates

COP/Membership No: 10440 / FCS1303

UDIN: F001303F000697207



Date: July 10, 2024

Place: Mumbai

Counter signed by:



Justice (Retd.) V. Ramasubramanian,

Hon'ble Chairperson appointed by the Hon'ble National Company Law Tribunal, Mumbai Bench
for the meeting of the Equity Shareholders of Network18 Media & Investments Limited

Date: July 10, 2024

Place: Mumbai