

Ref: NMW/CS/03/2020

29<sup>th</sup> December, 2020

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

**BSE Limited**  
25<sup>th</sup> Floor, P J Towers  
Dalal Street  
**Mumbai - 400001**

**Trading Symbol: NEXTMEDIA**

**Security Code: 532416**

Dear Sirs,

**Sub: Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") – Submission of Voting Results of Annual General Meeting (AGM) of Next Mediaworks Limited held on 29<sup>th</sup> December, 2020 and Scrutinizer's Report thereon**

Please find enclosed herewith summary of voting results (*i.e. e-voting and remote e-voting process*), at 39<sup>th</sup> AGM of the shareholders of the Company held today i.e. 29<sup>th</sup> December, 2020 via video-conferencing, along with Scrutinizer's Report dated 29<sup>th</sup> December, 2020.

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

1. Adoption of:
  - a) revised audited standalone financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2020 and the report of Auditors thereon and the revised report of the Board of Directors; and
  - b) revised audited consolidated financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2020 and the report of the Auditors thereon.
2. Re-appointment of Mr. Praveen Someshwar as Director, who retires by rotation, and being eligible, offers himself for re-appointment.
3. Appointment of Mr. Sameer Singh as Independent Director.

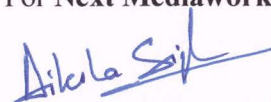
The details required under SEBI LODR and SEBI Circular CIR/CFD/CMD/4/2015 dated September 9, 2015 in relation to the appointment of Mr. Sameer Singh were already submitted to the stock exchanges on 13<sup>th</sup> January, 2020.

This is for your information and records.

Thanking you,

Yours faithfully,

For Next Mediaworks Limited

  
(Diksha Singh)  
Company Secretary



Encl.: As above

Unit 701 A, 7th Floor, Tower-2, Indiabulls Finance Centre, Senapati Bapat Marg,  
Elphinstone Road, Mumbai – 400 013, Ph.:+91 22 44104104  
Website: www.nextmediaworks.com, CIN: L22100MH1981PLC024052  
E-mail: investor.communication@radioone.in

**SUMMARY OF VOTING RESULTS OF 39<sup>TH</sup> AGM HELD THROUGH VIDEO CONFERENCING**

**Date of declaration of result- 29<sup>th</sup> December, 2020**

<b>Name of the Company</b>	Next Mediaworks Limited	
<b>Date of AGM/EGM</b>	29 <sup>th</sup> December, 2020	
<b>Last date of receiving Postal Ballot Form/E-voting</b>		
<b>Total number of shareholders as on the cut-off date (i.e. 22<sup>nd</sup> December, 2020)</b>	13,817	
<b>No. of Shareholders present in the meeting either in person or through proxy</b>	<b>Promoters and Promoter Group</b>	<b>Public</b>
	Not Applicable	
<b>No. of Shareholders attended the meeting through Video Conferencing:</b>	<b>Promoters and Promoter Group</b>	<b>Public</b>
	7	39

<b>ITEM NO.</b>	1
<b>Details of Agenda:</b>	To receive, consider and adopt: a) revised audited standalone financial statements of the Company for the financial year ended March 31, 2020 and the report of Auditors thereon and the revised report of the Board of Directors; and b) revised audited consolidated financial statements of the Company for the financial year ended March 31, 2020 and the report of the Auditors thereon.
<b>Resolution required:</b>	Ordinary Resolution
<b>Whether promoter /promoter group are interested in the agenda/ resolution?</b>	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
<b>Promoter and Promoter Group</b>	Remote e-Voting	5,01,61,307	5,01,61,307	100.0000	5,01,61,307	0	100.0000	0.0000
	E-voting at AGM		0	0.0000	0	0	0.0000	0.0000
<b>Public-Institutions</b>	Remote e-Voting	18,22,664	0	0.0000	0	0	0.0000	0.0000
	E-voting at AGM		0	0.0000	0	0	0.0000	0.0000
<b>Public- Non Institutions</b>	Remote e-Voting	1,49,08,937	1,893	0.0127	1,843	50	97.3587	2.6413
	E-voting at AGM		197	0.0013	47	150	23.8579	76.1421
	<b>Total</b>	6,68,92,908	5,01,63,397	74.9906	5,01,63,197	200	99.9996	0.0004

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<b>ITEM NO.</b>	2
<b>Details of Agenda:</b>	To appoint Mr. Praveen Someshwar (DIN: 01802656) as Director, who retires by rotation, and being eligible, offers himself for re-appointment.
<b>Resolution required:</b>	Ordinary Resolution
<b>Whether promoter /promoter group are interested in the agenda/ resolution?</b>	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
<b>Promoter and Promoter Group</b>	Remote e-Voting	5,01,61,307	5,01,61,307	100.0000	5,01,61,307	0	100.0000	0.0000
	E-voting at AGM		0	0.0000	0	0	0.0000	0.0000
<b>Public-Institutions</b>	Remote e-Voting	18,22,664	0	0.0000	0	0	0.0000	0.0000
	E-voting at AGM		0	0.0000	0	0	0.0000	0.0000
<b>Public- Non Institutions</b>	Remote e-Voting	1,49,08,937	1,893	0.0127	1,843	50	97.3587	2.6413
	E-voting at AGM		197	0.0013	47	150	23.8579	76.1421
<b>Total</b>		6,68,92,908	5,01,63,397	74.9906	5,01,63,197	200	99.9996	0.0004

<b>ITEM NO.</b>	3
<b>Details of Agenda:</b>	To appoint Mr. Sameer Singh (DIN: 08138465) as an Independent Director
<b>Resolution required:</b>	Ordinary Resolution
<b>Whether promoter /promoter group are interested in the agenda/ resolution?</b>	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
<b>Promoter and Promoter Group</b>	Remote e-Voting	5,01,61,307	5,01,61,307	100.0000	5,01,61,307	0	100.0000	0.0000
	E-voting at AGM		0	0.0000	0	0	0.0000	0.0000
<b>Public-Institutions</b>	Remote e-Voting	18,22,664	0	0.0000	0	0	0.0000	0.0000
	E-voting at AGM		0	0.0000	0	0	0.0000	0.0000

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<b>Public- Non Institutions</b>	Remote e-Voting	1,49,08,937	1,893	0.0127	1,743	150	92.0761	7.9239
	E-voting at AGM		197	0.0013	47	150	23.8579	76.1421
	<b>Total</b>	6,68,92,908	5,01,63,397	74.9906	5,01,63,097	300	99.9994	0.0006

The aforesaid resolution has been passed with the requisite majority.

Yours faithfully,

For Next Mediaworks Limited



(Diksha Singh)

Company Secretary

Membership No.: A44999

HT House, 2<sup>nd</sup> Floor, 18-20

K.G Marg, New Delhi – 110001



**Date:** 29<sup>th</sup> December, 2020





**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 of the meeting/Board of Directors  
Next Mediaworks Limited [CIN: L22100MH1981PLC024052]  
Unit 701A, 7<sup>th</sup> 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 and voting at the Annual General Meeting 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 as amended, for the 39<sup>th</sup> Annual General Meeting of Next Mediaworks Limited**

1. I, Sanket Jain (Company Secretary-in-Practice, C.P. No. 12583), was appointed as the Scrutinizer by the Board of Directors of Next Mediaworks Limited ("**the Company**") vide resolution dated 23<sup>rd</sup> June, 2020 for the purpose of scrutinizing the process of voting through electronic means ("**e-voting**") on the resolution(s) contained in the notice dated 27<sup>th</sup> November, 2020 calling the 39<sup>th</sup> Annual General Meeting of its Members ("**the Meeting/ AGM**") through VC/ OAVM ("**AGM Notice**"), convened on Tuesday, 29<sup>th</sup> December, 2020 at 11:00 A.M. (IST) through VC/ OAVM in accordance with General Circular No. 14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020 respectively, issued by the Ministry of Corporate Affairs (MCA) (hereinafter referred to as "**MCA Circulars**"), Government of India.
2. The said appointment as Scrutinizer is under 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:
  - (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 through electronic voting system ("**InstaPoll**")

*'SATYARAJ', BEHIND HOTEL CHANDA, CIVIL LINES, JHANSI (U.P.) – 284002*

*E-mail: [sanketjainco@gmail.com](mailto:sanketjainco@gmail.com), [sanketjaincs@gmail.com](mailto:sanketjaincs@gmail.com)*

*Contact No.: +91-8874888806, +91-8052244888*

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### **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 & 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**

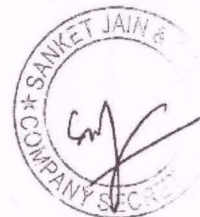
My responsibility as Scrutinizer for e-voting process (i.e. remote e-voting and InstaPoll) is restricted to making a Consolidated Scrutinizer's Report of the votes cast in "favour" or "against" the resolutions contained in the AGM Notice, based on the reports generated from the e-voting system provided 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 my verification.

### **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., Tuesday, 22<sup>nd</sup> December, 2020 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 13,817 shareholders of the Company and the total paid-up share capital of the Company was Rs. 66,89,29,080/- (Rupees Sixty Six Crore Eighty Nine Thousand Twenty Nine Thousand and Eighty only) divided into 6,68,92,908 (Six Crore 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-20 to 9,836 Equity Shareholders of the Company on 6<sup>th</sup> December, 2020 whose email ids were registered and available on 4<sup>th</sup> December, 2020 (Benpos date). The Notice of the Meeting was also made available on the website of the Company viz. [www.nextmediawork.com](http://www.nextmediawork.com). The Company has also dispatched notice of meeting along with annual report on 23<sup>rd</sup> December, 2020 to 110 shareholders on their registered email ids, who have acquired shares after 4<sup>th</sup> December, 2020 but on or before 22<sup>nd</sup> December, 2020 i.e. cut-off date.

The Company had published advertisements on 8<sup>th</sup> December, 2020 regarding dispatch of AGM Notice along with Annual Report for FY-20 to shareholders in "Mint" (English newspaper-all editions) and "Navshakti" (Marathi newspaper-Mumbai Edition).





## 6. E-voting process at the AGM

- i. After the time fixed for closing of the e-voting by Mr. Praveen Someshwar, Chairman of the meeting, 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.
- iii. The e-votes cast were unblocked on Tuesday, December 29, 2020 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 25<sup>th</sup> December, 2020 (Friday) and ended at 5.00 P.M. (Server time) on 28<sup>th</sup> December, 2020 (Monday) 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 Tuesday, 22<sup>nd</sup> December, 2020 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 29<sup>th</sup> December, 2020, after the conclusion of the AGM and post counting of InstaPoll, remote e-voting event was unblocked by me
  - iv. Thereafter, the details containing, *inter alia*, the list of Equity Shareholders who voted in "favour" or "against" 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 and relied upon by me as under:

## ORDINARY BUSINESS

### RESOLUTION NO.1 – ORDINARY RESOLUTION

To receive, consider and adopt:

- a) revised audited standalone financial statements of the Company for the financial year ended March 31, 2020 and the reports of Auditors thereon and the revised report of the Board of Directors; and
- b) revised audited consolidated financial statements of the Company for the financial year ended March 31, 2020 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	29	5,01,63,150	99.9995
(B) InstaPoll	6	47	0.0001
Total (A+B)	35	5,01,63,197	99.9996

(3)



**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	1	50	0.0001
(B) InstaPoll	2	150	0.0003
<b>Total (A+B)</b>	<b>3</b>	<b>200</b>	<b>0.0004</b>

**III. Abstained Votes**

Mode of Voting	Number of members whose votes were invalid	Number of votes cast by them
(A) Remote e-voting	0	0
(B) InstaPoll	0	0
<b>Total (A+B)</b>	<b>0</b>	<b>0</b>

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

**RESOLUTION NO.2 - ORDINARY RESOLUTION**

To appoint Mr. Praveen Someshwar (DIN: 01802656) 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	29	5,01,63,150	99.9995
(B) InstaPoll	6	47	0.0001
<b>Total (A+B)</b>	<b>35</b>	<b>5,01,63,197</b>	<b>99.9996</b>

**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	1	50	0.0001
(B) InstaPoll	2	150	0.0003
<b>Total (A+B)</b>	<b>3</b>	<b>200</b>	<b>0.0004</b>

**III. Abstained Votes**

Mode of Voting	Number of members whose votes were invalid	Number of votes cast by them
(A) Remote e-voting	0	0
(B) InstaPoll	0	0
<b>Total (A+B)</b>	<b>0</b>	<b>0</b>

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

(4)





**SPECIAL BUSINESS**

**RESOLUTION NO.3 – ORDINARY RESOLUTION**

**To appoint Mr. Sameer Singh as an Independent Director, not liable to retire by rotation**

**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	28	5,01,63,050	99.9993
(B) InstaPoll	6	47	0.0001
<b>Total (A+B)</b>	<b>34</b>	<b>5,01,63,097</b>	<b>99.9994</b>

**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	2	150	0.0003
(B) InstaPoll	2	150	0.0003
<b>Total (A+B)</b>	<b>4</b>	<b>300</b>	<b>0.0006</b>

**III. Abstained Votes**

Mode of Voting	Number of members whose votes were invalid	Number of votes cast by them
(A) Remote e-voting	0	0
(B) InstaPoll	0	0
<b>Total (A+B)</b>	<b>0</b>	<b>0</b>

*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 Mr. Praveen Someshwar, Chairman of the meeting, considers, approves and signs the minutes and thereafter, the Scrutinizer shall hand over the register and other related papers to the Company.

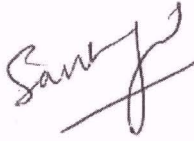
10. This report is issued in accordance with the terms of the Engagement Letter.



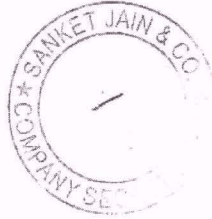
**Restriction on Use**

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,



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



**Countersigned by**  
**For Next Mediaworks Limited**



**(Company Secretary)**

UDIN: A026531B001712930

Place: Jhansi  
Date: 29.12.2020

Place: New Delhi  
Date: 29.12.2020