

**Ref:** NMW/CS/03/2022

February 25, 2022

**National Stock Exchange of India Limited**

Exchange Plaza, 5<sup>th</sup> Floor  
Plot No. C/1, G Block  
Bandra Kurla Complex  
Bandra (E) Mumbai – 400051

**BSE Limited**

Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai- 400 001

**Symbol:** NEXTMEDIA

**Scrip Code:** 532416

Dear Sir/ Madam,

**Sub: Voting Results of the meeting of Equity Shareholders of Next Mediaworks Limited held on February 24, 2022 pursuant to the order of the Hon'ble National Company Law Tribunal, Mumbai Bench**

**Ref: In the matter of Composite Scheme of Amalgamation (“Scheme”) between Digicontent Limited, Next Mediaworks Limited, HT Mobile Solutions Limited with HT Media Limited and their respective Shareholders and Creditors**

Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Regulations**”), please find enclosed following disclosures in relation to the meeting of the Equity Shareholders of Next Mediaworks Limited held on February 24, 2022 through video conferencing as directed by the Hon’ble National Company Law Tribunal, Mumbai Bench:

1. Voting Result of the meeting of equity shareholders pursuant to Regulation 44 of SEBI Regulations; and
2. Consolidated Scrutinizer’s Report on remote e-voting and voting conducted at the meeting of equity shareholders.

The above is for your information and record.

Thanking You

Yours truly,

For **Next Mediaworks Limited**

**DINESH** Digitally signed by  
DINESH MITTAL  
**MITTAL** Date: 2022.02.25  
19:12:29 +05'30'

**(Dinesh Mittal)**  
**Authorised Signatory**

**Encl:** As above

		NEXT MEDIAWORKS LIMITED								
Date of the AGM/EGM		24-02-2022								
Total number of shareholders on record date		14740								
No. of shareholders present in the meeting either in person or through proxy:										
Promoters and Promoter Group:		Not Applicable								
Public:		Not Applicable								
No. of Shareholders attended the meeting through Video Conferencing										
Promoters and Promoter Group:		1								
Public:		36								
Resolution No.	1									
<p>i. Majority of persons representing three-fourths in value of the class of member as required under section 230 of the Companies Act, 2013</p> <p>ii. Votes cast by the public shareholders in favour of the proposal are more than the number of votes cast by the public shareholders against it as per SEBI Circular CFD/DIL3/CIR/2017/21 dated March 10, 2017</p> <p>To approve the Composite Scheme of Amalgamation ("Scheme") of Digicent Limited ("Transferor Company 1"), Next Mediaworks Limited ("Transferor Company 2") and HT Mobile Solutions Limited ("Transferor Company 3") (hereinafter collectively referred to as "Transferor Companies") with HT Media Limited ("Transferee Company") and their respective shareholders and creditors under the provisions of Sections 230 to 232 of the Companies Act, 2013 and the other applicable provisions thereof and rules thereunder.</p>										
Resolution required: (Ordinary/ Special)										
Whether promoter/ promoter group are interested in the agenda/resolution?		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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	50,161,307	50,161,307	100.0000	50,161,307	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		50,161,307	100.0000	50,161,307	0	100.0000	0.0000	0.0000	0
Public- Institutions	E-Voting	1,636,409	1,636,409	100.0000	0	1,636,409	0.0000	100.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,636,409	100	0	1,636,409	0.0000	100.0000	0.0000	0
Public- Non Institutions	E-Voting	15,095,192	92,788	0.6147	92,733	55	99.9407	0.0592	0	200
	Poll		288,334	1.9101	288,334	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		381,122	2.5248	381,067	55	99.9856	0.0144	0	200
Total		66,892,908	52,178,838	78.0035	50,542,374	1,636,464	96.8637	3.1363	0	200


  
 Raj Kumar Kale  
 Asst. Vice President

For Next Mediaworks Limited

DINESH MITTAL Digitally signed by  
 DINESH MITTAL  
 Date: 2022.02.25  
 20:09:01 +05'30'

**(Dinesh Mittal)**  
**Authorised Signatory**

## SCRUTINIZER'S REPORT

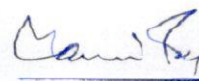
[Pursuant to Section 108 of the Companies Act, 2013 (hereinafter "the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (hereinafter "Management Rules") and Order passed by the Hon'ble National Company Law Tribunal, Mumbai Bench]

**The Chairman of the NCLT convened Meeting of Equity Shareholders of Next Mediaworks Limited, (CIN: L22100MH1981PLC024052) Regd. Office: Unit 701 A, 7th Floor, Tower 2, Indiabulls Finance Centre, Senapati Bapat Marg, Elphinstone Road, Mumbai – 400013, Maharashtra**

**Sub: Consolidated Scrutinizer's report on the results of voting by equity shareholders of Next Mediaworks Limited ("Company") of remote e-voting and e-voting during the meeting of the Company pursuant to the order of the Hon'ble National Company Law Tribunal, Mumbai Bench ("Hon'ble Tribunal" "NCLT") of Next Mediaworks Limited held on February 24, 2022 at 11.00 a.m. (IST), through video conferencing, pursuant to Sections 230-232 of the Act, read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("Arrangement Rules"), and Sections 108 of the Act read with Rule 20 of Management Rules as amended.**

Dear Sir,

I, **Manish Gupta**, Company Secretary in Whole Time Practice having office at 207, Suchet Chambers, 1224/5, Bank Street, Karol Bagh, New Delhi – 110005, have been appointed as a Scrutinizer by the Hon'ble Tribunal, by its order dated December 03, 2021 (**hereinafter collectively referred to as "Order"**), for the purpose of scrutinizing the remote e-voting process (prior to the meeting) and e-voting (during the meeting), in a fair and transparent manner, of the meeting of the Equity Shareholders of the Company, convened by the abovesaid Order and held on Thursday, February 24, 2022 at 11.00 a.m. (IST) through video conferencing (VC) / other audio visual means (OAVM), pursuant to the provisions of the Sections 230 to 232 of Act read with Arrangement Rules and Sections 108 and of the Act read with Rule 20 of the Management Rules as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**), on the below mentioned resolution seeking approval of the equity shareholders to the Composite Scheme of Amalgamation between Digicontent Limited (**"Transferor Company 1"**), Next Mediaworks Limited (**"Transferor Company 2"**), HT Mobile Solutions Limited (**"Transferor Company 3"**) with HT Media Limited (**"Transferee Company"**) and their respective

  
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shareholders and creditors ("Scheme"), under sections 230 to 232 of the Act, as set forth in the notice of the meeting of Equity Shareholders of the Company ("Notice").

### **Management's Responsibility**

The Compliance with the requirements of the Act, the Rules made thereunder, above said order of Hon'ble NCLT and the SEBI Listing Regulations relating to Remote E-voting and E-voting during the meeting on the under mentioned resolution is the responsibility of the management of the Company. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

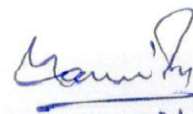
### **Scrutiniser's Responsibility**

My responsibility as a Scrutiniser was restricted to ensure that the voting process both through Remote E-voting and e-voting during the meeting, is conducted in a fair and transparent manner and to prepare a Consolidated Scrutinizer's Report on the following:

- a) Votes cast "in favour" or "against" the Resolution and "invalid" votes casted by the equity shareholders based on the reports generated from the e-voting system provided by KFin Technologies Private Limited ("**KFin**"); and
- b) Votes cast "in favour" or "against" the Resolution and "invalid" votes casted by the public equity shareholders, based on the reports generated from the e-voting system provided by KFin.

### **I hereby submit my report as under:**


1. In terms of Section 108 of the Act read with Rule 20 of the Management Rules and the provisions of the Listing Regulations, 2015, as amended, the Company had engaged KFin, being an authorised agency engaged by the Company to provide the facility to exercise their right to vote on the resolution proposed to be passed at the Meeting through electronic means (by using the electronic voting system) by (i) remote e-voting prior to the Meeting; (ii) e-voting during the Meeting.
2. As confirmed by the Company, the said notice dated January 20, 2022 along with the Scheme and explanatory statement under Sections 230(3), 232(1), 232(2) read with section 102 and other applicable provisions of the Act read with Rule 6 of the Arrangements Rules, the Notice and other annexures ("Notices") was sent on Saturday, January 22, 2022 (i) through electronic mode to the equity shareholders whose e-mail IDs are registered with KFin/Depositories; and (ii) through courier (physically) to the equity shareholders whose email IDs are not registered with KFin/Depositories.



3. In terms of the Notice, the remote e-voting commenced on Sunday, February 20, 2022, at 9:00 a.m. (IST) and ended on Wednesday, February 23, 2022, at 5.00 p.m. (IST). At the end of the Remote e-voting period, the Remote e-voting facility was blocked by KFin forthwith.
4. The members of the Company whose names were recorded in its Register of Members or in the Register of beneficial owners maintained for it by the depositories (in case of shares held in dematerialized form) as on the cut-off date i.e., February 17, 2022, were entitled to vote on the proposed resolution as set out in the notice of said NCLT convened meeting of the Company.
5. The Company provided the facility of e-voting during meeting only to such member who had not cast their vote through Remote e-voting.
6. After the closure of the e-voting at the Meeting of the Equity Shareholders, the report on the votes cast under remote e-voting facility prior to the Meeting and under e-voting at the Meeting were unblocked and counted in the presence of two witnesses viz. Mr. Deepanshu Gupta, R/o 381/6B Street No. 1 Than Singh Nagar, Anand Parvat New Delhi - 110005 and Mr. Saurabh Agrawal R/o 26/16, Street No. 13, Vishwas Nagar, Shahdara Delhi-110032.



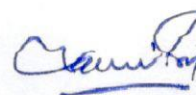
(Signature of Witness)



(Signature of Witness)

7. I have scrutinized and reviewed the remote e-voting prior to the Meeting and at the Meeting and votes tendered therein based on the data downloaded from the KFin e-voting system. The downloaded data was reconciled with the records maintained by KFin and the authorisations with the Company/ KFin.
8. The resolution placed before the equity shareholders and consolidated result of the e-voting on the same through remote e-voting prior to the Meeting and e-voting during the Meeting seeking approval of the equity shareholders of the Company is given 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 issued thereunder, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with the circulars and notifications issued thereunder, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and subject to the provisions of the Memorandum and Articles of Association of the Company





and subject to the approval of Hon'ble jurisdictional National Company Law Tribunal ("NCLT") and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications 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 NCLT or by any regulatory or other authorities, while granting such approvals, permissions and sanctions, 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 person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the Composite Scheme of Amalgamation of Digicontent Limited ("Transferor Company 1"), Next Mediaworks Limited ("Transferor Company 2") and HT Mobile Solutions Limited ("Transferor Company 3") (hereinafter collectively referred to as "Transferor Companies") with HT Media Limited ("Transferee Company") ("**Scheme**") and their respective shareholders and creditors, which was circulated along with this Notice, be and is hereby approved.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized 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 Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by NCLT while sanctioning the Scheme or by any authorities under law, including but not limited to 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, and to settle any question, difficulty or doubt that may arise in respect of Scheme, without being required to seek any further consent or approval of the equity shareholders of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."



**A. Voting Results of the Equity Shareholders (including Public Shareholders):**

**(a) Voted in favour of the resolution:**

	<b>Number of Members voted through electronic voting system</b>	<b>Number of votes cast in favour of resolution</b>	<b>% of total number of valid votes cast</b>
Remote E-voting prior to the Meeting	62	5,02,54,040	96.31
E-voting at the Meeting	9	2,88,334	0.55
<b>Total</b>	<b>71</b>	<b>5,05,42,374</b>	<b>96.86</b>

**(b) Voted against the resolution:**

	<b>Number of Members voted through electronic voting system</b>	<b>Number of votes cast against the resolution</b>	<b>% of total number of valid votes cast</b>
Remote E-voting prior to the Meeting	6	16,36,464	3.14
E-voting at the Meeting	0	0	0
<b>Total</b>	<b>6</b>	<b>16,36,464</b>	<b>3.14</b>

**(c) Invalid votes:**

<b>Total number of members whose votes were declared invalid</b>	<b>Total numbers of votes cast by them</b>
0	0

**(d) Abstained votes:** 1 (One) Member holding 200 equity shares abstained from voting.

**Note:** 1 (One) Member holding 200 equity shares, partially voted in favour and partially against.





**B. Voting Results of the Public Equity Shareholders:**

**(a) Voted in favour of the resolution:**

	<b>Number of Members voted through electronic voting system</b>	<b>Number of votes cast in favour of resolution</b>	<b>% of total number of valid votes cast by public</b>
Remote E-voting prior to the Meeting	55	92,733	4.60
E-voting at the Meeting	9	2,88,334	14.29
<b>Total</b>	64	381,067	18.89

**(b) Voted against the resolution:**

	<b>Number of Members voted through electronic voting system</b>	<b>Number of votes cast against the resolution</b>	<b>% of total number of valid votes cast by public</b>
Remote E-voting prior to the Meeting	6	16,36,434	81.11
E-voting at the Meeting	0	0	0
<b>Total</b>	6	16,36,434	81.11

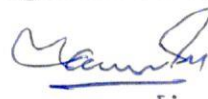
**(c) Invalid votes:**

<b>Total number of members whose votes were declared invalid</b>	<b>Total numbers of votes cast by them</b>
0	0

**(d) Abstained votes:** 1 (One) Member holding 200 equity shares abstained.

**Note:** 1 (One) Member holding 200 equity shares, partially voted in favour and partially against.

9. I have observed that the Power of Attorney executed by the Foreign Portfolio Investors in favour of Citi Bank, to attend and vote in any of the meetings of the Investee Companies, does not have the name of the employee who has exercised the voting right on behalf of Citi Bank.





10. Based on the foregoing voting clause (A) Majority of the members of Next Mediaworks Limited representing three- fourths in value cast votes in the favour of the scheme; and as per clause (B) the votes cast by the public shareholders of Next Mediaworks Limited, in favour of the Scheme, are less than the number of votes cast by the public shareholders against it.

*Further in consonance to the circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 issued by the Securities and Exchange Board of India ("SEBI"), the votes cast by the public shareholders in favour of the scheme shall be more than the number of votes cast by the public shareholders against it for the approval of the scheme. Accordingly, the scheme has not been approved with the requisite majority from the public shareholders.*

Thanking You.

Yours faithfully,



**CS Manish Gupta**  
**(Scrutinizer appointed by the Hon'ble Tribunal**  
**for the Meeting of the Equity Shareholders)**  
**FCS: 5123 CP: 4095**  
**UDIN No. F005123C002721265**

**Date: February 25, 2022**  
**Place: New Delhi**

Countersigned by



Satwinder Singh  
Chairman