

September 30, 2022

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: Disclosure of Voting Results in respect of the 27th Annual General Meeting of the Company held on Thursday, September 29, 2022

Dear Sirs,

The details of voting results in respect of the 27th Annual General Meeting of the Company held on Thursday, September 29, 2022 is enclosed herewith in the format prescribed under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 alongwith the Consolidated Scrutinizer's Report on voting through electronic means (i.e. remote e-voting and voting at the Meeting through electronic voting system).

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

Thanking you,

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

Ratnesh Rukhariyar
Group Company Secretary

Encl.: as above

Network18 Media & Investments Limited

(CIN - L65910MH1996PLC280969)

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

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NETWORK18 MEDIA & INVESTMENTS LIMITED

Format for Voting Results

Date of the AGM/EGM:	September 29, 2022
Total number of shareholders on record date(i.e., September 22, 2022 - cut-off date for voting purpose):	1,36,238
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 75

Agenda-wise disclosure

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

Resolution 1(a): Consideration and adoption of Audited Financial Statement of the Company for the financial year ended March 31, 2022 and the Reports of the Board of Directors and Auditors thereon (Ordinary Resolution)

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	6 30 43 126	6 09 36 879	96.6590	6 09 36 879	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	6 30 43 126	6 09 36 879	96.6590	6 09 36 879	0	100.0000	0.0000
Public- Non Institutions	E-Voting	19 86 94 004	9 49 69 346	47.7968	9 49 15 482	53 864	99.9433	0.0567
	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	19 86 94 004	9 49 69 346	47.7968	9 49 15 482	53 864	99.9433	0.0567
Total		104 69 48 519	94 11 17 614	89.8915	94 10 63 750	53 864	99.9943	0.0057

Whether resolution is passed or not ? (Yes or No): Yes

Resolution 1(b): Consideration and adoption of Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2022 and the Report of the Auditors thereon (Ordinary Resolution)

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	6 30 43 126	6 09 36 879	96.6590	6 09 36 879	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	6 30 43 126	6 09 36 879	96.6590	6 09 36 879	0	100.0000	0.0000
Public- Non Institutions	E-Voting	19 86 94 004	9 49 69 346	47.7968	9 49 15 482	53 864	99.9433	0.0567
	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	19 86 94 004	9 49 69 346	47.7968	9 49 15 482	53 864	99.9433	0.0567
Total		104 69 48 519	94 11 17 614	89.8915	94 10 63 750	53 864	99.9943	0.0057

Whether resolution is passed or not ? (Yes or No): Yes

Resolution 2: Appointment of Mr. P.M.S. Prasad (00012144), a Director retiring by rotation (Ordinary Resolution)

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	6 30 43 126	6 09 36 879	96.6590	6 08 65 526	71 353	99.8829	0.1171
	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	6 30 43 126	6 09 36 879	96.6590	6 08 65 526	71 353	99.8829	0.1171
Public- Non Institutions	E-Voting	19 86 94 004	9 49 69 746	47.7970	9 49 15 860	53 886	99.9433	0.0567
	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	19 86 94 004	9 49 69 746	47.7970	9 49 15 860	53 886	99.9433	0.0567
Total		104 69 48 519	94 11 18 014	89.8915	94 09 92 775	1 25 239	99.9867	0.0133

Whether resolution is passed or not ? (Yes or No): Yes

Resolution 3: Appointment of Auditors and fix their remuneration (Ordinary Resolution)

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	6 30 43 126	6 09 36 879	96.6590	6 08 90 531	46 348	99.9239	0.0761
	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	6 30 43 126	6 09 36 879	96.6590	6 08 90 531	46 348	99.9239	0.0761
Public- Non Institutions	E-Voting	19 86 94 004	9 49 69 746	47.7970	9 49 15 309	54 437	99.9427	0.0573
	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	19 86 94 004	9 49 69 746	47.7970	9 49 15 309	54 437	99.9427	0.0573
Total		104 69 48 519	94 11 18 014	89.8915	94 10 17 229	1 00 785	99.9893	0.0107

Whether resolution is passed or not ? (Yes or No): Yes

Resolution 4: Ratification of the remuneration of the Cost Auditor for the financial year ending March 31, 2023 (Ordinary Resolution)

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	6 30 43 126	6 09 36 879	96.6590	6 08 28 293	1 08 586	99.8218	0.1782
	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	6 30 43 126	6 09 36 879	96.6590	6 08 28 293	1 08 586	99.8218	0.1782
Public- Non Institutions	E-Voting	19 86 94 004	9 49 69 746	47.7970	9 49 15 699	54 047	99.9431	0.0569
	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	19 86 94 004	9 49 69 746	47.7970	9 49 15 699	54 047	99.9431	0.0569
Total		104 69 48 519	94 11 18 014	89.8915	94 09 55 381	1 62 633	99.9827	0.0173

Whether resolution is passed or not ? (Yes or No): Yes

(1) # 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, as amended, are included.

(2) \$ Represents valid votes polled

Note: All the aforesaid resolutions have been passed with requisite majority.

Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended]

To,

The Chairman of 27th Annual General Meeting ("AGM" or the "Meeting") of the Members of Network18 Media & Investments Limited held on Thursday, September 29, 2022 at 4:30 p.m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")

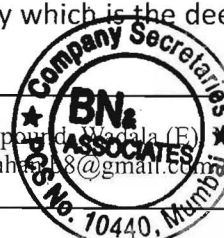
Sub: Consolidated Report on remote e-voting and voting through Electronic Voting system at the AGM, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, General Circulars No. 20/2020 dated May 5, 2020, No. 17/2020 dated April 13, 2020, No. 14/2020 dated April 8, 2020, No. 02/2021 dated January 13, 2021, No. 19/2021 dated December 8, 2021, No. 21/2021 dated December 14, 2021 and No. 2/2022 dated May 5, 2022, issued by the Ministry of Corporate Affairs (MCA), Government of India and Circular dated May 13, 2022 issued by the Securities and Exchange Board of India (SEBI) (collectively referred to as "MCA & SEBI Circulars")

Dear Sir,

I, B. Narasimhan, a Company Secretary in Practice, (Proprietor of BN & Associates, Companies Secretaries), have been appointed by the Board of Directors of Network18 Media & Investments Limited (the "**Company**") as a Scrutinizer for the purpose of scrutinizing the remote e-voting process and the process of voting through electronic means at the AGM (i.e. Insta Poll) for ascertaining the requisite majority, as per the provisions of Section 108 of the Companies Act, 2013 (the "**Act**") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("**Rules**"), as amended, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), and MCA & SEBI Circulars, on the resolutions contained in the Notice dated September 2, 2022, calling the 27th AGM of the Company held on Thursday, the 29th day of September, 2022, at 4:30 p.m. (IST) through VC / OAVM.

The **MCA & SEBI Circulars** provide for relaxation in the manner in which an Annual General Meeting will be held including the manner of sending the Notices and Annual Reports to the Members and the manner of voting at the meeting.

As mentioned in the Notice, the proceedings of the 27th AGM is deemed to be conducted at the Registered Office of the Company which is the deemed Venue of the AGM.



1. I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules and the relaxations as provided in the MCA & SEBI Circulars.
2. The management of the Company is responsible to ensure compliance with the requirements of the Act, Rules, MCA & SEBI Circulars and Listing Regulations relating to voting through electronic means (i.e. by remote e-voting and through Insta Poll on the resolutions contained in the Notice of the AGM).
3. My responsibility as a Scrutinizer is restricted to making a Scrutinizer's report of the votes cast "in favour of" or "against" the resolutions stated in the Notice of the AGM, based on the reports generated from the remote e-voting and voting through Insta Poll system provided by KFin Technologies Limited ("KFin"), the agency authorised under the Rules to provide e-voting facilities and accordingly engaged by the Company. KFin is also the Registrar and Transfer Agent (RTA) of the Company.
4. I have also verified various compliances as mentioned in Rules prescribed for remote e-voting, made by the Company and mentioned in this report.
5. I confirm that the Company has complied with the process of sending the Annual Report including Notice of AGM electronically to those Members who have registered their e-mail addresses with Depositories / Company / RTA / Depository Participants. The Notices sent through email contained the detailed procedure to be followed by the Members for casting their votes electronically as provided in the Rules and MCA & SEBI Circulars.
6. KFin had provided a system for recording the votes of the Members electronically (through remote e-voting and Insta Poll) on all the items sought to be transacted at the AGM.
7. The Company had uploaded the Notice of AGM containing all the items of the business to be transacted thereat on the website of the Company, in order to facilitate the Members to cast their vote through E-Voting. The Notice of AGM was also uploaded on the website of KFin and the websites of Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited.
8. As per the MCA & SEBI Circulars, the Company had advertised in the newspapers, asking Members, who have not registered their email ids with the Company or KFin or with the respective Depository Participant, to do so and to the extent, details provided by the Members were considered for sending the Notice of the AGM and the Annual Report 2021-22.
9. The **Cut-off date** for the purposes of identifying the Members who were entitled to vote on the resolutions placed for approval of the Members was **Thursday, September 22, 2022**.
10. As prescribed in the Rules, the remote e-voting facility was kept open from **9:00 a.m. (IST) on Sunday, September 25, 2022 to 5:00 p.m. (IST) on Wednesday, September 28, 2022**.



11. In compliance with the clause 3(A)(IV) of the MCA Circular dated 5th May, 2020, the Company had published an advertisement prior to sending Notice of AGM to the Members in the English newspaper 'Financial Express' and Marathi newspaper 'Navshakti', on September 7, 2022. The Notice published in the Newspaper contained the required information as provided under clause IV (a) to (f) of the said circular.
12. Further, in compliance with Rule 20(4)(v) of the Rules, the Company had also published an advertisement, 21 days before the date of the AGM, in English newspaper 'Financial Express' and in Marathi newspaper 'Navshakti' on September 8, 2022. The notice published in the newspaper carried the required information as specified in Sub Rule 4(v) (a) to (h) of the said Rule.
13. Further to the above, I submit my report on remote e-voting and for the voting through Insta Poll as under:
 - i. The votes cast through remote e-voting were blocked on Wednesday, September 28, 2022 after 5:00 p.m. (i.e. end of remote e-voting period), however, we had the access to the data, for the limited purpose of identifying those Members who have participated through remote e-voting process and the details of the Members were downloaded on September 28, 2022 from the e-voting portal of KFin.
 - ii. After the conclusion of voting at the AGM through Insta Poll, the votes cast at the Meeting were counted first and thereafter the votes cast through remote e-voting were unblocked and the details containing, *inter alia*, the list of Members, who voted "for" or "against" each of the resolutions, that were put to vote, were generated from the e-voting system of KFin and was also witnessed by 2 witnesses, Mr. Azael Dsouza and Ms. Divya Gupta, who are not in the employment of the Company and / or KFin. The witnesses signed this report in confirmation of the fact that the votes were unblocked in their presence on Thursday, September 29, 2022.

The results of the remote e-voting together with that of the voting conducted at the AGM by way of Insta Poll are as under:

ORDINARY BUSINESS

Item No. 1 (a) of the Notice:

Consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon. (As an Ordinary Resolution)

Votes in favour of the resolution		Votes against the resolution		Invalid votes
Nos.	%age	Nos.	%age	Nos.
94,10,63,750	99.994	53,864	0.006	NIL

The resolution stands passed with the requisite majority.



[Handwritten signature]

Item No. 1 (b) of the Notice:

Consider and adopt the audited consolidated financial statement of the Company for the financial year ended March 31, 2022 and the report of the Auditors thereon. (As an Ordinary Resolution)

Votes in favour of the resolution		Votes against the resolution		Invalid votes
Nos.	%age	Nos.	%age	Nos.
94,10,63,750	99.994	53,864	0.006	NIL

The resolution stands passed with the requisite majority.

Item No. 2 of the Notice:

Appointment of Mr. P.M.S. Prasad (DIN: 00012144), a Director retiring by rotation. (As an Ordinary Resolution)

Votes in favour of the resolution		Votes against the resolution		Invalid votes
Nos.	%age	Nos.	%age	Nos.
94,09,92,775	99.987	1,25,239	0.013	NIL

The resolution stands passed with the requisite majority.

Item No. 3 of the Notice:

Appointment of Auditors and fix their remuneration. (As an Ordinary Resolution)

Votes in favour of the resolution		Votes against the resolution		Invalid votes
Nos.	%age	Nos.	%age	Nos.
94,10,17,229	99.989	1,00,785	0.011	NIL

The resolution stands passed with the requisite majority.

SPECIAL BUSINESS

Item No. 4 of the Notice:

Ratification of the remuneration of the Cost Auditor for the financial year ending March 31, 2023. (As an Ordinary Resolution)

Votes in favour of the resolution		Votes against the resolution		Invalid votes
Nos.	%age	Nos.	%age	Nos.
94,09,55,381	99.983	1,62,633	0.017	NIL



The resolution stands passed with the requisite majority.

All the Resolutions mentioned in the AGM Notice dated September 2, 2022 as per the details mentioned above stand passed with the requisite majority and hence deemed to be passed as on the date of the AGM i.e. September 29, 2022.

The electronic data and all other relevant records relating to e-voting are under my safe custody and will be handed over to Mr. Ratnesh Rukhariyar, Group Company Secretary, for safe keeping, after the Chairman signs the minutes of the AGM.

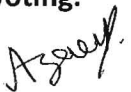
Thanking you,
Yours Faithfully



CS B. Narasimhan
Company Secretary in Practice
(FCS no 1303 COP no 10440)
Proprietor
BN & Associates
COMPANY SECRETARIES
UDIN No: F001303D0001054894
Place: Mumbai
Date: September 30, 2022



The following were the witnesses to the unblocking of the votes cast through remote e-voting.



1. Mr. Azael Dsouza



2. Ms. Divya Gupta

**Countersigned
For Network18 Media & Investments Limited**



Ratnesh Rukhariyar
Group Company Secretary