

September 6, 2023

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 28th Annual General Meeting of the Company held on Tuesday, September 5, 2023

Dear Sirs,

The details of voting results in respect of the 28th Annual General Meeting of the Company held on Tuesday, September 5, 2023 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 5, 2023
Total number of shareholders on record date(i.e., August 29, 2023 - cut-off date for voting purpose):	1,27,715
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 95

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, 2023 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 21 30 147	6 03 89 938	97.1991	6 03 89 938	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 21 30 147	6 03 89 938	97.1991	6 03 89 938	0	100.0000	0.0000
Public- Non Institutions	E-Voting	19 96 06 983	9 05 10 691	45.3445	9 05 10 072	619	99.9993	0.0007
	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 96 06 983	9 05 10 691	45.3445	9 05 10 072	619	99.9993	0.0007
Total		104 69 48 519	93 61 12 018	89.4134	93 61 11 399	619	99.9999	0.0001

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, 2023 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 21 30 147	6 03 89 938	97.1991	6 03 89 938	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 21 30 147	6 03 89 938	97.1991	6 03 89 938	0	100.0000	0.0000
Public- Non Institutions	E-Voting	19 96 06 983	9 05 10 691	45.3445	9 05 10 072	619	99.9993	0.0007
	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 96 06 983	9 05 10 691	45.3445	9 05 10 072	619	99.9993	0.0007
Total		104 69 48 519	93 61 12 018	89.4134	93 61 11 399	619	99.9999	0.0001

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

Resolution 2: Appointment of Ms. Jyoti Deshpande (DIN: 02303283), 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 21 30 147	6 03 89 935	97.1991	6 02 92 693	97 242	99.8390	0.1610
	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 21 30 147	6 03 89 935	97.1991	6 02 92 693	97 242	99.8390	0.1610
Public- Non Institutions	E-Voting	19 96 06 983	9 05 10 684	45.3444	9 05 09 509	1 175	99.9987	0.0013
	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 96 06 983	9 05 10 684	45.3444	9 05 09 509	1 175	99.9987	0.0013
Total		104 69 48 519	93 61 12 008	89.4134	93 60 13 591	98 417	99.9895	0.0105

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

Resolution 3: Ratification of the remuneration of the Cost Auditor for the financial year ending March 31, 2024(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 21 30 147	6 03 89 938	97.1991	6 03 89 938	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 21 30 147	6 03 89 938	97.1991	6 03 89 938	0	100.0000	0.0000
Public- Non Institutions	E-Voting	19 96 06 983	9 05 10 695	45.3445	9 05 09 908	787	99.9991	0.0009
	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 96 06 983	9 05 10 695	45.3445	9 05 09 908	787	99.9991	0.0009
Total		104 69 48 519	93 61 12 022	89.4134	93 61 11 235	787	99.9999	0.0001

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

(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

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 28th Annual General Meeting ("AGM" or the "Meeting") of the Members of Network18 Media & Investments Limited held on Tuesday, September 5, 2023 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, No. 2/2022 dated May 5, 2022 and No. 10/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs (MCA), Government of India and Circular dated January 5, 2023 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, Company 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 August 9, 2023, calling the 28th AGM of the Company held on Tuesday, the 5th day of September, 2023, 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 deemed venue of the AGM was the Registered Office of the Company.

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.

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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 2022-23.
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 **Tuesday, August 29, 2023**.
10. As prescribed in the Rules, the remote e-voting facility was kept open from **9:00 a.m. (IST) on Friday, September 1, 2023 to 5:00 p.m. (IST) on Monday, September 4, 2023**.
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

2.



- in the English newspaper 'Financial Express' and Marathi newspaper 'Navshakti', on August 13, 2023. 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 August 15, 2023. 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:
- The votes cast through remote e-voting were blocked on Monday, September 4, 2023 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 4, 2023 from the e-voting portal of KFin.
 - 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. Yashraj Bhatt and Mr. Aditya Joshi, 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 Tuesday, September 5, 2023.

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:

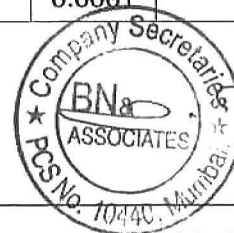
ORDINARY BUSINESS

Item No. 1 (a) of the Notice:

Consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2023 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.
93,61,11,399	99.9999	619	0.0001	NIL

The resolution stands passed with the requisite majority.



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, 2023 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.
93,61,11,399	99.9999	619	0.0001	NIL

The resolution stands passed with the requisite majority.

Item No. 2 of the Notice:

Appointment of Ms. Jyoti Deshpande (DIN: 02303283), 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.
93,60,13,591	99.9895	98,417	0.0105	NIL

The resolution stands passed with the requisite majority.

SPECIAL BUSINESS

Item No. 3 of the Notice:

Ratification of the remuneration of the Cost Auditor for the financial year ending March 31, 2024. (As an Ordinary Resolution)

Votes in favour of the resolution		Votes against the resolution		Invalid votes
Nos.	%age	Nos.	%age	Nos.
93,61,11,235	99.9999	787	0.0001	NIL

The resolution stands passed with the requisite majority.

All the Resolutions mentioned in the AGM Notice dated August 9, 2023 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 5, 2023.




The electronic data and all other relevant records relating to e-voting are under my safe custody and will be handed over to 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: F001303E000907551



Place: Mumbai
Date: September 6, 2023

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




1. Mr. Yashraj Bhatt



2. Mr. Aditya Joshi

Countersigned
For Network18 Media & Investments Limited



Ratnesh Rukhariyar
Group Company Secretary