

Ref: NMW/CS/03/2022

June 18, 2022

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai - 400 001

The National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C-1, G Block,
Bandra - Kurla Complex, Bandra (E)
Mumbai - 400 051

Scrip Code: 532416

Trading Symbol: NEXTMEDIA

Sub: Intimation under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') – Result of Postal Ballot (by way of remote e-voting only)

Dear Sir(s),

Pursuant to Regulation 44(3) of SEBI Listing Regulations, please find enclosed the Voting Results of Postal Ballot activity (by way of remote e-voting process) in respect of resolution(s) as set out in the Postal Ballot Notice dated May 17, 2022 along with the Scrutinizer's report dated June 18, 2022 issued by Mr. Sanket Jain, Company Secretary-in-Practice.


The remote e-voting process concluded on Friday, June 17, 2022, at 5:00 p.m. (IST), post which the Scrutinizer has submitted his report on the results of the Postal Ballot. Based on the report of the Scrutinizer, we hereby inform that, the Members of the Company have duly passed both the Resolutions with requisite majority.

The voting results and the Report of the Scrutinizer are being made available on the website of the Company viz. **www.nextmediaworks.com** and on the website of remote e-voting agency (RTA) viz. **www.evoting.kfintech.com**.

We request you to take the above information on record.

Thanking you,

Yours faithfully,
For **Next Mediaworks Limited**


(Harshit Gupta)
Company Secretary



Encl: As Above

SUMMARY OF VOTING RESULTS OF POSTAL BALLOT (BY WAY OF E-VOTING ONLY)

Date of declaration of result- 18th June, 2022

| | | |
|--|-------------------------------------|---------------|
| Name of the Company | Next Mediaworks Limited | |
| Date of AGM/EGM | 17 th June, 2022 | |
| Last date of receiving Postal Ballot Form/E-voting | | |
| Total number of shareholders as on the cut-off date (i.e. 13th May , 2022) | 14,963 | |
| 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 |
| | Not Applicable | |

| | |
|---|---|
| ITEM NO. | 1 |
| Details of Agenda: | Approval of material Related Party Transactions between Next Radio Limited and HT Media Limited for the Financial Year 2022-23, 2023-24 and 2024-25 |
| Resolution required: | Ordinary Resolution |
| Whether promoter /promoter group are interested in the agenda/ resolution? | Yes |

| 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 |
|------------------------------------|----------------|------------------------|-------------------------|--|------------------------------|----------------------------|---|--|
| Promoter and Promoter Group | E-voting | 50,161,307 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public- Institutions | E-voting | 1,636,409 | 1,636,409 | 100.00 | 1,636,409 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public- Non Institutions | E-voting | 15,095,192 | 20,950 | 0.1388 | 20,296 | 654 | 96.8783 | 3.1217 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| TOTAL | | 66,892,908 | 1,657,359 | 2.4776 | 1,656,705 | 654 | 99.9605 | 0.0395 |

| | |
|---|---|
| ITEM NO. | 2 |
| Details of Agenda: | Approval of remuneration payable by Next Radio Limited to its Chief Executive Officer for the Financial Year 2022-23, 2023-24 and 2024-25, being a material Related Party Transaction |
| Resolution required: | Ordinary Resolution |
| Whether promoter /promoter group are interested in the agenda/ resolution? | Yes |

| 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 |
|------------------------------------|----------------|------------------------|-------------------------|--|------------------------------|----------------------------|---|--|
| Promoter and Promoter Group | E-voting | 50,161,307 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public- Institutions | E-voting | 1,636,409 | 1,636,409 | 100.0000 | 1,636,409 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public- Non Institutions | E-voting | 15,095,192 | 20,950 | 0.1388 | 20,321 | 629 | 96.9976 | 3.0024 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | TOTAL | 66,892,908 | 1,657,359 | 2.4776 | 1,656,730 | 629 | 99.9620 | 0.0380 |

The aforesaid resolutions have been passed with the requisite majority.

Yours faithfully,

For **Next Mediaworks Limited**



(Harshit Gupta)
Company Secretary
Membership No.: A41111



Date: 18th June, 2022



SCRUTINIZER'S REPORT
[POSTAL BALLOT (BY WAY OF E-VOTING)]

[Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

The Chairman

Next Mediaworks Limited

[CIN: L22100MH1981PLC024052]

Unit 701 A, 7th Floor, Tower – 2, Indiabulls Finance Centre

Senapati Bapat Marg, Elphinstone Road,

Mumbai – 400 013

Sir,

Sub: Scrutinizer's Report on Postal Ballot Process conducted by way of e-voting only for passing of resolutions as set out in Postal Ballot Notice dated May 17, 2022 ('Notice'), in terms of Sections 108 & 110 of the Companies Act, 2013 (the 'Act') read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014, as amended

Pursuant to the resolution passed by circulation by the Board of Directors of Next Mediaworks Limited (hereinafter referred to as the 'Company') on May 13, 2022, I have been appointed as Scrutinizer to receive, process and scrutinize the postal ballot process conducted by way of remote e-voting (also termed as 'e-voting') only, in respect of resolutions proposed to be passed by the shareholders, contained in the Notice.

I hereby submit my report on the e-voting on the resolutions proposed in the Notice, as under:

1. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules made thereunder including circular nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021 and 3/2022 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 8, 2021 and May 5, 2022, respectively (hereinafter referred to as 'MCA Circulars') relating to passing of resolutions by postal ballot process through voting by electronic means. My responsibility as Scrutinizer is restricted to preparation of report on the votes casted by the members on the resolutions set out in the Notice, based on the reports accessed from the system provided by the authorized agency engaged by the Company viz. KFin Technologies Limited ('KFin' or 'RTA'), to provide remote e-voting facility for postal ballot process i.e. during the period from 9:00 A.M. on May 19, 2022 (Thursday) upto 5.00 P.M. on June 17, 2022 (Friday) ('e-voting period') on the designated websites of KFin and Depositories viz. NSDL & CDSL.



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

E-mail: sanketjainco@gmail.com, sanketjaincs@gmail.com

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



2. Pursuant to MCA Circulars, Company completed dispatch of Notice on May 17, 2022 by way of electronic means to its members whose names appeared in the Register of Members/ List of Beneficial Owners received from NSDL & CDSL as on the cut-off date i.e., Friday, May 13, 2022 and whose e-mail IDs were registered with the company/RTA/Depository(ies).
3. Due to ongoing impact of CoVID-19 pandemic and in view of relaxation granted by MCA through MCA Circulars, no physical copies of the Notice & Postal Ballot Form etc. were dispatched by the Company. Therefore, voting through Postal Ballot Form was "Not Applicable".
4. In terms of the requirement of Rule 22(3) of Companies (Management and Administration) Rules, 2014, advertisement was published by the Company in "Mint" (English - all editions) and "Vritta Manas" (Marathi - Mumbai edition) newspapers on Wednesday, May 18, 2022 informing about the completion of dispatch of Notices electronically to the eligible members, along with other related matters mentioned therein.
5. I had monitored the process of electronic voting through the scrutiniser's secured link provided by KFin through its designated website. The particulars of e-voting done by the members of the Company during the e-voting period by logging into online e-voting websites of KFin, NSDL & CDSL (as applicable) as provided in the Notice, have been considered for my scrutiny.
6. Pursuant to the provisions of Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, no related party of the Company shall vote to approve the resolutions proposed for material related party transaction(s), whether the entity is a related party to the particular transaction(s) or not. Accordingly, I have checked the list of members who have voted for the resolutions set out in the Notice and list of related parties identified by the Company. I hereby confirm that the valid votes counted for the resolutions do not include the votes cast by the related parties, if any.
7. After completion of e-voting, votes cast by the Members were unblocked in the presence of two witnesses not in the employment of the Company, who have signed herein below.

Name: Subhash Kumar Jain

Name: Rahul Verma





8. The votes cast through e-voting were matched with the Register of Members/ List of beneficial owners of the Company as on May 13, 2022.
9. The particulars of report downloaded from the designated website of KFin, have been entered in a separate register maintained by me for the purpose of Postal Ballot.
10. A summary of the e-voting is given below:

| S. No. | Particulars | No. of e-voting options | No. of Equity Shares |
|--------|---|-------------------------|----------------------|
| (a) | Total e-voting options received | 59 | 1,657,974 |
| (b) | Abstained electronic voting | 3 | 605 |
| (c) | Invalid electronic voting | 2 | 10 |
| (c) | Net e-voting options [(a) – (b) - (c)] | 54 | 1,657,359 |

11. The result of the e-voting process in respect of the resolutions set out in the Notice is given below:

| Item No. | Particulars of the Resolution | Type of Resolution | Votes cast in favour (in numbers) | Votes cast against (in numbers) | Abstained | Invalid |
|----------|---|--------------------|-----------------------------------|---------------------------------|-----------|---------|
| 1. | Approval of material Related Party Transactions between Next Radio Limited and HT Media Limited for the Financial Year 2022-23, 2023-24 and 2024-25 | Ordinary | 1,656,705 | 654 | 605 | 10 |
| 2. | Approval of remuneration payable by Next Radio Limited to its Chief Executive Officer for the Financial Year 2022-23, 2023-24 and 2024-25, being a material Related Party Transaction | Ordinary | 1,656,730 | 629 | 605 | 10 |



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

E-mail: sanketjainco@gmail.com, sanketjaincs@gmail.com

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



12. The result of the e-voting/ postal ballot is as follows:

RESOLUTION NO. 1: APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS BETWEEN NEXT RADIO LIMITED AND HT MEDIA LIMITED FOR THE FINANCIAL YEAR 2022-23, 2023-24 AND 2024-25

| 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 |
|-----------------------------|-------------------------------|------------------------|-------------------------|--|------------------------------|----------------------------|--|--|
| Promoter and Promoter Group | E-Voting | 50,161,307 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Poll | | NOT APPLICABLE | | | | | |
| | Postal Ballot (if applicable) | | NOT APPLICABLE | | | | | |
| Public-Institutions | E-Voting | 1,636,409 | 1,636,409 | 100.0000 | 1,636,409 | 0 | 100.0000 | 0.0000 |
| | Poll | | NOT APPLICABLE | | | | | |
| | Postal Ballot (if applicable) | | NOT APPLICABLE | | | | | |
| Public- Non Institutions | E-Voting | 15,095,192 | 20,950 | 0.1388 | 20,296 | 654 | 96.8783 | 3.1217 |
| | Poll | | NOT APPLICABLE | | | | | |
| | Postal Ballot (if applicable) | | NOT APPLICABLE | | | | | |
| Total | | 66,892,908 | 1,657,359 | 2.4776 | 1,656,705 | 654 | 99.9605 | 0.0395 |



SATYARAJ, BEHIND HOTEL CHANDA, CIVIL LINES, JHANSI (U.P.) – 284002
E-mail: sanketjainco@gmail.com, sanketjaincs@gmail.com
Contact No.: +91-8874888806, +91-8052244888



RESOLUTION NO. 2: APPROVAL OF REMUNERATION PAYABLE BY NEXT RADIO LIMITED TO ITS CHIEF EXECUTIVE OFFICER FOR THE FINANCIAL YEAR 2022-23, 2023-24 AND 2024-25, BEING A MATERIAL RELATED PARTY TRANSACTION

| 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 |
|-----------------------------|-------------------------------|------------------------|-------------------------|---|------------------------------|----------------------------|--|--|
| Promoter and Promoter Group | E-Voting | 50,161,307 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Poll | | NOT APPLICABLE | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| Public- Institutions | E-Voting | 1,636,409 | 1,636,409 | 100.0000 | 1,636,409 | 0 | 100.0000 | 0.0000 |
| | Poll | | NOT APPLICABLE | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| Public- Non Institutions | E-Voting | 15,095,192 | 20,950 | 0.1388 | 20,321 | 629 | 96.9976 | 3.0024 |
| | Poll | | NOT APPLICABLE | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| Total | | 66,892,908 | 1,657,359 | 2.4776 | 1,656,730 | 629 | 99.9630 | 0.0380 |

13. **Result:** From the voting pattern mentioned in para no. 12 above, it is observed that for the Ordinary Resolutions as mentioned in the Notice, the valid votes cast in favour exceeds the valid votes cast against. Hence, the said resolutions stand passed with requisite majority on the date of end of remote e-voting period i.e. Friday, June 17, 2022.



SATYARAJ, BEHIND HOTEL CHANDA, CIVIL LINES, JHANSI (U.P.) – 284002
E-mail: sanketjainco@gmail.com, sanketjaincs@gmail.com
Contact No.: +91-8874888806, +91-8052244888



SANKET JAIN & CO.

Company Secretaries

The above position may kindly be considered for the purpose of declaring the result of postal ballot/ e-voting on the resolution(s) mentioned in the Notice.

Yours Faithfully,

For M/s Sanket Jain & Co.

Company Secretaries

Firm Registration No. S2013UP231400

Peer Review No. 2262/2022

Sanket Jain

(Proprietor)

ACS: 26531, C.P. No.: 12583



Date: 18.06.2022

Place: Jhansi

UDIN: A026531D000506670

For Next Mediaworks Limited

Countersigned by

Harshit Gupta

(Company Secretary)

M. No.: A41111

Date: 18.06.2022

Place: Ranchi

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

E-mail: sanketjainco@gmail.com, sanketjaincs@gmail.com

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