

March 26th, 2015

The General Manager
The Corporate Relationship Department
Bombay Stock Exchange Limited
1st floor, Rotunda Building,
Dalal Street,
Mumbai – 400 001.

Dear Sir,

Subject: Result of Postal Ballot Pursuant to Clause 35A.

This has reference to our letter dated February 20, 2015 related to Postal Ballot Notice seeking the consent of the members by way of Special/Ordinary Resolution Vide postal Ballot/electronic voting with respect to the following items of business.

- 1. Increase in the authorised share capital of the Company.
- 2. Alteration of Capital Clause of the Memorandum of Association.
- 3. Alteration of Capital Clause of the Articles of Association.
- 4. Raising of Funds upto Rs 30 crores by issue of Securities.

In connection with the above and pursuant to clause 35A of the Listing Agreement, we would like to inform you that the Resolution mentioned above and in the aforesaid notice has been passed by the members of the company by requisite majority.

We hereby enclosed the following documents for your reference and records.

- 1. Results of Postal Ballot.
- 2. Scrutinizer Report.

Kindly acknowledge the receipt of the same.

Thanking You,

Yours faithfully,

For Next Mediaworks Limited

Manoj Gujaran Company Secretary

Encl: A/a

156-D, J. Dadajee Road Behind Everest Building Tardeo, Mumbai 400034 India +91 22 67527038 www.nextmediaworks.com

CIN: L22100MH1981PLC024052

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	100.00		20760284	52.11	20760284	39836629	Promoter and Promoter Group
8			弱	Mode of Voting: (E-voting)	-		
res divided into	Rs.10/- each to Rs.80 cru	re equity shares of I	res divided into 7 cro	e Company from Rs.70 cro	ed sharecapital of th	to increase authork	exesolution 190. 1. Ordinary Resolution to increase authorized sharecapital of the Company from Rs. 70 crores divided into 7 crore equity shares of Rs. 10/- each to Rs. 80 crores divided into 8 cror
(7)=[(5)/(2)]*100	(6)=[(4)/(2)]*100						Passintia No. 1 . C. III.
% of Votes Against on Votes polled		No of Votes Against (5)	No of Votes - in Favour (4)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes Polled (2)	No of Shares held (1)	Promoter /Public
		36					

For Next Modis Jorks Limited

Company Secretary

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Promoter /Public	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 % of Votes favour on Against on Votes polled Votes polled (6)=[(4)/(2)]*1 (7)=[(5)/(2)]*	% of Votes Against on Votes polled (7)=[(5)/(2)]*
Resolution No. 2 : Special Resolution to amend the Capital clause (Clause V) of the Memorandum of Association,	mend the Capita	il clause (Clause V	of the Memorandum of	Association,			į
S S		Mode	Mode of Voting: (E-voting)				
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Promoter and Promoter Group	39836629	26546201	19 39	10021320))		
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Result (A+B)	74651159	47000702				200	
	0120000	4/700/73	73.45	47985567	3226	99.99	0.01
		88	0 0				27.55

For Next Mediaworks Limited

Company Secretary

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			170000	37.75	47988792	65335276	Result (A+B)
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000	n nn	0	26546201	66.64	26546201	39830029	Public Institutional III-11
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1.07	98.93	2995	277700	00.00	21041045	65335276	Total (A)
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32	28 00				Vecusion.	00092801	Promoter and Promoter Groun
	2000	Market Service Service	tino)	Mode of Voting: (E-voting)	Mod		
			on	Articles of Associati	clause (Article 3) of the	amend the Capita	Acsoration No. 3: Special Resolution to amend the Capital clause (Article 3) of the Articles of Association
(7) = {(5)/(2)]*100	(6)=(4)/(2)]*10 0			(3)=[(2)/(1)]*100			
% of Votes Against		No of Votes Against (5)	No of Votes - in Favour (4)	polled on Outstanding	No of Votes Polled (2)	No of Shares held (1)	Promoter /Public
				% of Votes			
			_	Resolution no. 3			

For Next Mediaworks Limited

Company Secretary

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0.01	99.99	2696	47985562	/3.45	007006/4	0/20000	
					47000750	7665159	Result (A+B)
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0.00	0.00	0	26546201	66.64	26546201	39836629	Public Institutional Holders
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0.01	99.99	1496	21039015	32.20	TICOTORE		
0.53	99.47	0.64.1	20001	22.00	21040511	65335276	Total (A)
0.00	0.00	1404	27871	1.10	280227	25463647	t apric-Officis
0.00	0.00	0	0	0.00	0	35000	Dublic Other
0.00	0.00	0	20760284	52.11	20760284	39836629	Public Institutional Unidam
			voting)	lyloue of Voting: (E-voting)	anotai	7007700	Promoter and Promoter Crown
	95	rities.	by issue of securities	abou warne crore	Mada		
				into De 30 amon	aising of funds	ccord consent for r	Resolution No.4: Special resolution to accord consent for raising of funds unto De 20 and L.
(/)=[(5)/(2)]*100	(6)=[(4)/(2)]*100			(3)= (2)/(1)]* 100	•		
on Votes polled	polled	Against (5)	(4)	shares	Polled (2)	(T) Dian	
% of Votes Against	favour on Votes	No of Votes	- in Ravour	Outstanding	No of Votes	No of Shares	Promoter /Public
and the second s	% of Votes in		No of Vota	polled on			
				% of Votes			
			4	Resolution no. 4	Re		

For Next Mediaworks Limited

Company Secretary

J. U. POOJARI & ASSOCIATES COMPANY SECRETARIES

111, 11th Floor, Sai-Dwar CHS Ltd, Sab TV Lane, Opp Laxmi Industrial Estate Off Link Road, Above Shabari Restaurant, Andheri (W), Mumbai: 400 053

Tel.: 2673 4304 • Telefax: 2673 4305 Email: jupoojari@rediffmail.com

March 23, 2015

To, NEXT MEDIAWORKS LIMITED 156, D.J Dadajee Road, Behind Everest Bullding, Tardeo, Mumbai- 400034

Kind Attn: Mr. Manoj Gujaran

Sub.: Postal Ballot

Dear Sir,

I refer to my appointment as Scrutinizer to conduct the postal ballot process in respect of the following resolutions:

- (a) Ordinary Resolution for increase in the Authorized Share Capital of the Company.
- (b) Special Resolution for Alteration of the Capital Clause of the Memorandum of Association of the Company.
- (c) Special Resolution for Alteration of the Capital Clause of the Articles of Association of the Company.
- (d) Special resolution for approval in raising of Funds upto Rs. 30 Crores by issue of securities.

I now enclose the following:

- a) My report to the Chairman of the Company on the result of the postal ballots received from shareholders through e-voting and in physical mode.
- b) The register showing the particulars of the physical postal ballots processed by the Registrar and Share Transfer Agent of the Company and the e-votes registered on the National Securities Depository Limited (NSDL) e-voting system in respect of the said resolutions.

I hope you will find the above in order.

Thanking you.

Yours faithfully,

yaran U. Poojari oojari &Associates

Encl.: As above.

J. U. POOJARI & ASSOCIATES COMPANY SECRETARIES

111, 11th Floor, Sai-Dwar CHS Ltd. Sab TV Lane, Opp Laxmi Industrial Estate Off Link Road, Above Shabari Restaurant, Andheri (W), Mumbai: 400 053

Tel.: 2673 4304 • Telefax: 2673 4305 Email: jupoojari@rediffmail.com

To,
The Chairman
NEXT MEDIAWORKS LIMITED
156, D.I Dadajee Road,
Behind Everest Building,
Tardeo, Mumbai- 400034

Report of Scrutinizer

- I, Jayaram U. Poojari, Company Secretary in whole time practice, having my office at 111, 11th Floor, Sai Dwar CHS Ltd., Sab TV Lane, Opp. Laxmi Indl. Estate, Off Link Road, Andheri (West), Mumbai 400 053 had been appointed as the Scrutinizer to conduct the postal ballot process in respect of the following resolutions:
- (a) Ordinary Resolution for increase in the Authorized Share Capital of the Company.
- (b) Special Resolution for Alteration of the Capital Clause of the Memorandum of Association of the Company.
- (c) Special Resolution for Alteration of the Capital Clause of the Articles of Association of the Company.
- (d) Special resolution for approval in raising of Funds upto Rs. 30 Crores by issue of securities.

I have scrutinized the ballot forms and votes tendered therein and maintained register in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014.

I now submit my Report as under on the result of the voting by postal ballot in physical mode in respect of the said Resolutions.



Contd...2

1.Ordinary Resolution for increase in the Authorized Share Capital of the Company.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through physical ballot form	2 4 11.2.2.4	% of total number of valid votes cast
97	4,79,86,952	99.99%

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical ballot form		valid votes cast
7	2	046 0.01%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	1	number (cast(Shares)	of	invalid
4	-	,		875



Special Resolution for Alteration of the Capital Clause of the Memorandum of Association of the Company.

(i) Voted in favour of the resolution:

Number of members voted through electronic		% of total number of valid votes cast
voting system and through physical ballot	i İ	
form 94	47985567	99.99%

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical ballot form	cast(Shares)	Votes % of total number of valid votes cast
9		3226 0.01%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast(Shares)	invalid
5		975
	U. POOJ	



Special Resolution for Alteration of the Capital Clause of the Articles of Association of the Company.

(i) Voted in favour of the resolution:

Number of members voted through electronic		% of total number of valid votes cast
voting system and through physical ballot form		
94	47985572	99.99%

(ii) Voted against the resolution:

Number of members voted through electronic		Votes	% of total number of valid votes cast
voting system and through physical ballot			
form	: 		
9		3221	0.01%

(iii) Invalid votes:

Total number of members whose votes were declared invalid		number ast(Shares	invalid
ž	<u> </u>		 975
		-	

Special resolution for approval in raising of Funds upto Rs. 30 Crores by issue of securities.

(i) Voted in favour of the resolution:

Number of mem	bers Number	of Votes	% of total number of
voted through electr	ronic _i cast(Sha	res)	valid votes cast
voting system	and		
through physical b	allot		
form	;		:
	<u> </u>		
	97	47985562	99.99%
	<u>:</u>		

(ii) Voted against the resolution:

Number of members voted through electronic		% of total number of valid votes cast
voting system and through physical ballot form		
8	2696	0.01%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast(Shares)	invalid
5	<u> </u>	975

For J.U. Poojari & Associates

Place: Mumbai

Dated: March 23, 2015

Signature:

ACS No: 22867 CP No: 8187