



5<sup>th</sup> August 2016

The Bombay Stock Exchange Limited  
1<sup>st</sup> Floor, New Trading Ring,  
Rotunda Building,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai – 400 001

The National Stock Exchange of India  
Limited  
The Listing Department  
Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No. C/1, 'G' Block,  
Bandra- Kurla Complex, Bandra (East),  
Mumbai – 400 051

**Scrip Code: 532416 & Scrip ID: NEXTMEDIA**

Dear Sir,

**Sub: Proceedings of the 35<sup>th</sup> Annual General Meeting of Next Mediaworks Limited.**

Pursuant to Regulation 30(4) read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we reproduce below the proceedings of the 35<sup>th</sup> Annual General Meeting of Next Mediaworks Limited (the "Company") held on Friday, the 5<sup>th</sup> day of August 2016 at 4.00 p.m. at Sunville Banquet, 9 Dr. Annie Besant Road, Middle of Worli Flyover, Near Poonam Chambers, Worli, Mumbai- 400018.

**Sitting on the dias**

Mr. Tarique Ansari	Chairman & Managing Director
Mr. Adille Sumariwalla	Independent Director
Mr. Ismail Dabhoya	Chief Financial Officer
Mr. Mandar Godbole	Company Secretary
Mr. Ashish Ruparelia	Representative, M/s. Haribhakti & Co., Statutory Auditors

**Members Attendance**

Number of shareholders present in the meeting either in person or through proxy:

Promoters and Promoter Group : 4

Public : 35

**Annual General Meeting Proceeding**

Mr. Tarique Ansari Chairman of the Board chaired the Meeting.

At the requisite time, the Company Secretary confirmed the presence of the requisite quorum and the Chairman commenced proceedings of the meeting.

The Chairman welcomed all members present, his fellow members on the Board and also Mr. Ashish Ruparelia, Representative - Haribhakti & Co., Statutory Auditors of the Company.

He read out the Chairman speech which was circulated to all the members and which was also published in the Annual Report.

The Chairman informed the members that the Audited Statement of Accounts, Directors' Report and Auditors' Report are laid on the table and the Proxy Register along with the Register of Directors' shareholding are available for inspection.

The Chairman informed the members that a total of 4 representations had been received representing 18,873,828 (One Crore Eighty Eight Lacs Seventy Three Thousand Eight Hundred and Twenty Eight Only) shares i.e. 28.89 % of the total paid-up capital. No proxies have been received by the Company.

With the permission of the members, Notice of the 35<sup>th</sup> Annual General Meeting along with the Explanatory Statement, Director's Report and the accounts for the financial year ended 31<sup>st</sup> March 2016 were taken as read. The Chairman then invited the Company Secretary to read the Auditors' Report which was read by the Company Secretary.

The Chairman thereafter invited members present for their comments and queries on the financial statements and various items of business on the agenda.

All the Shareholders thanked the Company Secretary for timely receipt of annual report and for the smooth conduct of the meeting. They also informed the Chairman that the Company Secretary has been prompt in answering their queries/ grievances.

The shareholders expressed their concern on the losses. They asked the Chairman to outline management strategy to improve the financial performance of the Company. They also asked the Chairman to outline the concrete steps currently being taken by the Company in this direction. Some shareholders also made several observations on the Company's accounts.

Responding to the shareholders' queries, the Chairman gave a detailed explanation about the Company's business, the current scenario in which the Company is functioning as also the business strategy that the Company will adopt to improve its performance.

There being no further questions, the Chairman informed the members that as per the provisions of the Companies Act, 2013, the Company had provided e-voting facility to enable the members to cast their votes electronically in proportion to their shareholding as on the cut-off date i.e. 29<sup>th</sup> July 2016. The e-voting period opened at 9.00 a.m. on Tuesday, 2<sup>nd</sup> August 2016 and concluded at 5.00 p.m. on Thursday, 4<sup>th</sup> August 2016. Mr. Ajit Sathe, Practising Company Secretary, was appointed as the scrutinizer for independently carrying out the electronic voting in a fair and transparent manner and has submitted his report on e-voting. Since the Company had provided the e-voting facility to all its members, there was no voting on resolutions by show of hands at the Annual General Meeting.

To facilitate those members present who had not cast their vote earlier through e-voting, the Chairman ordered a Poll. Before commencing the poll proceedings, the Chairman



proposed all resolutions from item nos. 1 to 6 as stated in the Notice of the 35<sup>th</sup> Annual General Meeting which were seconded by members present at the Annual General Meeting.

The Chairman thereafter invited Mr. Ajit Sathe to conduct the Poll proceeding. He informed the members that those members who have voted electronically are not eligible to vote.

The Chairman also informed the members that the results of voting on each resolution shall be determined by adding the votes of the poll in favour / against the resolution with the electronic votes in favour / against the same resolution.

The Chairman further informed the members that a final report will be submitted by the Scrutinizer on the same day and the results of voting shall be declared immediately on receipt of the Scrutinizer's report. The results will be uploaded on the Company's website [www.nextmediaworks.com](http://www.nextmediaworks.com) together with the Scrutinizer's report.

Thereafter all the members voted on the resolution and duly dropped the poll papers in the ballot box which was locked.

After the poll was over, the Chairman thanked the members present and declared the meeting as closed."

We request you to take the above proceedings on record

**For NEXT MEDIAWORKS LIMITED**

**MANDAR GODBOLE  
COMPANY SECRETARY**