

17th March 2017

The Bombay Stock Exchange Limited
The Listing Department
1st 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, 5th 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 Extra Ordinary 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 Extra Ordinary General Meeting of Next Mediaworks Limited (the "Company") held on Friday, the 17th day of March 2017 at 3.00 p.m. at Nehru Centre Conference Hall, Hall Of Culture, Dr. Annie Besant Road, 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

Members Attendance

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

Promoters and Promoter Group : 6

Public : 27

Extra Ordinary General Meeting Proceeding

Since Mr. Tarique Ansari – Chairman & Managing Director was interested in passing of the special resolution, the meeting was chaired by Mr. Adille Sumariwalla – Independent Director with the consent of the members present at 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 and his fellow members on the Board.

The Chairman informed the members that a total of 3 representations had been received representing 17,873,828 (One Crore Seventy Eight Lacs Seventy Three Thousand Eight Hundred and Twenty Eight) shares i.e. 27.36% of the total paid-up capital and **1 valid proxy** have been received representing 4,615,075 (Forty Six Lacs Fifteen Thousand and Seventy Five) shares i.e. 7.06% of the total paid-up capital have been received by the Company.

With the permission of the members, Notice of the Extra Ordinary General Meeting along with the Explanatory Statement was taken as read.

The Chairman thereafter invited members present for their comments and queries on the proposed special resolution.

The shareholders asked queries pertaining to details of the loan availed by the Company from its subsidiary viz. Next Radio Limited, future outlook of the FM radio business, details of loan availed by Next Radio Limited from RBL Bank Limited and how the Company proposes to pay-off the balance loan availed from Next Radio Limited. The shareholders also enquired about the financial condition of the proposed allottee viz. Ferari Investments and Trading Company Private Limited and within what time it will be able to pay the subscription amount.

The queries were answered to the satisfaction of the shareholders by the Chairman and the other officials present on the dias.

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. 10th March 2017. The e-voting period opened at 9.00 a.m. on Tuesday, 14th March 2017 and concluded at 5.00 p.m. on Thursday, 16th March 2017. 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 Extra Ordinary 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 the special resolution as stated in the Notice of the Extra Ordinary General Meeting which was seconded by members present at the Extra Ordinary 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 the 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 latest by tomorrow i.e. Saturday, 18th March 2017 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 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 at 6.45 P.M.."

We request you to take the above proceedings on record

For NEXT MEDIWORKS LIMITED

Mandar Godbole

**MANDAR GODBOLE
COMPANY SECRETARY**

