



**COMBINED SCRUTINIZER'S REPORT**

**To;**

**The Chairman** of 35<sup>th</sup> Annual General Meeting of the members of Next Mediaworks Limited (CIN: L22100MH1981PLC024052) (hereinafter referred to as "the Company") held on Friday, 5<sup>th</sup> day of August, 2016 at Sunville Banquet, 9 Dr. Annie Besant Road, Near Poonam Chambers, Worli, Mumbai - 400018.

Dear Sir,

1. I, CS Ajit Sathe, a Company Secretary in Whole-time Practice, have been appointed as Scrutinizer by;

(a) the Board of Directors of **Next Mediaworks Limited (CIN: L22100MH1981PLC024052)** for the purpose of Scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and

(b) the Chairman of the Annual General Meeting (AGM) on poll under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014, on the resolutions contained in the notice to the 35<sup>th</sup> Annual General Meeting (AGM) of the Company, held on Friday, 5<sup>th</sup> day of August, 2016 at Sunville Banquet, 9 Dr. Annie Besant Road, Near Poonam Chambers, Worli, Mumbai 400 018 at 4:00 p.m.

2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the rules relating to e-voting and poll on the resolutions contained in the Notice of the Thirty Fifth Annual General Meeting (AGM) of the members of the company. My responsibility as a scrutinizer of the e-voting process and for the Poll at the AGM is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by National Securities Depository Limited, the authorised agency engaged by the company to provide e-voting facility for e-voting and also the poll conducted through physical ballot forms at the AGM.

3. Further to the above, I submit my report as under:-

- i. In accordance with the notice of 35<sup>th</sup> AGM, dated 13<sup>th</sup> May, 2016 sent to the shareholders and the advertisement pursuant to Rule 20 (5) of the Companies (Management and Administration) Rules, 2014, the e-voting period remained open from 2<sup>nd</sup> August, 2016 at 9:00 a.m. (IST) and ended on 4<sup>th</sup> August, 2016 at 05:00 p.m. (IST).
- ii. The members of the Company as on the "cut-off" date i.e. 29<sup>th</sup> July, 2016 were entitled to vote on the resolutions (item No.1 to 6) as set out in the notice of 35<sup>th</sup> AGM of the company.
- iii. The votes cast were unblocked at 04:57 p.m. on 5<sup>th</sup> August, 2016 in the presence of 2 witnesses, CS. Amruta Mirwankar and Mr. Prathamesh Vaidya, who are not in the employment of the company.





- iv. Thereafter, the details containing inter alia, list of Equity Shareholders, who voted "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of National Securities Depository Limited ("NSDL") i.e, "<https://www.evoting.nsdl.com/>".

4. I have issued separate Scrutinizer's Reports dated 5<sup>th</sup> August, 2016 on the e-voting and dated 5<sup>th</sup> August, 2016 on the poll conducted through physical Ballot Forms on the resolutions contained in the notice to the AGM. As requested by management, I submit herewith my combined report on the results of e-voting together with that of Poll as under:

Agenda Item No. of Notice	Particulars of Business	Votes in favour of the resolution		Votes against the resolution		Invalid votes not considered
		Nos	% age	Nos	% age	Nos
<b>Item No.1 of the Notice (As an Ordinary Resolution)</b>  To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2016 and the Reports of the Board of Directors and the Auditors thereon.	E-Voting	221098	0.98	100	98.03	NIL
	Poll at AGM	22227447	99.02	2	1.97	NIL
	<b>Total</b>	<b>22448545</b>	<b>100</b>	<b>102</b>	<b>100</b>	<b>NIL</b>
<b>Item No.2 of the Notice (As an Ordinary Resolution)</b>  To appoint a director in place of Mr. Tarique Ansari (DIN: 00101820), who retires by rotation and being eligible, offers himself for re-appointment	E-Voting	220698	0.98	500	99.60	NIL
	Poll at AGM	22227447	99.02	2	0.40	NIL
	<b>Total</b>	<b>22448145</b>	<b>100</b>	<b>502</b>	<b>100</b>	<b>NIL</b>







<b>Item No.3 of the Notice (As an Ordinary Resolution)</b>  To re-appoint M/s. Haribhakti & Co. LLP, Chartered Accountants (Firm Registration No. 103523W) as the Statutory Auditors of the Company.	E-Voting	221098	0.98	100	98.03	NIL
	Poll at AGM	22227447	99.02	2	1.97	NIL
	<b>Total</b>	<b>22448545</b>	<b>100</b>	<b>102</b>	<b>100</b>	<b>NIL</b>
<b>Item No.4 of the Notice (As a Special Resolution)</b>  To adopt a new set of Articles of Association	E-Voting	220998	0.98	200	99.01	NIL
	Poll at AGM	22227447	99.02	2	0.99	NIL
	<b>Total</b>	<b>22448445</b>	<b>100</b>	<b>202</b>	<b>100</b>	<b>NIL</b>
<b>Item No.5 of the Notice (As a Special Resolution)</b>  To maintain the register of Members, index of members, alongwith share transfer book together with the copies of all certificates and documents required to be annexed thereto at the office of the Company's Registrar and Share Transfer Agent i.e. Link Intime India Private Limited, Bhandup (W), Mumbai - 400078.	E-Voting	221098	0.98	100	100	NIL
	Poll at AGM	22227449	99.02	0	0	NIL
	<b>Total</b>	<b>22448547</b>	<b>100</b>	<b>100</b>	<b>100</b>	<b>NIL</b>
<b>Item No. 6 of the Notice (As an Ordinary Resolution)</b>  To Increase in the Authorized Share Capital of the Company	E-Voting	220998	0.98	200	99.01	NIL
	Poll at AGM	22227447	99.02	2	0.99	NIL
	<b>Total</b>	<b>22448445</b>	<b>100</b>	<b>202</b>	<b>100</b>	<b>NIL</b>

*In calculating percentage, invalid votes have not been taken into account.*

All the Resolutions stand passed with the requisite majority.





5. I observed that:

- i. 26 members had cast their votes by poll at the meeting.
- ii. 16 members had cast their votes through e-voting.

Thanking you,

Yours faithfully



**CS Ajit Sathe**

Company Secretary in Whole-time Practice & Scrutinizer  
Membership No.: FCS-2899; CP No. 738

**Place:** Mumbai

**Dated:** 5<sup>th</sup> August, 2016.