

NEXT MEDIAWORKS LIMITED

Corporate Office: 5th Floor, Lotus Tower,A- Block, Community Centre, New Friends Colony, New Delhi-110025Tel.: 011-66561234

September 24, 2024

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

BSE Limited Phiroze Jeejeebhoy Towers Dalal Street <u>Mumbai - 400 001</u>

Scrip Code: 532416

Trading Symbol: NEXTMEDIA

Sub: <u>Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations,</u> 2015 ('SEBI Listing Regulations') - Voting Results of 43rd Annual General Meeting held on 24th September, 2024 and Scrutinizer's Report thereon

Dear Sir/Madam,

This is to inform that the 43rd Annual General Meeting (**'AGM'**) of the Members of the Company was held today i.e. Tuesday, 24th September, 2024 at 11.00 A.M. (IST) through Video Conferencing (**'VC'**)/ Other Audio-Visual Means (**'OAVM'**) in accordance with the applicable provisions of the Companies Act, 2013 (**'the Act'**), Circulars issued by Ministry of Corporate Affairs (**'MCA'**), Securities and Exchange Board of India (**'SEBI'**) and SEBI Listing Regulations, the Company had provided remote e-voting facility and e-voting at the AGM i.e. venue voting to its Members for voting on the business transacted at the AGM.

In the above connection and pursuant to Regulation 44(3) of SEBI Listing Regulations, please find enclosed herewith:

- (a) Voting results (i.e. remote e-voting and venue voting) of the AGM; and
- (b) Consolidated Scrutinizer's Report issued by Mr. Sanket Jain, (Scrutinizer appointed for the AGM), dated September 24, 2024, pursuant to Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

CIN: L22100MH1981PLC024052



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The voting results along with the Scrutinizer's Report will be available on the Company's website at <u>www.nextmediaworks.com</u> and is also being made available on the website of the National Securities Depository Limited at <u>www.evoting.nsdl.com</u>.

You are hereby requested to take the above information on your record. Thanking you, For **Next Mediaworks Limited**

(Sonali Manchanda) Company Secretary Encl: *As above*

CIN: L22100MH1981PLC024052

SUMMARY OF VOTING RESULTS OF 43RD AGM HELD THROUGH VIDEO CONFERENCING

Date of declaration of results- 24th September, 2024

Name of the Company	Next Mediaworks Limited		
Date of AGM /EGM - Last date of receiving Postal Ballot Form/E-voting	24 th September 2024		
Total number of shareholders as on the cut-off date	15,630		
(i.e. 17 th September, 2024)			
No. of Shareholders present in the meeting either in person or through	Promoter and	Public	
proxy	Promoter Group		
	Not Appli	icable	
No. of Shareholders attended the meeting through Video Conferencing	Promoter and	Public	
	Promoter Group		
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ITEM NO.	1
Details of Agenda	Consideration and Adoption of:
	a) the Audited Standalone Financial Statements of the Company for the financial year ended 31 st March, 2024 together with the Reports of the Board of Directors and Auditors thereon; and
	b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31 st March, 2024 together with the Report of the Auditors thereon.
Resolution required	Ordinary Resolution
Whether promoter/	No
promoter group are	
interested in the agenda/ resolution?	

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on	No. of Votes – in	No. of Votes –	% of Votes in favour on	% of Votes against on votes
		(1)	(2)	outstanding shares (3)= (2)/(1)]* 100	favour (4)	against (5)	votes polled (6)= [(4)/(2)]*100	polled (7)= [(5)/(2)]*100
Promoter and	Remote e-voting	5,01,61,307	3,41,15,386	68.0114	3,41,15,386	0	100.0000	0.0000
Promoter Group	E-Voting at AGM	α. Ci	0	0	0	0	0	0
	Total	5,01,61,307	3,41,15,386	68.0114	3,41,15,386	0	100.0000	0.0000
Public- Institutions	Remote e-voting	16,36,409	16,36,409	100.0000	16,36,409	0	100.0000	0.0000
	E-Voting at AGM		0	0	0	0	0	0
	Total	16,36,409	16,36,409	100.0000	16,36,409	0	100.0000	0.0000
Public-Non Institution	Remote e-voting	1,50,95,192	9,064	0.0601	8,803	261	97.1205	2.8795
ME	E-Voting Pat AGM		152	0.0010	152	0	100.0000	0.0000
4	Total	1,50,95,192	9,216	0.0611	8,955	261	97.1680	2.8320
Tot		6,68,92,908	3,57,61,011	53.4601	3,57,60,750	261	99.9993	0.0007

The above resolution was approved with requisite majority.

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ITEM NO.	2
Details of Agenda	Re-appointment of Mr. Sandeep Rao (DIN: 08711910) as a Director, who retires by rotation and, being eligible, offers himself for re-appointment.
Resolution required	Ordinary Resolution
Whetherpromoter/promotergroupareinterestedintheagenda/resolution?	No

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	Remote e-voting	5,01,61,307	3,41,15,386	68.0114	3,41,15,386	0	100.0000	0.0000
Group	E-Voting at AGM		0	0	0	0	0	0
	Total	5,01,61,307	3,41,15,386	68.0114	3,41,15,386	0	100.0000	0.0000
Public- Institutions	Remote e-voting	16,36,409	16,36,409	100.0000	16,36,409	0	100.0000	0.0000
	E-Voting at AGM		0	0	0	0	0	0
	Total	16,36,409	16,36,409	100.0000	16,36,409	0	100.0000	0.0000
Public-Non Institution	Remote e-voting	1,50,95,192	9,064	0.0601	8,503	561	93.8107	6.1893
	E-Voting at AGM	1,50,75,192	152	0.0010	152	0	100.000	0
	Total	1,50,95,192	9,216	0.0611	8,655	561	93.9128	6.0872
Tota	1	6,68,92,908	3,57,61,011	53.4601	3,57,60,450	561	99.9984	0.0016

The above resolution was approved with requisite majority.

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ITEM NO.	3
Details of Agenda	Appointment of M/s. S.R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration No. 101049W/E300004) as Statutory Auditor of the Company and to fix their remuneration.
Resolution required	Ordinary Resolution
Whether promoter/ promoter group are interested in the agenda/ resolution?	No

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	Remote e-voting	5,01,61,307	3,41,15,386	68.0114	3,41,15,386	0	100.0000	0.0000
Promoter Group	E-Voting at AGM		0	0	0	0	0	0
	Total	5,01,61,307	3,41,15,386	68.0114	3,41,15,386	0	100.0000	0.0000
Public- Institutions	Remote e-voting	16,36,409	16,36,409	100.0000	16,36,409	0	100.0000	0.0000
	E-Voting at AGM		0	0	0	0	0	0
	Total	16,36,409	16,36,409	100.0000	16,36,409	0	100.0000	0.0000
Public-Non Institution	Remote e-voting	1,50,95,192	9,064	0.0601	8,503	561	93.8107	6.1893
	E-Voting at AGM		152	0.0010	152	0	100.0000	0
	Total	1,50,95,192	9,216	0.0611	8,655	561	93.9128	6.0872
Tot	al	6,68,92,908	3,57,61,011	53.4601	3,57,60,450	561	99.9984	0.0016

The above resolution was approved with requisite majority.



ITEM NO.	4
Details of Agenda	Approval of material Related Party Transaction(s) between Next Radio Limited and HT Media Limited for Financial Year 2024-25, 2025-26, 2026-27 and 2027-28.
Resolution required	Ordinary Resolution
Whether promoter/ promoter group are interested in the agenda/ resolution?	

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)= I(4)/(2)1*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	Remote e-voting	5,01,61,307	0	0.0000	0	0	0	0
	E-Voting at AGM		0	0.0000	0	0	0	0
	Total	5,01,61,307	0	0.0000	0	0	0	0
Public- Institutions	Remote e-voting	16,36,409	16,36,409	100.0000	0	16,36,409	0.0000	100.0000
	E-Voting at AGM		0	0.0000	0	0	0	0
	Total	16,36,409	16,36,409	100.0000	0	16,36,409	0.0000	100.0000
Public-Non Institution	Remote e-voting	1,50,95,192	8,954	0.0593	8,693	261	97.0851	2.9149
	E-Voting at AGM	-	152	0.0010	152	0	100.0000	0.0000
	Total	1,50,95,192	9,106	0.0603	8,845	261	97.1338	2.8662
Total		6,68,92,908	16,45,515	2.4599	8845	16,36,670	0.5375	99.4625

The above resolution was not approved with requisite majority.

Yours faithfully,

For NEXTMEDIAWORKS LIMITED

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Kende (Sonali Manchanda) **Company Secretary** Membership No.: F7283 5th Floor, Lotus Tower, A Block, Community Centre, New Friends Colony, New Delhi -110001

Date- 24th September, 2024



SANKET JAIN & CO. Company Secretaries

CONSOLIDATED SCRUTINIZER'S REPORT

Pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended from time to time]

To,

The Chairman Next Mediaworks Limited [CIN: L22100MH1981PLC024052] Unit 701A, 7th Floor, Tower-2, India Bulls Finance Centre Senapati Bapat Marg, Elphinstone Road <u>Mumbai – 400 013</u>

Dear Sir,

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- Subject: Consolidated Scrutinizer's Report on remote e-voting and e-voting at the 43rd Annual General Meeting of Next Mediaworks Limited conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time
 - I, Sanket Jain (Practicing Company Secretary, C.P. No. 12583), have been appointed as the Scrutinizer by the Board of Directors of Next Mediaworks Limited ("the Company") vide circular resolution passed by the Board of Directors of the Company on August 21, 2024 (Wednesday) for the purpose of scrutinizing the process of voting through electronic means ("e-voting") on the resolution(s) as set forth in the Notice dated August 21, 2024 ("AGM Notice") calling the 43rd Annual General Meeting of its Equity Shareholders ("the Meeting/ AGM") through Video Conferencing/ Other Audio Video Means ("VC/ OAVM"), convened on September 24, 2024 (Tuesday) at 11:00 A.M. (IST) through VC/ OAVM in accordance with recent circular dated September 25, 2023 issued by the Ministry of Corporate Affairs ("MCA Circular") and circular dated October 07, 2023 issued by the Securities and Exchange Board of India ("SEBI Circular") and in compliance with the provisions of the Act and the SEBI Listing Regulations.
 - 2. The said appointment as Scrutinizer is made in accordance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time ("the Rules"). As Scrutinizer, I have scrutinized:

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

- (i) Process of remote e-voting, before the AGM, using an electronic e-voting system on the dates referred to in the AGM Notice ("**remote e-voting**"); and
- (ii) Process of e-voting at the AGM ("Venue voting")

3. Management's Responsibility

The Management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) the MCA Circulars; and (iii) the SEBI Listing Regulations relating to remote e-voting and venue voting on the resolutions set forth in the AGM Notice.

4. Scrutinizer's Responsibility

My responsibility as Scrutinizer for e-voting process (i.e. remote e-voting and venue voting) is restricted to preparation of Consolidated Scrutinizer's Report of the votes cast on the resolutions set forth in the AGM Notice, based on the reports generated from the e-voting system provided by National Securities Depository Limited ("NSDL"), the Agency engaged by the Company to provide e-voting facility and documents furnished to me electronically by the Company and/ or NSDL for verification and issuance of this report.

5. Dispatch of Notice convening the AGM

The Company, through NSDL, had completed dispatch of the Notice of the AGM along with Annual Report for FY-24 to Equity Shareholders of the Company on August 30, 2024 (Friday). The Notice of the Meeting was also made available on the website of the Company viz. <u>www.nextmediaworks.com</u> and website of the stock exchanges i.e., BSE Limited and National Stock Exchange of India Limited (<u>www.bseindia.com</u> and <u>www.nseindia.com</u>).

The Company had published advertisements in "Mint" (English newspaper-all editions) and "VrittaManas" (Marathi newspaper- Mumbai Edition) on August 31, 2024 (Saturday) regarding completion of dispatch of AGM Notice along with Annual Report for FY-24 to shareholders and specifying the date & time of the AGM, availability of the notice on the website of the Company and Stock Exchanges, manner of registration of email ids by the Members (both physical and demat) who are yet to register their email ids with the Company/Depository Participant/Registrar and Transfer Agent, manner of voting through remote e-voting or venue voting etc.

The Company, through NSDL, also completed dispatch of Notice of AGM and the Annual Report for FY-24 on September 19, 2024 (Thursday) to the Equity Shareholders of the Company who had acquired shares/register email ids post the cut-off date for sending of Annual Report.

6. Cut-off date



The Equity Shareholders of the Company as on the "cut-off" date, as set forth in the AGM Notice, i.e., September 17, 2024 (Tuesday) were entitled to vote on the resolutions (item nos. 1 to 4 as set forth in the AGM Notice) and their voting rights were in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date. As on cut-off date, there were 15,630 shareholders of the Company and the total paid-up share capital of the Company was Rs. 66,89,29,080/- (Rupees Sixty-Six Crores Eighty-Nine Lakhs Twenty-Nine Thousand and Eighty

only) divided into 6,68,92,908 (Six Crores Sixty-Eight Lakhs Ninety-Two Thousand Nine Hundred and Eight only) Equity Shares of Rs.10/- each.

7. <u>Remote e-voting process</u>

- i. The remote e-voting period commenced from 9.00 A.M. (Server time) on September 20, 2024 (Friday) and ended at 5.00 P.M. (Server time) on September 23, 2024 (Monday) on the designated website URL: <u>https://evoting.nsdl.com</u> via e-voting facility of NSDL.
- ii. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on September 17, 2024 (Tuesday), were only entitled to vote on proposed resolutions (Item Nos. 1 to 4 as set out in the AGM Notice of the Company) by remote e-voting.
- iii. On September 24, 2024 (Tuesday), after the conclusion of the AGM and post counting of Venue voting, event was unblocked by me.

8. E-voting process at the AGM i.e. Venue Voting

i. After declaration of voting by the Chairman, the members present at the AGM through VC/OAVM and who had not voted on remote e-voting, voted through e-voting facility provided by NSDL at the AGM.

9. Counting Process

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i. The e-votes were unblocked on September 24, 2024 (Tuesday) after the conclusion of the AGM in the presence of two witnesses, who are not in the employment of the Company, viz., Mr. Pratham Gupta and Mr. Ashish Gupta, before they were counted.

Mr. Pratham Gupta

Adurt Guttes

Mr. Ashish Gupta

- ii. Thereafter, the details containing, *interalia*, the list of Equity Shareholders who voted "in favour" or "against" on each of the resolutions that was put to vote, were generated from the e-voting website of NSDL, i.e., https://evoting.nsdl.com
- iii. The e-voting system was scrutinized on test check basis. The e-votes were reconciled with the records maintained by the Company/ NSDL and the authorizations lodged with the Company/ NSDL on test check basis.

10. Outcome of remote e-voting and venue voting

All the resolutions as set forth in the AGM Notice, except Resolution No. 4 were passed with requisite majority.

I hereby submit the Consolidated Scrutinizer's Report on the results of the remote e-voting and Venue voting on all the resolutions as set forth in the AGM Notice as under:

ORDINARY BUSINESS

RESOLUTION NO.1 – ORDINARY RESOLUTION

To receive, consider and adopt:

- a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024 together with the Reports of the Board of Directors and Auditors thereon: and
- b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024 together with the Report of the Auditors thereon

I. **Mode of Voting** Number of Number of votes % of total number of members voted cast by them valid votes cast **Remote e-voting** 72 (A) 3,57,60,598 99.9989 **(B)** Venue voting 2 152 0.0004 Total (A+B) 74 99.9993 3,57,60,750

Voted in favour of the resolution (out of valid votes cast):

II. Voted against the resolution (out of valid votes cast):

Mode of Voting	Number members voted	of	Number of cast by them		votes	% of total number of valid votes cast	
(A) Remote e-voting		4			261	0.0007	
(B) Venue voting		0			0	0.0000	
Total (A+B)		4			261	0.0007	

Therefore, the Resolution in Item No.1 has been approved with requisite majority.

RESOLUTION NO.2 - ORDINARY RESOLUTION

To re-appoint Mr. Sandeep Rao (DIN: 08711910) as a Director, who retires by rotation and, being eligible, offers himself for re-appointment.

I. Voted in favour of the resolution (out of valid votes cast):									
Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast						
(A) Remote e-voting	71	3,57,60,298	99.9980						
(B) Venue voting	2	152	0.0004						
Total (A+B)	73	3,57,60,450	99.9984						

П. Voted against the resolution (out of valid votes cast):

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Mode of Voting	Number members voted	of	Number cast by the	votes	% of total number of valid votes cast
(A) Remote e-voting		5		561	0.0016
(B) Venue voting		0		 0	0.0000
Total (A+B)		5		561	0.0016

Therefore, the Resolution in Item No.2 has been approved with requisite majority.

RESOLUTION NO.3 – ORDINARY RESOLUTION

Appointment of M/s S.R.Batliboi & Associates LLP, Chartered Accountants, (Firm Registration Number: 101049W/E300004) as Statutory Auditors and to fix their remuneration

I. Voted in favour of the resolution (out of valid votes cast):

Mode of Voting		Number o members voted	of	Number of votes cast by them		% of total number of valid votes cast
(A)	Remote e-voting		71	3,57,	60,298	99.9980
(B)	Venue voting		2		152	0.0004
Total (A+B)			73	3,57,60,450		99.9984

Voted against the resolution (out of valid votes cast): II.

Mode of Voting	Number members voted	of	Number of cast by them		% of total number of valid votes cast
(A) Remote e-voting		5		561	0.0016
(B) Venue voting		0		0	0.0000
Total (A+B)		5		561	0.0016

Therefore, the Resolution in Item No.3 has been approved with requisite majority.

SPECIAL BUSINESS

RESOLUTION NO.4 – ORDINARY RESOLUTION

Approval of material Related Party Transaction(s) between Next Radio Limited and HT Media Limited for Financial Year 2024-25, 2025-26, 2026-27 and 2027-28

I. Voted in favour	of the resolution (ou	t of valid votes cast):	
Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(A) Remote e-voting	66	8,693	0.5283
(B) Venue voting	2	152	0.0092
Total (A+B)	68	8,845	0.5375

Voted against the resolution (out of valid votes cast): II.

Mode of Voting	Number of members voted	Number of votes cast by them		% of total number of valid votes cast	
(A) Remote e-voting		8	16,36,670		99.4625
(B) Venue voting		0		0	0.0000
Total (A+B)		8	16,36,670		99.4625

8,845

0.5375

Therefore, the Resolution in Item No.4 has not been approved with requisite majority.

- 11. The electronic data and all other relevant records relating to e-voting process shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the AGM and thereafter, the same shall be handed over to the Company Secretary for safe keeping.
- 12. This report is issued in accordance with the terms of the Engagement Letter.

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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: 24.09.2024 **Place**: New Delhi **UDIN**: A026531F001300661 COUNTERSIGNED BY: For Next Mediaworks Limited

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Sonali Manchanda (Company Secretary) (Authorised by the Chairman) M. No.: F7283

Date: 24.09.2024 Place: New Delhi