

6<sup>th</sup> August 2015

**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 34<sup>th</sup> Annual General Meeting of Next Mediaworks Limited.**

Pursuant to Clause 31 of the Listing Agreement, we reproduce below the proceedings of the 34<sup>th</sup> Annual General Meeting of Next Mediaworks Limited (the "Company") held on Thursday, the 6<sup>th</sup> day of August 2015 at 4.00 p.m. at Hall of Harmony, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400 018.

**Sitting on the dias**

Mr. Tarique Ansari	Chairman & Managing Director
Mr. Narayan Varma	Independent Director
Mr. Adille Sumariwalla	Independent Director
Mr. I. Venkat	Independent Director
Ms. Monisha Shah	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 : 3

Public : 30

**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 4 representations have been received representing Ferari Investments and Trading Company Private Limited, Meridian Holding and Leasing Company Private Limited, Inquilab Offset Printers Limited and Crosseas Corntrade Private Limited totaling 19459699 shares i.e. 29.78 % of the total paid-up capital and NIL valid proxies have been received.

With the permission of the members, Notice of the 34<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 2015 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 congratulated the Company and the management for the excellent performance and results of the Company. The shareholders asked reasons for non-payments of dividend during the current financial, they also enquired about the Phase III auctions alongwith the migration process and the steps that are taken by the Company for participating in the ongoing auction. The Shareholders also questioned pertaining to the number of station wherein the Company is broadcasting under the brand name "Radio one"

The Chairman responded to all the queries raised by shareholders present at the meeting to their satisfaction.

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. 30<sup>th</sup> July 2015. The e-voting period opened at 9.00 a.m. on Sunday, 2<sup>nd</sup> August 2015 and concluded at 5.00 p.m. on Wednesday, 6<sup>th</sup> August 2015. Mr. Jayaram Poojari, 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 10 as stated in the Notice of the 34<sup>th</sup> Annual General Meeting which were seconded by members present at the Annual General Meeting.



The Chairman thereafter invited Mr. Jayaram Poojari 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.

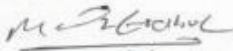
The Chairman further informed the members that a final report will be submitted by the Scrutinizer on the next day and the results of voting shall be declared immediately on receipt of the Scrutinizer's report. The results will be uploaded on the Company's website [www.nextmediaworks.com/together](http://www.nextmediaworks.com/together)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

Thereafter Mr. Jayaram Poojari distributed the poll papers. 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**

