

October 3, 2024

National Stock Exchange of India Limited Exchange Plaza, Plot No. C/1, G-Block Bandra-Kurla Complex, Bandra (E) Mumbai – 400 051 Trading Symbol: NETWORK18	BSE Limited P J Towers, Dalal Street, Mumbai – 400 001 SCRIP CODE: 532798
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Sub: Disclosure of Voting Results - Postal Ballot Notice dated August 30, 2024

Dear Sirs,

The Company had sought approval of the members of the Company for:

1. Appointment of Mr. Adil Zainulbhai (DIN:06646490) as Non-Executive Non-Independent Director of the Company;
2. Appointment of Ms. Renuka Ramnath (DIN:00147182) as an Independent Director of the Company;
3. Re-appointment of Mr. Rahul Joshi (07389787) as Managing Director of the Company.

The above resolutions have been passed with more than requisite majority on October 2, 2024 (the last date of e-voting).

The voting results in the format prescribed under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, alongwith the Scrutinizer's Report on remote e-voting, in respect of above resolutions are attached.

This is for your information and records.

Thanking you,

Yours faithfully,
For **Network18 Media & Investments Limited**

Nitten Gupta
Compliance Officer

Encl.: as above

NETWORK18 MEDIA & INVESTMENTS LIMITED
Voting Results (Postal Ballot by way of remote e-voting)

Date of the AGM / EGM:	Not Applicable (Resolutions passed through Postal Ballot on October 02, 2024)
Total number of shareholders on record date (i.e., August 30, 2024 - cut-off date for voting purpose):	1 70 638
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable (Resolutions passed through Postal Ballot)
No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public:	Not Applicable (Resolutions passed through Postal Ballot)

Agenda-wise disclosure

The Mode of voting for all resolutions was remote e-voting.

Resolution 1: Appointment of Mr. Adil Zainulbhai (DIN:06646490) as Non-Executive Non-Independent Director of the Company (Ordinary Resolution)

Whether promoter/ promoter group are interested in the agenda/resolution? :				No				
Category	Mode of Voting	No. of shares held	No. of votes polled, \$	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	78 52 11 389	78 52 11 389	100.0000	78 52 11 389	0	100.0000	0.0000
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	78 52 11 389	78 52 11 389	100.0000	78 52 11 389	0	100.0000	0.0000

Public- Institutions	E-Voting	3 11 94 648	2 95 00 308	94.5685	2 81 84 000	13 16 308	95.5380	4.4620
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	3 11 94 648	2 95 00 308	94.5685	2 81 84 000	13 16 308	95.5380	4.4620
Public- Non Institutions#	E-Voting	23 05 42 482	27 81 685	1.2066	27 34 333	47 352	98.2977	1.7023
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	23 05 42 482	27 81 685	1.2066	27 34 333	47 352	98.2977	1.7023
Total	104 69 48 519	81 74 93 382	78.0834	81 61 29 722	13 63 660	99.8332	0.1668	

Whether resolution is passed or not? (YES/NO): **YES**

Resolution 2: Appointment of Ms. Renuka Ramnath (DIN:00147182) as an Independent Director of the Company (Special Resolution)

Whether promoter/ promoter group are interested in the agenda/resolution? :				No				
Category	Mode of Voting	No. of shares held	No. of votes polled, \$	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	78 52 11 389	78 52 11 389	100.0000	78 52 11 389	0	100.0000	0.0000
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	78 52 11 389	78 52 11 389	100.0000	78 52 11 389	0	100.0000	0.0000
Public- Institutions	E-Voting	3 11 94 648	2 95 00 308	94.5685	2 90 67 374	4 32 934	98.5324	1.4676
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	3 11 94 648	2 95 00 308	94.5685	2 90 67 374	4 32 934	98.5324	1.4676
Public- Non Institutions#	E-Voting	23 05 42 482	27 84 508	1.2078	27 37 032	47 476	98.2950	1.7050
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	23 05 42 482	27 84 508	1.2078	27 37 032	47 476	98.2950	1.7050
Total	104 69 48 519	81 74 96 205	78.0837	81 70 15 795	4 80 410	99.9412	0.0588	

Whether resolution is passed or not? (YES/NO): **YES**

Resolution 3: Re-appointment of Mr. Rahul Joshi (DIN:007389787) as Managing Director of the Company (Special Resolution)

Whether promoter/ promoter group are interested in the agenda/resolution? :				No				
Category	Mode of Voting	No. of shares held	No. of votes polled, \$	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	78 52 11 389	78 52 11 389	100.0000	78 52 11 389	0	100.0000	0.0000
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	78 52 11 389	78 52 11 389	100.0000	78 52 11 389	0	100.0000	0.0000
Public- Institutions	E-Voting	3 11 94 648	2 95 00 308	94.5685	2 40 96 613	54 03 695	81.6826	18.3174
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	3 11 94 648	2 95 00 308	94.5685	2 40 96 613	54 03 695	81.6826	18.3174
Public- Non Institutions#	E-Voting	23 05 42 482	27 84 841	1.2080	27 38 599	46 242	98.3395	1.6605
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	23 05 42 482	27 84 841	1.2080	27 38 599	46 242	98.3395	1.6605
Total		104 69 48 519	81 74 96 538	78.0837	81 20 46 601	54 49 937	99.3333	0.6667

Whether resolution is passed or not? (YES/NO): **YES**

Notes:

(1) # Includes Shares in the Unclaimed Suspense Account on which voting rights are frozen pursuant to Regulation 39(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule VI thereto and shares held by Investor Education and Protection Fund (IEPF) Authority on which voting rights are frozen pursuant to Rule 6(6) of the IEPF (Accounting, Audit, Transfer and Refund) Rules, 2016.

(2) \$ Represents valid votes polled

Note: All the aforesaid resolutions have been passed with requisite majority.

Scrutinizer's Report

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended]

To,
The Chairman
Network18 Media & Investments Limited
First Floor Empire Complex
414 Senapati Bapat Marg, Lower Parel
Mumbai - 400013

Scrutinizer's Report on the voting by means of remote e-voting process on the resolutions set out in the Postal Ballot Notice dated August 30, 2024

Dear Sir,

I, B Narasimhan, Company Secretary in practice and Partner, BN & Associates, Company Secretaries, have been appointed as a Scrutinizer by the Board of Directors of Network18 Media & Investments Limited ("**the Company**") for the purpose of scrutinizing the voting by means of Postal Ballot, only by remote e-voting process ("**e-voting**") in a fair and transparent manner on the resolutions contained in the postal ballot notice dated August 30, 2024 ("**Notice**") sent in accordance with General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ("**MCA**"), Government of India (hereinafter referred to as "**MCA Circulars**").

1. In compliance with the MCA Circulars, the Notice was sent only through electronic mode to members whose email address is registered with the Company/ Registrar & Transfer Agent of the Company, viz. KFin Technologies Limited ("**KFinTech**") / National Securities Depository Limited ("**NSDL**") / Central Depository (India) Services Limited ("**CDSL**") / Depository Participants as on Friday, August 30, 2024 ("**Cut-Off Date**").



The Notice was also placed on the website of the Company at: <https://www.nw18.com> and on the website of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively; and on the website of KFinTech at <https://evoting.kfintech.com>, being the agency appointed by the Company to provide to its members facility to exercise their right to vote on the resolutions contained in the Notice.

In compliance with the MCA Circulars, a newspaper advertisement was published on September 3, 2024 in 'Financial Express' (English language newspaper) and in 'Navshakti' (Marathi language newspaper) specifying the details of dispatch of Notice and instructions for e-voting.

2. The said appointment as Scrutinizer is under the provisions of Section 110 of the Companies Act, 2013 ("**the Act**") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended ("**the Rules**"). As the Scrutinizer, I have to scrutinize the process of e-voting conducted for the postal ballot, using an electronic voting system on the dates referred to in the Notice.

Management's Responsibility

3. 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 Obligations and Disclosure Requirements) Regulations 2015, ("**LODR**") relating to e-voting on the resolutions contained in the Notice. The management of the Company is responsible for ensuring a secure framework and robustness of the electronic voting systems.

Scrutinizer's Responsibility

4. My responsibility as a Scrutinizer for e-voting process is restricted to making a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the Notice, based on the reports generated from the e-voting system provided by KFinTech, (being an agency authorized under the Act and the Rules made thereunder engaged by the Company to provide e-voting facility) and attendant papers/ documents furnished to me electronically by the Company and/ or KFinTech for my verification.

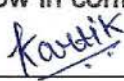


Cut-Off date

5. Subject to the provisions of the Articles of Association of the Company, the Members of the Company as on the Cut-Off Date, as set out in the Notice, i.e., Friday, August 30, 2024 were entitled to vote on the resolutions (item nos. 1 to 3 as set out in the Notice) and their voting rights were in proportion to their shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.

6. E-voting process

- i. The e-voting period remained open from Tuesday, September 3, 2024 (9:00 a.m. IST) to Wednesday, October 2, 2024 (5:00 p.m. IST).
- ii. The votes cast during the e-voting period were unblocked on Wednesday, October 2, 2024 after the conclusion of e-voting period for postal ballot and was witnessed by two witnesses, Mr. Kartik Madrecha and Mr. Rishi Jain, who are not in the employment of the Company and / or KFinTech. They have signed below in confirmation of the same.



Mr. Kartik Madrecha



Mr. Rishi Jain

- iii. Thereafter, the details containing, inter alia, the list of members who voted "in favour" or "against" on each of the resolutions that was put to vote, were generated from the remote e-voting website of KFinTech i.e. <https://evoting.kfintech.com>. Based on the report generated by KFinTech and relied upon by me, data regarding the remote e-voting was scrutinized on test check basis.
7. I submit herewith the Scrutinizer's Report on the results of the e-voting for postal ballot, based on the reports generated by KFinTech, scrutinized on test check basis and relied upon by me as under:-



Item No. of the Notice	Votes in favor of the Resolution		Votes against the Resolution		Invalid votes (due to lack of proper authorization) Nos.
	Number of Valid Votes	As a % of total number of valid votes (in Favour and Against)	Number of Valid Votes	As a % of total number of valid votes (in Favour and Against)	
(i)	(ii)	(iii=ii/(ii+iv)*100)	(iv)	(v=iv/(ii+iv)*100)	(vi)
Item No. 1 – Appointment of Mr. Adil Zainulbhai (DIN:06646490) as Non-Executive Non-Independent Director of the Company (As an Ordinary Resolution)	81,61,29,722	99.8332	13,63,660	0.1668	NIL
Item No. 2 – Appointment of Ms. Renuka Ramnath (DIN: 00147182) as an Independent Director of the Company (As a Special Resolution)	81,70,15,795	99.9412	4,80,410	0.0588	NIL
Item No. 3 – Re-appointment of Mr. Rahul Joshi (DIN: 07389787) as Managing Director of the Company (As a Special Resolution)	81,20,46,601	99.3333	54,49,937	0.6667	NIL



Based on the aforesaid results, I report that all the resolutions as set out in items nos. 1 to 3 of the Notice have been passed with requisite majority.

8. The electronic data and all other relevant records relating to e-voting will be handed over to Mr. Nitten Gupta, Compliance Officer of the Company, for safe keeping as provided in the Act read with the relevant Rules.

Thanking You
Yours faithfully,

For BN & Associates
COMPANY SECRETARIES

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Balasubramania
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B Narasimhan
(Proprietor)
FCS 1303 COP No. : 10440

Place: Mumbai
Date: October 3, 2024
UDIN F001303F001400382

Counter signed by:

RAMESH
KUMAR
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Signature _____

Ramesh Kumar Damani
Group Chief Financial Officer

Date: October 3, 2024
Place: Mumbai