

J. U. POOJARI & ASSOCIATES
COMPANY SECRETARIES

111, 11th Floor, Sai-Dwar CHS Ltd,
Sab TV Lane, Opp Laxmi Industrial Estate
Off Link Road, Above Shabari Restaurant,
Andheri (W), Mumbai : 400 053
Tel. : 2673 4304 • Telefax : 2673 4305
Email : jupoojari@rediffmail.com

25.07. 2015

To,
NEXT MEDIAWORKS LIMITED
156, D.J Dadajee Road,
Behind Everest Buliding,
Tardeo, Mumbai- 400034

Kind Attn: Mr. Mandar Godbole

Sub. : Postal Ballot

Dear Sir,

I refer to my appointment as Scrutinizer to conduct the postal ballot process in respect of the following resolutions:

(a) Special Resolution under Section 186 of the Companies Act, 2013 authorizing the Board of Directors to give loans/guarantee/provide security to or invest in the securities of the Company's subsidiary(ies) upto an aggregate amount of Rs. 300 Crores.

(b) Special Resolution under Section 180(1)(a) of the Companies Act, 2013 authorizing the Board of Directors to create charge/mortgage/hypothecation on all or any of the movable/immovable properties of the Company.

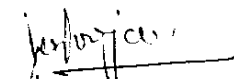
I now enclose the following:

- a) My report to the Chairman of the Company on the result of the postal ballots received from shareholders through e-voting and in physical mode.
- b) The register showing the particulars of the physical postal ballots processed by the Registrar and Share Transfer Agent of the Company and the e-votes registered on the National Securities Depository Limited (NSDL) e-voting system in respect of the said resolutions.

I hope you will find the above in order.

Thanking you.

Yours faithfully,



Jayaram U. Poojari
J.U. Poojari & Associates
Encl.: As above.

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To,
The Chairman & Managing Director
NEXT MEDIAWORKS LIMITED
156, D.J Dadajee Road,
Behind Everest Buliding,
Tardeo, Mumbai- 400034

Report of Scrutinizer

I, Jayaram U. Poojari, Company Secretary in whole time practice, having my office at 111, 11th Floor, Sai Dwar CHS Ltd., Sab TV Lane, Opp. Laxmi Indl. Estate, Off Link Road, Andheri (West), Mumbai 400 053 had been appointed as the Scrutinizer to conduct the postal ballot process in respect of the following resolutions:

- (1) Special Resolution under Section 186 of the Companies Act, 2013 authorizing the Board of Directors to give loans/guarantee/provide security to or invest in the securities of the Company's subsidiary(ies) upto an aggregate amount of Rs. 300 Crores.
- (2) Special Resolution under Section 180(1)(a) of the Companies Act, 2013 authorizing the Board of Directors to create charge/mortgage/hypothecation on all or any of the movable/immovable properties of the Company.

I have scrutinized the ballot forms and votes tendered therein and maintained register in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014.

I now submit my Report as under on the result of the voting by postal ballot in electronic and physical mode in respect of the aforesaid Resolutions.

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1. Special Resolution under Section 186 of the Companies Act, 2013 authorizing the Board of Directors to give loans/guarantee/provide security to or invest in the securities of the Company's subsidiary(ies) upto an aggregate amount of Rs. 300 Crores.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of Votes cast(Shares)	% of total number of valid votes cast
91	22,64,099	99.81

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of Votes cast(Shares)	% of total number of valid votes cast
17	4,382	0.19

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast(Shares)
1	400



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2. Special Resolution under Section 180(1)(a) of the Companies Act, 2013 authorizing the Board of Directors to create charge/mortgage/hypothecation on all or any of the movable/immovable properties of the Company.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of Votes (Shares)	% of total number of valid votes cast
91	22,65,004	99.77

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of Votes cast(Shares)	% of total number of valid votes cast
16	5,232	0.23

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast(Shares)
1	400

Place: Mumbai
Dated: 25.07. 2015



For J.U. Poojari & Associates
Signature:

Name: Jayaram U. Poojari
FCS. No: 8102 CP No: 8187