NEXT MEDIAWORKS LIMITED

March 26th, 2015

The Listing Department
The National Stock Exchange of India Ltd
Exchange Plaza , 5th floor
Plot No. C/1,G Block,
Bandra – Kurla Complex,
Bandra – East,
Mumbai – 400 051

Dear Sir,

Subject: Result of Postal Ballot Pursuant to Clause 35A.

This has reference to our letter dated February 20, 2015 related to Postal Ballot Notice seeking the consent of the members by way of Special/Ordinary Resolution Vide postal Ballot/electronic voting with respect to the following items of business.

1. Increase in the authorised share capital of the Company.
2. Alteration of Capital Clause of the Memorandum of Association.
3. Alteration of Capital Clause of the Articles of Association.
4. Raising of Funds upto Rs 30 crores by issue of Securities.

In connection with the above and pursuant to clause 35A of the Listing Agreement, we would like to inform you that the Resolution mentioned above and in the aforesaid notice has been passed by the members of the company by requisite majority.

We hereby enclosed the following documents for your reference and records.

1. Results of Postal Ballot.
2. Scrutinizer Report.

Kindly acknowledge the receipt of the same.

Thanking You,

Yours faithfully,
For **Next Mediaworks Limited**

NEXT MEDIAWORKS LIMITED MUMBAI

Manoj Gujaran
Company Secretary

Encl : A/a

156-D, J. Dadajee Road
Behind Everest Building
Tardeo, Mumbai 400034
India
+91 22 67527038
www.nextmediaworks.com
CIN : L22100MH1981PLC024052

NEXT MEDIAWORKS LIMITED

Resolution no. 1

Promoter /Public	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
Resolution No. 1 :Ordinary Resolution to increase authorized sharecapital of the Company from Rs.70 crores divided into 7 crore equity shares of Rs.10/- each to Rs.80 crores divided into 8 crore equity shares of Rs.10/- each							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	39836629	20760284	52.11	20760284	0	100.00	0.00
Public Institutional Holders	35000	0	0.00	0	0	0.00	0.00
Public-Others	25463647	280867	1.10	279021	1846	99.34	0.66
Total (A)	**65335276**	**21041151**	**32.20**	**21039305**	**1846**	**99.99**	**0.01**
Mode of Voting: (Poll)							
Promoter and Promoter Group	39836629	26546201	66.64	26546201	0	100.00	0.00
Public Institutional Holders	35000	0	0.00	0	0	0.00	0.00
Public-Others	25463647	401646	1.58	401446	200	99.95	0.05
Total (B)	**65335276**	**26947847**	**41.25**	**26947647**	**200**	**100.00**	**0.00**
Result (A+B)	**65335276**	**47988998**	**73.45**	**47986952**	**2046**	**100.00**	**0.01**

For Next Mediaworks Limited

Company Secretary

NEXT MEDIAWORKS LIMITED

Resolution no. 2

Promoter /Public	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
Resolution No. 2 :Special Resolution to amend the Capital clause (Clause V) of the Memorandum of Association.							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	39836629	20760284	52.11	20760284	0	100.00	0.00
Public Institutional Holders	35000	0	0.00	0	0	0.00	0.00
Public-Others	25463647	280762	1.10	277861	2901	98.97	1.03
Total (A)	**65335276**	**21041046**	**32.20**	**21038145**	**2901**	**99.99**	**0.01**
Mode of Voting: (Poll)							
Promoter and Promoter Group	39836629	26546201	66.64	26546201	0	100.00	0.00
Public Institutional Holders	35000	0	0.00	0	0	0.00	0.00
Public-Others	25463647	401546	1.58	401221	325	99.92	0.08
Total (B)	**65335276**	**26947747**	**41.25**	**26947422**	**325**	**100.00**	**0.00**
Result (A+B)	**65335276**	**47988793**	**73.45**	**47985567**	**3226**	**99.99**	**0.01**

For Next Mediaworks Limited

Company Secretary

NEXT MEDIAWORKS LIMITED

Resolution no. 3

Promoter /Public	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
Resolution No. 3 : Special Resolution to amend the Capital clause (Article 3) of the Articles of Association							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	39836629	20760284	52.11	20760284	0	0.00	0.00
Public Institutional Holders	35000	0	0.00	0	0	0.00	0.00
Public-Others	25463647	280761	1.10	277766	2995	98.93	1.07
Total (A)	**65335276**	**21041045**	**32.20**	**21038050**	**2995**	**99.99**	**0.01**
Mode of Voting: (Poll)							
Promoter and Promoter Group	39836629	26546201	66.64	26546201	0	0.00	0.00
Public Institutional Holders	35000	0	0.00	0	0	0.00	0.00
Public-Others	25463647	401546	1.58	401321	225	99.94	0.06
Total (B)	**65335276**	**26947747**	**41.25**	**26947522**	**225**	**100.00**	**0.00**
Result (A+B)	**65335276**	**47988792**	**73.45**	**47985572**	**3220**	**99.99**	**0.01**

For Next Mediaworks Limited

Company Secretary

NEXT MEDIAWORKS LIMITED

Resolution no. 4

Promoter /Public	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
Resolution No.4 : Special resolution to accord consent for raising of funds upto Rs.30 crore by issue of securities.							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	39836629	20760284	52.11	20760284	0	0.00	0.00
Public Institutional Holders	35000	0	0.00	0	0	0.00	0.00
Public-Others	25463647	280227	1.10	278731	1496	99.47	0.53
Total (A)	**65335276**	**21040511**	**32.20**	**21039015**	**1496**	**99.99**	**0.01**
Mode of Voting: (Poll)							
Promoter and Promoter Group	39836629	26546201	66.64	26546201	0	0.00	0.00
Public Institutional Holders	35000	0	0.00	0	0	0.00	0.00
Public-Others	25463647	401546	1.58	400346	1200	99.70	0.30
Total (B)	**65335276**	**26947747**	**41.25**	**26946547**	**1200**	**100.00**	**0.00**
Result (A+B)	**65335276**	**47988258**	**73.45**	**47985562**	**2696**	**99.99**	**0.01**

For Next Mediaworks Limited

Company Secretary

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

March 23, 2015

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

Kind Attn: Mr. Manoj Gujaran

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) Ordinary Resolution for increase in the Authorized Share Capital of the Company.

(b) Special Resolution for Alteration of the Capital Clause of the Memorandum of Association of the Company.

(c) Special Resolution for Alteration of the Capital Clause of the Articles of Association of the Company.

(d) Special resolution for approval in raising of Funds upto Rs. 30 Crores by issue of securities.

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,

J. U. POOJARI COMPANY SECRETARY CP; 8187

Jayaram U. Poojari
J. U. Poojari &Associates

Encl.: As above.

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

To,
The Chairman
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:

(a) Ordinary Resolution for increase in the Authorized Share Capital of the Company.

(b) Special Resolution for Alteration of the Capital Clause of the Memorandum of Association of the Company.

(c) Special Resolution for Alteration of the Capital Clause of the Articles of Association of the Company.

(d) Special resolution for approval in raising of Funds upto Rs. 30 Crores by issue of securities.

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 physical mode in respect of the said Resolutions.

J. U. POOJARI COMPANY SECRETARY CP: 8187

Contd...2

1.Ordinary Resolution for increase in the Authorized Share Capital of the Company.

(i) Voted in favour of the resolution:

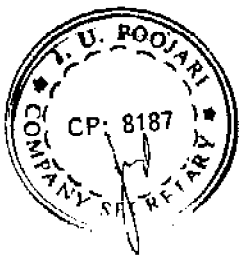
Number of members voted through electronic voting system and through physical ballot form	Number of Votes cast(Shares)	% of total number of valid votes cast
97	4,79,86,952	99.99%

(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
7	2046	0.01%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast(Shares)
4	875



Special Resolution for Alteration of the Capital Clause of the Memorandum of Association 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 cast(Shares)	% of total number of valid votes cast
94	47985567	99.99%

(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
9	3226	0.01%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast(Shares)
5	975



Special Resolution for Alteration of the Capital Clause of the Articles of Association of the Company.

(i) Voted in favour of the resolution:

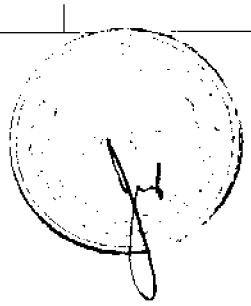
Number of members voted through electronic voting system and through physical ballot form	Number of Votes cast(Shares)	% of total number of valid votes cast
94	47985572	99.99%

(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
9	3221	0.01%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast(Shares)
5	975



Special resolution for approval in raising of Funds upto Rs. 30 Crores by issue of securities.

(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
97	47985562	99.99%

(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
8	2696	0.01%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast(Shares)
5	975

For J.U. Poojari &Associates

Signature:

Name: **Jayaram U Poojari**

ACS. No: 22867 CP No: 8187

Place: Mumbai

Dated: March 23, 2015