

Ref: HTML/CS/02/2016

5-Aug-2016

The Listing Department
BSE Limited
P.J. Tower, Dalal Street
MUMBAI – 400 001

**The National Stock Exchange of
India Limited**
Exchange Plaza, 5th Floor
Plot No C/1, G Block
Bandra-Kurla Complex
Bandra (East)
MUMBAI – 400 051

Scrip Code: 532662
Company Code: HTMEDIA

Dear Sirs,

**Sub: Un-audited Standalone & Consolidated Financial Results and Limited Review Report
on the said UFRs for the quarter ended on 30th June, 2016**

In terms of requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed:

1. The Un-audited Standalone & Consolidated Financial Results and Limited Review Report on the said UFRs for the quarter ended on 30th June, 2016, which was approved and taken on record by the Board of Directors in its meetings held today, i.e., 5th August, 2016 which commenced at 11.45 AM and concluded at 12.50 PM.
2. Limited Review Report of S.R. Batliboi & Co. LLP, the Statutory Auditors of the Company on the Un-audited Standalone & Consolidated Financial Results for the quarter ended on 30th June, 2016.

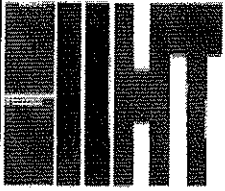
Please acknowledge receipt.

Thanking you,

Yours faithfully,
For **HT MEDIA LIMITED**


(Dinesh Mittal)
Group General Counsel & Company Secretary

Encl: As above



HT Media Limited
CIN:- L22121DL2002PLC117874
Registered Office: Hindustan Times House, 18-20, Kasturba Gandhi Marg, New Delhi - 110001, India
Tel:- +91 11 66561234 Fax:- +91 11 66561445
Website:- www.htmedia.in E-mail:-corporatedept@hindustantimes.com
Un-Audited Standalone Financial Results for the Quarter Ended June 30, 2016

(Rs. in Lacs except Earnings per share data)

Statement of Standalone Un-Audited Financial Results for the quarter ended June 30, 2016

Sl. No.	Particulars	Three Months Ended	
		30.06.2016 Un-audited	30.06.2015* Not subjected to Limited Review
1	Income from operations		
	a) Net Sales/Income from Operations	36,151	35,003
	b) Other Operating Income	348	312
	Total Income from operations	36,499	35,315
2	Expenses		
	a) Cost of materials consumed	8,774	9,333
	b) Purchases of stock-in-trade	-	-
	c) Changes in inventories of finished goods , work-in-progress and stock-in-trade	(11)	(4)
	d) Employee benefits expense	10,942	9,928
	e) Depreciation and amortisation expense	2,297	1,626
	f) Advertisement and sales promotion	3,178	3,695
	g) Other expense	12,122	11,350
	Total Expense	37,302	35,928
3	Profit/(Loss) from Operations before other Income, finance costs and exceptional items (1-2)	(803)	(613)
4	Other Income	2,889	1,747
5	Profit from ordinary activities before finance costs and exceptional items (3+4)	2,086	1,134
5 a	Profit from ordinary activities before finance costs, depreciation and amortisation expenses & exceptional items (EBITDA) (5+2e)	4,383	2,760
6	Finance Costs	1,979	651
7	Profit from ordinary activities after finance costs but before exceptional items(5-6)	107	483
8	Exceptional Items (Net)	-	-
9	Profit from Ordinary Activities before Tax (7+8)	107	483
10	Tax Expense	16	86
11	Net Profit from Ordinary Activities after Tax (9-10)	91	397
12	Extraordinary Items (Net of Tax Expenses)	-	-
13	Net Profit/(loss) for the period (11-12)	91	397
14	Other Comprehensive Income (net of taxes)	(49)	(8)
15	Total Comprehensive income	42	389
16	Paid-up Equity Share Capital (Face value - Rs. 2/- per share)	4,655	4,655
17.i	Earnings per share (before extraordinary items) (of Rs 2/- each)	Not Annualised	Not Annualised
	(a) Basic	0.04	0.17
	(b) Diluted	0.04	0.17
17.ii	Earnings per share (after extraordinary items) (of Rs 2/- each)	Not Annualised	Not Annualised
	(a) Basic	0.04	0.17
	(b) Diluted	0.04	0.17

* Refer Note 4



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Notes :

- 1 The above unaudited financial results for the quarter ended June 30, 2016, have been reviewed by the Audit Committee and taken on record by the Board of Directors of the Company at their respective meeting held on August 5, 2016.
- 2 These results have been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (Ind AS) prescribed under Section 133 of the Companies Act 2013 (Act) and other recognised accounting practices and policies to the extent applicable. Beginning April 1, 2016, the Company has for the first time adopted Ind AS with a transition date of April 1, 2015. The transition was carried out from Accounting Standards as prescribed under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP).
- 3 The format for unaudited quarterly results as prescribed in SEBI's Circular CIR/CFD/CMD/15/2015 dated November 30, 2015 has been modified to comply with requirements of SEBI's circular dated July 5, 2016, Ind AS and Schedule III(Division II) to the Act applicable to companies that are required to comply with Ind AS.
- 4 Results for the quarter ended June 30, 2016 have been subjected to Limited Review by the Auditors. The Ind AS compliant corresponding figures of quarter ended June 30, 2015 have not been subjected to Limited Review by the Auditors. The management has exercised necessary due diligence to ensure that such financial results provide a true and fair view of its affairs.
- 5 Reconciliation of Net profit for the quarter ended June 30, 2015 between Ind AS compliant results as reported above with results reported in previous year as per Indian GAAP are given below:

(Rs. in Lacs)

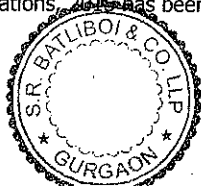
Particulars	Quarter ended
	June 30, 2015
	Not subjected to Limited Review
Net profit as per Indian GAAP	444
Add:	
Actuarial loss on employee defined benefit plans recognised in Other Comprehensive Income	10
Less:	
Fair value of security deposits	(7)
Remeasurement of Revenue	(13)
Mark to market of foreign exchange contracts	(49)
Add/(Less): Tax Impact on Ind-AS adjustments	12
Net profit as per Ind AS	397
Other Comprehensive Income (net of tax)	(8)
Total Comprehensive Income as per Ind AS	389

- 6 The Board of Directors of the Company at its meetings held on November 19, 2015, on the recommendation of the Audit Committee, had approved the transfer and vesting of the Multi-media Content Management Undertaking of the Company ('MMCM Undertaking') to and in HT Digital Streams Limited (Transferee Company), a wholly-owned subsidiary, as a 'going concern' on a slump exchange basis by way of issue of fully paid-up equity shares of the Transferee Company to the Company.

The proposed transfer of the MMCM Undertaking to Transferee Company shall be in terms of a Scheme of Arrangement u/s 391-394 of the Companies Act, 1956 ("Scheme"). The Scheme has been sanctioned by Hon'ble High Court of Delhi on July 13, 2016.

Pending sanction of the Scheme by Hon'ble High Court of Judicature at Patna (the High Court Jurisdiction of Transferee Company), the impact of the Scheme is not considered in above results. The results (before tax) for the quarter ended June 30, 2016 include estimated expenses (net) of MMCM Undertaking of Rs 2,128 Lacs.

- 7 During the quarter, the Company has made the following investments in subsidiaries/ joint venture :
 - Rs. 150 Lacs in Equity Shares of HT Music and Entertainment Limited.
 - Rs. 600 Lacs in Equity Shares of HT Digital Media Holdings Limited.
 - Rs 1,313 Lacs in Equity Shares of India Education Services Private Limited. Allotment of these shares are yet to be made.
- 8 Employee Stock Option details of the Company for the quarter ended June 30, 2016 are as follows:
 - i) HTML Employee Stock Option Scheme – 2009, No options were granted, vested, exercised or forfeited, and
 - ii) HTML Employee Stock Option Scheme – 2005, No options were granted, vested, exercised or forfeited.
- 9 Tax expense includes Current Tax Expense and Deferred Tax Charge/(Credit).
- 10 The CEO and CFO certificate in respect of the above results in terms of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been placed before the Board of Directors.



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11. Statement of segment information for the quarter ended June 30, 2016

(Rs. in Lacs)

Particulars	Three Months Ended	
	30.06.2016 Un-audited	30.06.2015* Not subjected to Limited Review
1 Segment revenue		
a) Printing and Publishing of Newspapers & Periodicals	31,284	31,516
b) Radio Broadcast & Entertainment	3,229	2,452
c) Digital	1,986	1,347
d) Unallocated	-	-
Total	36,499	35,315
Less : Inter Segment Revenue	-	-
Net sales/income from operations	36,499	35,315
2 Segment results profit/(loss) before tax and finance costs from each segment		
a) Printing and Publishing of Newspapers & Periodicals	1,475	2,876
b) Radio Broadcast & Entertainment	56	692
c) Digital	(1,025)	(2,124)
d) Unallocated	(1,309)	(2,057)
Total	(803)	(613)
Less : Finance Cost	1,979	651
Less : Exceptional Items (Net)	-	-
Add: Other Income	2,889	1,747
Profit before tax	107	483
3 Segment assets		
a) Printing and Publishing of Newspapers & Periodicals	98,190	97,384
b) Radio Broadcast & Entertainment	53,314	6,263
c) Digital	3,253	2,560
d) Unallocated	1,85,146	1,55,159
Total Assets	3,39,903	2,61,366
4 Segment liabilities		
a) Printing and Publishing of Newspapers & Periodicals	83,849	75,322
b) Radio Broadcast & Entertainment	8,607	5,816
c) Digital	5,281	3,819
d) Unallocated	81,800	23,234
Total Liabilities	1,79,537	1,08,191

* Refer note 4 above

For and on behalf of the Board of Directors

New Delhi
August 5, 2016



Shobhana Bhartia
Chairperson & Editorial Director



HT Media Limited

CIN:- L22121DL2002PLC117874

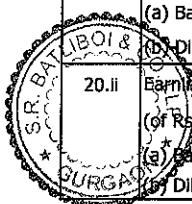
Registered Office: Hindustan Times House, 18-20, Kasturba Gandhi Marg, New Delhi - 110001, India

Tel : +91 11 66561234 Fax :+91 11 66561445

Email:- corporatedept@hindustantimes.com Website:- www.htmedia.in

Statement of Un-audited Consolidated Financial Results for the Quarter Ended June 30,2016

PART I		(All figures in Rs. Lacs except earnings per share data)	
S.No	Particulars	Three months ended	
		30.06.2016 Un-audited	30.06.2015 * Not subjected to limited review
1	Income from operations		
	a) Net Sales/Income from Operations	60,929	58,341
	b) Other Operating Income	537	455
	Total Income from operations	61,466	58,796
2	Expenses		
	a) Cost of materials consumed	18,068	17,709
	b) Purchases of stock-in-trade	-	-
	c) Changes in Inventories of finished goods, work-in-progress and stock-in-trade	(26)	(63)
	d) Employee benefits expense	14,887	13,685
	e) Depreciation and amortisation expense	2,951	2,253
	f) Other expense	22,109	21,549
	Total Expense	57,989	55,133
3	Profit from Operations before other income, finance costs and exceptional items (1-2)	3,477	3,663
4	Other Income	4,777	2,817
5	Profit from ordinary activities before finance costs and exceptional items (3+4)	8,254	6,480
5 a	Profit from ordinary activities before finance costs, depreciation and amortisation expenses & exceptional items (EBITDA) (5+2e)	11,205	8,733
6	Finance Costs	2,465	950
7	Profit from ordinary activities after finance costs but before exceptional items (5-6)	5,789	5,530
8	Exceptional Items	-	-
9	Profit from Ordinary Activities before Tax (7-8)	5,789	5,530
10	Tax Expense	1,864	1,686
11	Net Profit from Ordinary Activities after Tax (9-10)	3,925	3,844
12	Extraordinary Items (Net of Tax Expenses)	-	-
13	Net Profit/(loss) for the period (11-12)	3,925	3,844
14	Share of profit/ (loss) of Joint Ventures	(432)	(298)
15	Non-Controlling Interest	1,252	1,070
16	Net Profit after taxes, non-controlling interest and share of profit/(loss) of Joint Ventures (13+14-15)	2,241	2,476
17	Other Comprehensive Income (Net of Non-Controlling Interest)	(34)	(4)
18	Total Comprehensive Income (16+17)	2,207	2,472
19	Paid-up Equity Share Capital (Face value - Rs. 2/- per share)	4,655	4,655
20.i	Earnings per share (before extraordinary items) (of Rs 2/- each)	Not Annualised	Not Annualised
	(a) Basic	0.96	1.06
	(b) Diluted	0.96	1.06
20.ii	Earnings per share (after extraordinary items) (of Rs 2/- each)	Not Annualised	Not Annualised
	(a) Basic	0.96	1.06
	(b) Diluted	0.96	1.06



* Refer note 4

Notes :

- 1 The financial results of following entities have been consolidated with the financial results of HT Media Limited (Parent Company), hereinafter referred to as "the Group":

Subsidiaries

Hindustan Media Ventures Limited (HMVL)
 HT Music and Entertainment Company Limited (HT Music)
 HT Digital Media Holdings Limited (HT Digital)
 Firefly e-Ventures Limited (Firefly)
 HT Mobile Solutions Limited (HT Mobile)
 HT Overseas Pte. Ltd., Singapore (HT Overseas)
 HT Learning Centers Limited (HT Learning)
 HT Education Limited (HT Education)
 HT Global Education (HT Global), a Company licensed u/s 25 of the Companies Act,1956
 HT Digital Information Private Limited (HT Digital Information) (formerly known as ED World Private Limited)
 Topmovies Entertainment Limited (Top Movies)
 HT Digital Streams Limited (HT Digital Streams)

Joint Venture (JV)

India Education Services Private Limited (IESPL)
 Sports Asia Pte Limited (w.e.f. 9th June 2016)

- 2 These results have been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (Ind AS) prescribed under Section 133 of the Companies Act 2013 (Act) and other recognised accounting practices and policies to the extent applicable. Beginning April 1, 2016, the Group has for the first time adopted Ind AS with a transition date of April 1, 2015. The transition was carried out from Accounting Standards as prescribed under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP) and these results have been reviewed by the Audit Committee and taken on record by the Board of Directors of the parent Company at their respective meetings held on August 5, 2016.
- 3 The format for unaudited quarterly results as prescribed in SEBI's Circular CIR/CFD/CMD/15/2015 dated November 30, 2015 has been modified to comply with requirements of SEBI's circular dated July 5, 2016, Ind AS and Schedule III (Division II) to the Act applicable to companies that are required to comply with Ind AS.
- 4 The Results for the quarter ended June 30, 2016 have been subjected to Limited Review by the Auditors. The Ind AS compliant corresponding figures of quarter ended June 30, 2015 have not been subjected to Limited Review by the Auditors. The management has exercised necessary due diligence to ensure that such financial results provide a true and fair view of its affairs.
- 5 The Reconciliation of Net profit for the quarter ended June 30, 2015 between Ind AS compliant results as reported above with results reported in previous year as per Indian GAAP is given below:

Particulars	(Rs in lacs)
	Quarter ended 30.06.2015 Not subjected to limited review
Net profit after Non Controlling interest under Indian GAAP	2,495
Add:	
Actuarial loss on employee defined benefit plans recognised in Other Comprehensive Income	16
Impact of Fair Valuation of ESOPs	12
Fair Value of Security Deposit	1
Others	5
Less:	
Re-measurement of Revenue	(21)
Mark to market of derivative contracts	(48)
Fair Value of Investment in Equity Instruments	(5)
Add/(less):Tax Impact on Ind-AS adjustments	21
Net profit under Ind AS	2,476
Other Comprehensive Income (Net of Non Controlling interest)	(4)
Total Comprehensive Income under Ind AS	2,472

- 6 During the quarter, the Parent Company has made the following investments in subsidiaries/ joint venture :

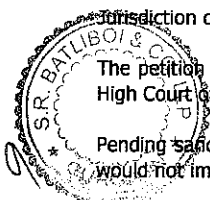
- Rs. 150 Lacs in Equity Shares of HT Music.
- Rs. 600 Lacs in Equity Shares of HT Digital.
- Rs 1,313 lacs towards share application money in IESPL.

- 7 The Board of Directors of the Parent Company and HMVL (Companies) at their respective meetings held on November 19, 2015, on the recommendations of respective Audit Committees, had approved the transfer and vesting of these Companies' Multimedia Content Management Undertakings (MMCM Undertakings) to and in HT Digital Streams ("Transferee Company"), a wholly-owned subsidiary of the Parent Company, as a 'going concern' on a slump exchange basis by way of issue of fully paid up equity shares of the Transferee Company, to the Companies. The proposed transfer of the MMCM Undertakings to the Transferee Company shall be in terms of two separate Schemes of Arrangement u/s 391-394 of the Companies Act, 1956 ("Schemes").

The petition seeking sanction of the Scheme between the Parent Company and the Transferee Company has been sanctioned by Hon'ble High Court of Delhi on July 13, 2016, and listed for hearing on August 18, 2016 before Hon'ble High Court of Judicature at Patna (The High Court Jurisdiction of the Transferee Company)

The petition seeking sanction of the Scheme between HMVL and the Transferee Company is listed for hearing on August 18, 2016 by Hon'ble High Court of Judicature at Patna (The High Court Jurisdiction of Transferee Company and HMVL)

Pending sanction, the impact of the Schemes are not considered in the Standalone Financial results of the respective Companies; however, it would not impact the Consolidated Financial Results of the Parent Company.



8 During the quarter, the Board of Directors and Shareholders of HT Mobile, HT Digital and Firefly approved a Composite Scheme of Capital Reduction and Arrangement (the Scheme) under Section 100 to 104 of the Companies Act 1956, along with Section 52 of the Companies Act 2013 and Section 391-394 of Companies Act, 1956, among HT Mobile, HT Digital and Firefly (The Companies) subject to requisite approval(s) and sanction by the Hon'ble Delhi High Court. The Scheme, inter-alia, provides for demerger of HT Campus Undertaking (Demerged Undertaking) of Firefly and transfer and vesting thereof into the HT Mobile w.e.f. from June 30, 2016 (the Appointed Date).

Pending sanction of the Scheme by Hon'ble Delhi High Court, the impact of Scheme is not considered in the Financial Results of the Companies and Consolidated Financial Results of Group.

9 The un-audited standalone financial results of the Parent Company for the quarter ended June 30,2016 have been filed with the Stock Exchanges where the Parent Company's shares are listed and are available on Company's website "www.htmedia.in". The key standalone financial information for the quarter ended June 30,2016 are as under:


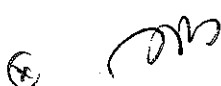
Particulars	(Rs. in lacs)	
	Three months ended	
	30.06.2016	30.06.2015
	Un- audited	Not subjected to limited review
Total Income from operations	36,499	35,315
Profit Before Tax	107	483
Profit After Tax	91	397
Total Comprehensive Income	42	389

10 Details of Employee Stock Option for the quarter ended June 30, 2016 are as follows :

- a) For Parent Company: under i) HTML Employee Stock Option Scheme – 2009, No options were granted, vested, exercised or forfeited.
ii) HTML Employee Stock Option Scheme – 2005, No options were granted, vested, exercised or forfeited under Plan A and Plan B.
- b) For Firefly :- Under i) Employee Stock Option Plan – 2009, No options were granted, vested, exercised or forfeited
ii) Employee Stock Option Plan – 2013, No options were granted, vested, exercised or forfeited
- c) For HMLV:- Under the HT Group Companies – Employee Stock Option Trust Scheme of a parent company, No options were granted, vested or forfeited ; however, 12,936 options were exercised.
- d) For HT Mobile :- Under the Employee Stock Option Plan – 2013, No options were granted, vested, exercised or forfeited.
- e) For TopMovies :- Under the Employee Stock Option Plan – 2013, No options were granted, vested or exercised or forfeited.

11 Tax expense includes Current Tax Expense and Deferred Tax Charge/(Credit).

12 The CEO and CFO certificate in respect of the above results in terms of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been placed before the Board of Directors.

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13 Statement of Un-audited Consolidated segment-wise revenue, results, assets and liabilities for the quarter ended June 30, 2016

Particulars	(Rs In Lacs)	
	Three Months Ended	
	30.06.2016 (Un-audited)	30.06.2015 * Not subjected to limited review
1 Segment Revenue		
a) Printing & Publishing of Newspapers & Periodicals	54,642	53,341
b) Radio Broadcast & Entertainment	3,315	2,452
c) Digital	3,817	3,057
d) Unallocated	512	378
Total	62,286	59,228
Inter Segment Revenue	(820)	(432)
Net Sales/Income from Operations	61,466	58,796
2 Segment Results : Profit/(loss) before Tax and Finance Cost from each segment		
a) Printing & Publishing of Newspapers & Periodicals	7,303	7,852
b) Radio Broadcast & Entertainment	(75)	675
c) Digital	(1,321)	(2,380)
d) Unallocated	(2,430)	(2,484)
Total (A)	3,477	3,663
Less: i) Finance Cost (B)	2,465	950
ii) Exceptional Item (Net) (C)	-	-
Add: Other Income (D)	4,777	2,817
Profit Before Taxation(A-B-C+D)	5,789	5,530
3 Segment Assets		
a) Printing & Publishing of Newspapers & Periodicals	1,34,117	1,34,900
b) Radio Broadcast & Entertainment	55,283	6,430
c) Digital	6,975	4,753
d) Unallocated	2,56,183	2,06,667
Total Assets	4,52,558	3,52,750
4 Segment Liabilities		
a) Printing & Publishing of Newspapers & Periodicals	1,04,428	89,078
b) Radio Broadcast & Entertainment	9,060	5,740
c) Digital	8,024	5,561
d) Unallocated	96,031	36,890
Total Liabilities	2,17,543	1,37,269

* Refer note 4

Note

Unallocated includes figures relating to Segments which do not meet criteria of Reportable Segment as per Indian Accounting Standard 108- Operating Segments.

For and on behalf of the Board of Directors

New Delhi
August 05, 2016



Shobhana Bhartia
Shobhana Bhartia
Chairperson & Editorial Director

Limited Review Report

**Review Report to
The Board of Directors
HT Media Limited**

We have reviewed the accompanying statement of unaudited financial results of HT Media Limited ('the Company') for the quarter ended June 30, 2016 (the "Statement") attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016.

This Statement is the responsibility of the Company's management and has been approved by the Board of Directors. Our responsibility is to issue a report on the Statement based on our review.

We conducted our review in accordance with the Standard on Review Engagements (SRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

We did not review revenues and assets of Rs. Nil and Rs.11 lacs respectively, included in the accompanying unaudited financial results in respect of a trust, whose un-reviewed financial information have been furnished to us by the Management. Our conclusion on the unaudited quarterly financial results, in so far as it relates to such trust is based solely on such un-reviewed financial information. In our opinion and according to the information and explanations given to us by the Management, these financial information is not material to the Company.

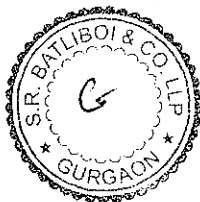
We have not audited or reviewed the accompanying financial results and other financial information for the three months ended June 30, 2015 which have been prepared solely based on the information compiled by Management.

Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with recognition and measurement principles laid down in the applicable Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013, read with relevant rules issued thereunder and other recognised accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016, including the manner in which it is to be disclosed, or that it contains any material misstatement.

For S.R. BATLIBOI & CO. LLP
ICAI Firm registration number: 301003E/E300005
Chartered Accountants



per **Tridibes Basu**
Partner
Membership No.: 017401



Place:- New Delhi
Date:- August 5, 2016

Limited Review Report**Review Report to
The Board of Directors
HT Media Limited**

1. We have reviewed the accompanying statement of unaudited consolidated financial results of HT Media Group comprising HT Media Limited ('the Company') and its subsidiaries and joint ventures (together, 'the Group'), for the quarter ended June 30, 2016 (the "Statement") attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016. This Statement is the responsibility of the Company's management and has been approved by the Board of Directors. Our responsibility is to issue a report on the Statement based on our review.
2. We conducted our review in accordance with the Standard on Review Engagements (SRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
3. We did not review revenues and assets of Rs.693 lacs and Rs.4,337 lacs respectively, included in the accompanying unaudited consolidated financial results relating to subsidiaries, whose financial information have been reviewed by the other auditors and whose reports have been furnished to us. Our conclusion on the unaudited quarterly financial results, in so far as it relates to such subsidiaries is based solely on the reports of the other auditors.
4. We have not audited or reviewed the accompanying consolidated financial results and other financial information for the three months ended June 30, 2015 which have been prepared solely based on the information compiled by Management.
5. Based on our review conducted as above and on consideration of reports of other auditors on the unaudited separate quarterly financial results and on the other financial information of the components, nothing has come to our attention that causes us to believe that the accompanying Statement of unaudited consolidated financial results prepared in accordance with recognition and measurement principles laid down in the applicable Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013, read with relevant rules issued thereunder and other recognised accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016, including the manner in which it is to be disclosed, or that it contains any material misstatement.

For S.R. BATLIBOI & CO. LLP**ICAI Firm registration number: 301003E/E300005**

Chartered Accountants

per **Tridibes Basu**

Partner

Membership No.: 017401

Place: New Delhi

Date: August 5, 2016

