



SCRUTINIZER'S REPORT
[POSTAL BALLOT]

**[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies
(Management and Administration) Rules, 2014]**

The Chairperson/ Whole-time Director
HT Media Limited
Hindustan Times House, 2nd Floor,
18-20, Kasturba Gandhi Marg,
New Delhi – 110 001

Dear Sir/ Madam,

Reg.: Scrutinizer's Report on Postal Ballot Notice dated 8th December, 2017, seeking approval of the shareholders u/s 13 of the Companies Act, 2013 and applicable rules

In terms of the resolution passed by the Board of Directors of HT Media Limited (hereinafter referred to as 'the Company') at its meeting held on 18th July, 2017, I have been appointed as Scrutinizer to receive, process and scrutinize the postal ballot papers and e-voting in respect of a Special Resolution proposed in the Postal Ballot Notice dated 8th December, 2017 (hereinafter referred to as 'the Postal Ballot Notice')

I hereby submit my report on the voting on the above Special Resolution proposed in the Postal Ballot Notice as under:

1. The Management of the Company is responsible to ensure the compliance with the requirements of (i) The Companies Act, 2013 and Rules made thereunder; and (ii) the Listing Agreement with the Stock Exchanges read with SEBI LODR Regulations, 2015, relating to postal ballot voting including voting by electronic means. Our responsibility as Scrutinizers is restricted to making Scrutinizers' Report of the votes casted by the members on the resolutions contained in the above mentioned Notice, based on the reports generated from Karvy Computershare Private Limited (Karvy), the authorized agency engaged by the Company to provide remote e-voting facility for e-voting and scrutiny of physical ballot received till the time fixed for closing of voting process.
2. The Company completed dispatch of postal ballot notice(s), forms/or electronic ballot and postage prepaid business reply inland letters on 15th December, 2017, to its Members whose name(s) appears in the Register of Members / List of beneficial owners received from NSDL/CDSL as on Friday, 8th December, 2017.
3. The Members of the Company had an option to vote either through the physical postal ballot form or through the e-voting facility. Members opting for e-voting facility, casted their votes on the designated website www.evoting.karvy.com via Karvy.

'SATYARAJ', BEHIND HOTEL CHANDA, CIVIL LINES, JHANSI (U.P.) – 284002

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4. As stated in sub rule 3 of Rule 22 of Companies (Management and Administration) Rules, 2014, an advertisement was published by the Company each in 'Hindustan Times' and 'Hindustan' (English & Hindi newspaper) on Saturday, 16th December, 2017, informing about the completion of dispatch/electronic transmission of postal ballot notices, to the Members along with other related matters mentioned therein.
5. All Postal Ballot Forms received upto Monday, 15th January, 2018(1700 hours) (being the last date for receipt of the Postal Ballot Forms) were considered for my scrutiny. The particulars of e-voting done by the members of the Company during the period from 9.00 A.M. (Server time) on Sunday, December, 17, 2017 till 5.00 P.M. (Server time) on Monday, January 15, 2018 by logging on online e-voting site of Karvy, were considered for my scrutiny.
6. Particulars of all Postal Ballot Forms received by the Company including e-voting on Karvy's platform, have been entered separately in a register maintained for this purpose.
7. Envelopes containing Postal Ballot Forms received from the members after Monday, 15th January, 2018 (5.00 P.M.) were not considered for my scrutiny.
8. We did not find any defaced or mutilated ballot papers, as received from the Registrar & Transfer Agent of the Company.
9. The voting pattern was unblocked by me on Monday, 15th January, 2018 in the presence of Ms. Nancy Agarwal and Mr. Arun Pathak, who are not in employment of the Company.

Ms. Nancy Agarwal

Mr. Arun Pathak

10. There were none members who have voted through remote e-voting as well as physical postal ballot.
11. The physical ballot forms received and votes cast through e-voting were matched with the Register of Members/ List of beneficial owners of the Company as on 8th December, 2017.
12. The votes cast through physical ballot forms received and e-voting were scrutinized by me for verification of votes cast in favour and against the resolution.





13. The total paid up Equity Share Capital of the Company as on 8th December, 2017 was Rs. 46,54,96,628/- (Rupees Forty Six Crores Fifty Four Lakhs Ninety Six Thousand Six Hundred and Twenty Eight Only) divided into 23,27,48,314 (Twenty Three Crores Twenty Seven Lakhs Eight Thousand Three Hundred and Fourteen) Equity Shares of Rs. 2/- (Rupees Two Only) each.

14. The Postal Ballots and other related papers/registers and records will be handed over to the Company Secretary for the safe custody once the Chairperson considers, approves and signs the Postal Ballot Minutes.

15. The details of voting are as under:

a) VOTING THROUGH ELECTRONIC MODE:

Particulars	No. of Share Holders Voted	No. of Equity Shares held	Paid-up value of the Equity Shares (Rs.)	% of total Paid-up Equity Capital
a) Total votes received	81	20,08,70,472	40,17,40,944/-	86.30%
b1) Less: Invalid votes	2	213	426/-	0.00%
b2) Less : Partially Votes	0	0	0.00/-	0.00%
c) Net Valid votes casted(a- b1-b2)	79	20,08,70,259	40,17,40,518/-	86.30%
d) Votes with assent for the Resolution*	79	20,08,70,259	40,17,40,518/-	86.30%
e) Votes with dissent for the Resolution*	0	0	0.00/-	0.00%

* Voted partially Assent/Dissent: Nil

b) VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:

Particulars	No. of Share Holders Voted	No. of Equity Shares held	Paid-up value of the Equity Shares (Rs.)	% of total Paid-up Equity Capital
a) Total votes received	153	19,035	38,070/-	0.01%
b1) Less: Invalid votes	10	417	834/-	0.00%
b2) Less : Partially votes	0	0	0.00/-	0.00%
c) Net Valid votes casted(a- b1-b2)	143	18,618	37,236/-	0.01%
d) Votes with assent for the Resolution*	139	17,473	34,946/-	0.01%
e) Votes with dissent for the Resolution*	4	1,145	2,290/-	0.00%

* Voted partially Assent/Dissent: Nil

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16. The consolidated summary of valid votes (voting through physical postal ballot and e-voting) is given below:

RESOLUTION NO. 1:- ALTERATION OF THE OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

Particulars	No. of Share Holders Voted	No. of Equity Shares held	Paid-up value of the Equity Shares (Rs.)	% of total Paid-up Equity Capital	% of assent/dissent of total valid votes polled
Total Valid Votes	222	20,08,88,877	40,17,77,754/-	86.31%	0.00%
Votes with assent for the Resolution*	218	20,08,87,732	40,17,75,464/-	86.31%	0.00%
Votes with dissent for the Resolution*	4	1,145	2,290/-	0.00%	0.00%

* Voted partially Assent/Dissent: Nil

17. From the voting pattern mentioned above, it is observed that the Special Resolution as mentioned in the postal ballot notice has been approved by the shareholders of the Company with more than three-fourths of the number of valid votes cast are in favour of the said Special Resolution. You may accordingly, declare the result of the voting by Postal Ballot.

Yours Faithfully,

For M/s Sanket Jain & Co.
Company Secretaries,

(CS Sanket Jain)
Proprietor
ACS: 26531
COP: 12583



Countersign

(Whole-time Director)

Date: 16th January, 2018
Place: New Delhi