

**Arun Kumar Soni**

Company Secretary In Practice

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**Consolidated Scrutinizer's Report on voting carried out for HT Media Limited**

To,  
The Chairperson,  
HT Media Limited  
Hindustan Times House  
18-20, Kasturba Gandhi Marg  
New Delhi-110001

15<sup>th</sup> AGM of the Equity shareholders of HT Media Limited held on Monday, the September 25<sup>th</sup>, 2017 at Siri Fort Auditorium-1, A-25 Balbir Saxena Marg, Siri Fort Institutional Area, Gulmohar Park, New Delhi - 110049

**Sub: Passing of the Resolution(s) through Electronic voting and voting through Ballot Process pursuant to Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.**

Pursuant to the Resolution passed by the Board of HT Media Limited (hereinafter referred to as the "Company") on July 18, 2017, I have been appointed as Scrutinizer for the purpose of scrutinizing AGM voting process, i.e. remote e-voting and voting through ballot paper at AGM in respect of the items/resolutions contained in the notice of AGM dated August 23, 2017 as mentioned under section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended up to date.

The Company has appointed Karvy Computershare Private Limited to provide the facility of casting the votes by the members using an electronic voting system from a place other than venue of AGM ("Remote e-voting"). As on the cutoff date of September 18, 2017 there were 43,864 shareholders of the Company. The Company completed the dispatch of Notice of the Meeting to them by speed post on August 30, 2017. The Service Provider had sent notices of the AGM by e- mail to 16,491 shareholders whose e-mail id was made available by the two Depositories and, those holding in physical form, to the extent it was available with the RTA. The Notice of the Meeting was also placed on the website of the Company.

The Company has published on Thursday, the August 31, 2017, an advertisement about the dispatch of AGM Notice in The Hindustan Times (English Newspaper- all editions) and Hindustan (Hindi Newspaper- all editions).

As Scrutinizer, I submit my report as under :-



1. The remote e-voting period commenced at 9.00 a.m (Server Time) on Thursday the September 21, 2017 and ended at 5.00 p.m.(Server Time) on Sunday, the September 24, 2017 on the designated website URL: <https://evoting.karvy.com> via karvy e-voting facility.
2. The members of the Company as on the "cut off" date i.e. September 18, 2017 were entitled to avail the facility of remote e-voting as well as voting through ballot papers at the Annual General Meeting on the proposed resolutions (item no. 1 to 05) as set out in the Notice dated August 23, 2017.
3. The total paid up Equity Share Capital of the Company as on September 18, 2017 was Rs.46,54,96,628 (Rupees Forty Six Crore Fifty Four Lac Ninety Six Thousand Six Hundred and Twenty Eight) divided into 23,27,48,314 (Twenty Three Crore Twenty Seven Lac Forty Eight Thousand Three Hundred Fourteen) equity shares of Rs 2/-(Rupees Two Only) each.
4. The Chairperson ordered for voting at AGM as per Rule 20 & 21 of Companies (Management and Administration) Rules, 2014, as amended up to date.
5. A ballot box was kept for voting and the ballot box was locked in my presence.
6. After completion of voting at the AGM at 11:55 A.M. the Ballot box having votes cast at AGM through ballot paper was opened in my presence and two witnesses. The ballots were diligently scrutinized. Thereafter, ballots were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the Authorizations/Proxies lodged with the Company. A detailed register was maintained containing the particulars of the shareholders who participated in poll at AGM.
7. The ballots, which were incomplete and/or which were otherwise found defective or if signature of any shareholder did not match with the records have been treated as invalid and were kept separately.
8. Thereafter, the votes cast through remote e-voting were unblocked after completion of voting at the AGM in the presence of two witnesses, Mr. Sanket Jain R/o 'Satyaraj', Behind Hotel Chanda, Civil Lines, Jhansi (U.P.) – 284002 and Ms. Ankita Jain, R/o 'Satyaraj', Behind Hotel Chanda, Civil Lines, Jhansi (U.P.) – 284002. Both witnesses are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Sanket Jain



Ankita Jain



9. The consolidated summary of results of remote e-voting and poll at AGM are as under:

**ORDINARY BUSINESS**

**RESOLUTION NO. 1**

a) To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2017, and the reports of the Board of Directors and Auditors thereon and

b) To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended March 31, 2017 and the reports of the Auditors thereon.

| <b>Voted in favour of the resolution</b> |                                |                                     |  |
|--|--------------------------------|-------------------------------------|--|
| <b>Mode of Voting</b>                    | <b>Number of members voted</b> | <b>Number of votes cast by them</b> | <b>% of total number of votes cast</b> |
| <b>(A) Remote e-voting</b>               | 53                             | 194778369                           | 100.0000                               |
| <b>(B) Ballot Paper</b>                  | 30                             | 184                                 | 100.0000                               |
| <b>Total (A+B)</b>                       | 83                             | 194778553                           | 100.0000                               |

| <b>Voted against the resolution</b> |                                |                                     |  |
|-------------------------------------|--------------------------------|-------------------------------------|--|
| <b>Mode of Voting</b>               | <b>Number of members voted</b> | <b>Number of votes cast by them</b> | <b>% of total number of votes cast</b> |
| <b>(A) Remote e-voting</b>          | 0                              | 0                                   | 0                                      |
| <b>(B) Ballot Paper</b>             | 0                              | 0                                   | 0                                      |
| <b>Total (A+B)</b>                  | 0                              | 0                                   | 0                                      |

| <b>Invalid/abstain Votes</b>                               |  |  |
|--|--|--|
| <b>Number of members whose votes were declared invalid</b> | <b>Number of members who Abstain their votes</b> | <b>Total number of votes they have</b> |
| 0  | 0  | 0                                      |





Therefore, the resolution No. 1 has been approved with requisite majority.

## RESOLUTION NO. 2

To declare a dividend on Equity Shares for the financial year ended March 31, 2017.

| Voted in favour of the resolution |                         |                              |                                 |
|-----------------------------------|-------------------------|------------------------------|---------------------------------|
| Mode of Voting                    | Number of members voted | Number of votes cast by them | % of total number of votes cast |
| (A) Remote e-voting               | 53                      | 194778369                    | 100.0000                        |
| (B) Ballot Paper                  | 30                      | 184                          | 100.0000                        |
| <b>Total (A+B)</b>                | <b>83</b>               | <b>194778553</b>             | <b>100.0000</b>                 |

| Voted against the resolution |                         |                              |                                 |
|------------------------------|-------------------------|------------------------------|---------------------------------|
| Mode of Voting               | Number of members voted | Number of votes cast by them | % of total number of votes cast |
| (A) Remote e-voting          | 0                       | 0                            | 0                               |
| (B) Ballot Paper             | 0                       | 0                            | 0                               |
| <b>Total (A+B)</b>           | <b>0</b>                | <b>0</b>                     | <b>0</b>                        |

| Invalid/abstain Votes                               |   |                                 |
|---|---|---------------------------------|
| Number of members whose votes were declared invalid | Number of members who Abstain their votes | Total number of votes they have |
| 0   | 0   | 0                               |

Therefore, the resolution No. 2 has been approved with requisite majority.



### RESOLUTION NO.3

To appoint a Director in place of Shri Priyavrat Bhartia (DIN: 00020603), who retires by rotation, and being eligible, offers himself for re-appointment.

| Voted in favour of the resolution |                         |                              |                                 |
|-----------------------------------|-------------------------|------------------------------|---------------------------------|
| Mode of Voting                    | Number of members voted | Number of votes cast by them | % of total number of votes cast |
| (A) Remote e-voting               | 33                      | 191269746                    | 98.1987                         |
| (B) Ballot Paper                  | 30                      | 184                          | 100.0000                        |
| Total (A+B)                       | 63                      | 191269930                    | 98.1987                         |

| Voted against the resolution |                         |                              |                                 |
|------------------------------|-------------------------|------------------------------|---------------------------------|
| Mode of Voting               | Number of members voted | Number of votes cast by them | % of total number of votes cast |
| (A) Remote e-voting          | 20                      | 3508623                      | 1.8013                          |
| (B) Ballot Paper             | 0                       | 0                            | 0                               |
| Total (A+B)                  | 20                      | 3508623                      | 1.8013                          |

| Invalid/abstain Votes                               |   |                                 |
|---|---|---------------------------------|
| Number of members whose votes were declared invalid | Number of members who Abstain their votes | Total number of votes they have |
| 0   | 0   | 0                               |

Therefore, the resolution No. 3 has been approved with requisite majority.



#### RESOLUTION NO. 4

To appoint M/s. Price Waterhouse & Co. Chartered Accountants LLP (Firm Registration No. 304026E/E-300009), as Statutory Auditors of the Company and to fix their remuneration.

| Voted in favour of the resolution |                         |                              |                                 |
|-----------------------------------|-------------------------|------------------------------|---------------------------------|
| Mode of Voting                    | Number of members voted | Number of votes cast by them | % of total number of votes cast |
| (A) Remote e-voting               | 52                      | 194778218                    | 99.9999                         |
| (B) Ballot Paper                  | 30                      | 184                          | 100.0000                        |
| Total (A+B)                       | 82                      | 194778402                    | 99.9999                         |

| Voted against the resolution |                         |                              |                                 |
|------------------------------|-------------------------|------------------------------|---------------------------------|
| Mode of Voting               | Number of members voted | Number of votes cast by them | % of total number of votes cast |
| (A) Remote e-voting          | 1                       | 151                          | 0.0001                          |
| (B) Ballot Paper             | 0                       | 0                            | 0                               |
| Total (A+B)                  | 1                       | 151                          | 0.0001                          |

| Invalid/abstain Votes                               |   |                                 |
|---|---|---------------------------------|
| Number of members whose votes were declared invalid | Number of members who Abstain their votes | Total number of votes they have |
| 0   | 0   | 0                               |

Therefore, the resolution No. 4 has been approved with requisite majority.



## SPECIAL BUSINESS

### RESOLUTION NO. 5

To offer or invite subscriptions to Non-Convertible Debentures/Bonds aggregating upto Rs. 400 Crore.

| Voted in favour of the resolution |                         |                              |                                 |
|-----------------------------------|-------------------------|------------------------------|---------------------------------|
| Mode of Voting                    | Number of members voted | Number of votes cast by them | % of total number of votes cast |
| (A) Remote e-voting               | 47                      | 194770979                    | 99.9964                         |
| (B) Ballot Paper                  | 30                      | 184                          | 100.0000                        |
| <b>Total (A+B)</b>                | <b>77</b>               | <b>194771163</b>             | <b>99.9964</b>                  |

| Voted against the resolution |                         |                              |                                 |
|------------------------------|-------------------------|------------------------------|---------------------------------|
| Mode of Voting               | Number of members voted | Number of votes cast by them | % of total number of votes cast |
| (A) Remote e-voting          | 3                       | 7047                         | 0.0036                          |
| (B) Ballot Paper             | 0                       | 0                            | 0                               |
| <b>Total (A+B)</b>           | <b>3</b>                | <b>7047</b>                  | <b>0.0036</b>                   |

| Invalid/abstain Votes                               |   |                                 |
|---|---|---------------------------------|
| Number of members whose votes were declared invalid | Number of members who Abstain their votes | Total number of votes they have |
| 0   | 3   | 343                             |

Therefore, the resolution No. 5 has been approved with requisite majority.



10. The register and all other papers relating to voting by electronic means shall remain in the safe custody of the Scrutinizer until the Chairman considers, approves and signs the minutes and thereafter, the Scrutinizer shall hand over the register and other related papers to the company.

Thanking You

*Asm'*

Arun Kumar Soni  
Company Secretary in Practice  
C.P. No. 1726  
93 Aakash Ganga Apartments,  
Plot No.17, Sector 06, Dwarka, New Delhi-110075



Place: New Delhi  
Date: 25<sup>th</sup> September, 2017

Countersign



*[Signature]*  
26 SEP 2017