

FORM NO. MGT-13
REPORT OF SCRUTINIZER(S)

[Pursuant to section 109 of the Companies Act, 2013 and rule 21 (2) of the Companies
(Management and Administration) Rules, 2014]

To
Mrs. Santosh Kohli
Chairperson appointed by the Hon'ble High Court of Delhi

Court convened meeting of the Equity Shareholders of HT Media Limited held on Saturday, 26th day of March 2016 at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi -110003 at 10:30 A.M.

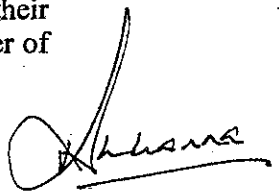
Dear Madam,

We, Arun Kumar Soni, Practicing Company Secretary (C.P. No. 1726) and N.C. Khanna, an equity shareholder of the Company vide DP/Client Id. : IN300206/10914480 appointed as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolution, at the Court convened meeting of the Equity Shareholders of HT Media Limited held on Saturday, 26th day of March 2016 at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi -110003 at 10:30 A.M., submit our report as under :-

1. After the time fixed for closing of the poll by the Chairperson, 2 (Two) ballot boxes, kept for polling, were locked in our presence.
2. The locked ballot boxes were subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
3. 10 (Ten) numbers Poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under :-

“RESOLVED THAT pursuant to the provisions of Sections 391-394 of the Companies Act, 1956 (“1956 Act”) and other applicable provisions, if any, of the 1956 Act and the Companies Act, 2013 (“2013 Act”) (as amended and/or re-enacted from time to time), Memorandum of Association of the Company, Articles of Association of the Company, and subject to necessary approvals of such other competent authority and all such other approvals, permissions and sanctions as may be necessary and sanction by the Hon'ble High Court of Delhi at New Delhi and High Court of Judicature at Patna respectively, the Scheme of Arrangement between HT Media Limited and HT Digital Streams Limited and their respective Shareholders and Creditors (“Scheme”) as placed before this meeting, be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as are considered requisite or necessary including delegating all or any of their powers herein conferred to any committee of directors or any or any officer of the Company to give effect to this resolution”

Arun. 

i. Voted in favour of the resolution

Number of Equity Shareholders present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast	% of total number of Equity Shareholders present and voting
206	19,50,04,329	99.99998% (19,50,04,329/19,50,04,367)	99.04% (206/208)

ii. Voted against the resolution :

Number of Equity Shareholders present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast	% of total number of Equity Shareholders present and voting
2	38	0.00002% (38/19,50,04,367)	0.96% (2/208)

iii. Invalid votes :

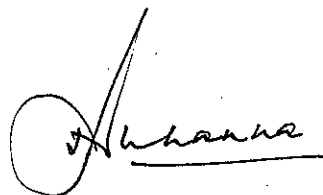
Total number of Equity Shareholders (in person or by proxy) whose votes were declared invalid.	Total number of votes cast by them
10	1,46,618

5. The poll papers and all other relevant records were sealed and handed over to the Company Secretary of the Company, authorized by the Board for safe keeping.

Thanking you,
Yours faithfully,



Arun Kumar Soni



N.C. Khanna

Place : New Delhi
Dated : 26th March 2016