

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

Mr. Yogendra Pal Singh,
Chairman appointed by the Hon'ble High Court of Delhi

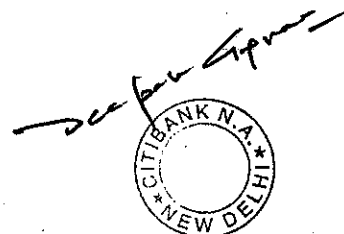
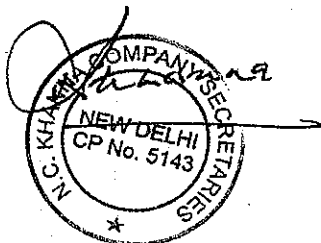
**Court Convened Meeting of the Secured Creditors of HT Media Limited
held on Saturday, 26th day of March 2016 at Sri Sathya Sai International
Centre, Pragati Vihar, Lodhi Road, New Delhi -110003 at 12:30 P.M.**

Dear Sir,

We, N.C. Khanna, Practicing Company Secretary (C.P. No. 5143), and Deepak Gugnani, an Authorized Representative of Citibank N.A. appointed as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolution, at the Court convened meeting of the Secured Creditors 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 12:30 P.M., submit our report as under:-

1. After the time fixed for closing of the poll by the Chairman, 1 (One) ballot box kept for polling was locked in our presence
2. The locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations/proxies lodged with the Company.
3. We did not find any poll papers invalid.
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 other director or any officer of the Company to give effect to this resolution”

i. Voted in favour of the resolution:

Number of Secured Creditors present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast (Amount of Secured Debt [In Rs.]	% of total number of Secured Creditors present and voting
3	127,02,75,911.00	100%	100%

ii. Voted against the resolution:

Number of Secured Creditors present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast (Amount of Secured Debt [In Rs.]	% of total number of Secured Creditors present and voting
Nil	N.A.	N.A.	N.A.

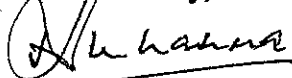
iii. Invalid votes :

Total number of Secured Creditors (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	N.A.

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,



(N.C. Khanna)
Practising Company Secretary
C.P. No. 5143



(Deepak Gugnani)
Authorized Representative of
Citibank N.A.

Place: New Delhi
Dated: 26th March, 2016

