

Consolidated Scrutinizer's Report

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



13th Annual General Meeting ("AGM") of the Equity Shareholders of HT Media Limited ("Company") held on Friday, the September 25, 2015 at 11.00 am at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi - 110 003

Sub: Passing of the Resolution(s) through remote e-voting and voting through ballot paper at AGM 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 Directors of HT Media Limited on May 15, 2015, 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 20, 2015 as mentioned under Section 108 of the Companies Act, 2013 and with amended Rule 20 of the Companies (Management and Administration) Amendment rules, 2015.

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, 2015 there were 27,044 shareholders of the Company. The Company completed the dispatch of Notice of the AGM and Annual Accounts of the Company for FY 15 at the registered address of the Shareholders on August 28, 2015. The Service Provider had sent notices of the AGM by e-mail to 9,691 shareholders whose e-mail id was made available by the two depositories. The Notice of the Meeting was also placed on the website of the company.

The Company has published on Thursday, the September 3, 2015, an advertisement about the dispatch of AGM Notice in 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 on Tuesday, the September 22, 2015 and ended at 5.00 p.m. on Thursday, the September 24, 2015 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, 2015 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 11) as set out in the Notice dated August 20, 2015.
3. The total paid up Equity Share Capital of the Company as on September 18, 2015 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 Lac 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 in the presence of two witnesses, Mr. Pritesh Jain R/O 3327A/218E, Gandhi Nagar, Rewari, Haryana -123401 and Ms. Seema Sardiwal R/O F57, Kunwar Singh Nagar New Delhi-110041. 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 voting through ballot paper at AGM. The witnesses have signed below in confirmation of the ballot boxes being opened in their presence.

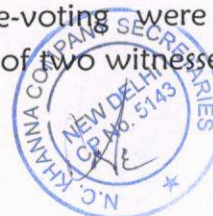
Pritesh Jain

Witness1: Pritesh Jain

Seema

Witness 2: Seema Sardiwal

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. Pritesh Jain



R/O 3327A/218E, Gandhi Nagar, Rewari, Haryana -123401 and Ms. Seema Sardiwal R/O F57, Kunwar Singh Nagar New Delhi-110041. Both witnesses are not in the employment of the company. They have signed below in confirmation of the votes being unblocked in their presence.

Pritesh Jain

Witness1: Pritesh Jain

Seema

Witness 2: Seema Sardiwal

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

ORDINARY BUSINESS

Item No. 1

To receive, consider and adopt the audited stand-alone and consolidated financial statements of the Company for the financial year ended March 31, 2015, including Balance Sheet as at March 31, 2015 and Statement of Profit & Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon

(Ordinary resolution)

Mode of Voting	Voted in favour of Resolution			Votes against the Resolution			Invalid Votes/Abstain	
	Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast	Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast	Number of Members whose votes were declared invalid/Abstain	Number of votes cast by them
Remote E-voting	70	204618416	100	0	0	0	4	566128
Voting at AGM through ballot paper	55	836	100	0	0	0	2	7
Total	125	204619252	100	0	0		6	566135



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

Item No. 2

To declare dividend on Equity Shares for the financial year ended March 31, 2015.

(Ordinary resolution)

Mode of Voting	Voted in favour of Resolution			Votes against the Resolution			Invalid Votes/Abstain	
	Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast	Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast	Number of Members whose votes were declared invalid/Abstain	Number of votes cast by them
Remote E-voting	74	205184544	100	0	0	0	0	0
Voting at AGM through ballot paper	55	836	100	0	0	0	2	7
Total	129	205185380	100	0	0	0	2	7

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

Item No.3

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

(Ordinary resolution)



Mode of Voting	Voted in favour of Resolution			Votes against the Resolution			Invalid Votes/Abstain	
	Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast	Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast	Number of Members whose votes were declared invalid/Abstain	Number of votes cast by them
Remote E-voting	67	205159484	99.9878	3	25048	0	4	12
Voting at AGM through ballot paper	55	836	100	0	0	0	2	7
Total	122	205160320	99.9878	3	25048	0.0122	6	19

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

Item No. 4

To ratify the appointment of M/s. S. R. Batliboi & Co. LLP, Chartered Accountants, as Statutory Auditors of the Company and to fix their remuneration.

(Ordinary Resolution)

Mode of Voting	Voted in favour of Resolution			Votes against the Resolution			Invalid Votes/Abstain	
	Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast	Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast	Number of Members whose votes were declared invalid/Abstain	Number of votes cast by them
Remote E-	65	203509635	99.9783	4	44192	0.02171	5	1630717



voting								
Voting at AGM through ballot paper	55	836	100	0	0	0	2	7
Total	120	203510471	99.9783	4	44192	0.02171	7	1630724

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

SPECIAL BUSINESS

Item No. 5

To appoint Shri Vikram Singh Mehta as an Independent Director

(Ordinary Resolution)

Mode of Voting	Voted in favour of Resolution			Votes against the Resolution			Invalid Votes/Abstain	
	Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast	Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast	Number of Members whose votes were declared invalid/Abstain	Number of votes cast by them
Remote E-voting	73	205184349	99.9999	1	195	0.0001	0	0
Voting at AGM through ballot paper	55	836	100	0	0	0	2	7
Total	128	205185185	99.9999	1	195	0.0001	2	7

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



Item No. 6

To approve payment of annual commission to the Non-executive Directors of the Company.

(Special Resolution)

Mode of Voting	Voted in favour of Resolution			Votes against the Resolution			Invalid Votes/Abstain	
	Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast	Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast	Number of Members whose votes were declared invalid/Abstain	Number of votes cast by them
Remote E-voting	68	205184277	99.9998	2	255	0.00012	4	12
Voting at AGM through ballot paper	54	786	94.0191	1	50	5.9809	2	7
Total	122	205185063	99.9999	3	305	0.0001	6	19

Therefore, the resolution No. 6 has been approved with requisite majority.

Item No. 7

To approve borrowing(s) in excess of aggregate of paid-up share capital and free reserves in terms of Section 180(1)(c) of the Companies Act, 2013.

(Special Resolution)



Mode of Voting	Voted in favour of Resolution			Votes against the Resolution			Invalid Votes/Abstain	
	Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast	Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast	Number of Members whose votes were declared invalid/ Abstain	Number of votes cast by them
Remote E-voting	73	205184349	100	1	195	0	0	0
Voting at AGM through ballot paper	54	786	94.0191	1	50	5.9809	2	7
Total	127	205185135	99.9999	2	245	0.0001	2	7

Therefore, the resolution No. 7 has been approved with requisite majority

Item No.8

To approve offer or invite to subscribe to Non-Convertible Debentures/Bonds issued on private placement basis.

(Special Resolution)

Mode of Voting	Voted in favour of Resolution			Votes against the Resolution			Invalid Votes/Abstain	
	Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast	Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast	Number of Members whose votes were declared invalid/ Abstain	Number of votes cast by them
Remote E-voting	69	203878470	99.3634	5	1306074	0.63654	0	0



Voting at AGM through ballot paper	54	786	94.0191	1	50	5.9809	2	7
Total	123	203879256	99.3634	6	1306124	0.6366	2	7

Therefore, the resolution No. 8 has been approved with requisite majority.

Item No. 9

To approve transfer of 'Hindustan' and certain other Hindi publication related trademarks to Hindustan Media Ventures Limited (subsidiary company).

(Special Resolution)

Mode of Voting	Voted in favour of Resolution			Votes against the Resolution			Invalid Votes/Abstain	
	Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast	Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast	Number of Members whose votes were declared invalid/Abstain	Number of votes cast by them
Remote E-voting	57	31968141	96.0374	6	1319058	3.9626	11	171897345
Voting at AGM through ballot paper	55	836	100	0	0	0	2	7
Total	112	31968977	96.0374	6	1319058	3.9626	13	171897352

Therefore, the resolution No. 9 has been approved with requisite majority.



Item No.10

To appoint Shri Shamit Bhartia as Managing Director (designated as Joint Managing Director) of the Company.

(Special Resolution)

Mode of Voting	Voted in favour of Resolution			Votes against the Resolution			Invalid Votes/Abstain	
	Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast	Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast	Number of Members whose votes were declared invalid/Abstain	Number of votes cast by them
Remote E-voting	63	195028685	99.9932	2	13179	0.0068	9	10142680
Voting at AGM through ballot paper	55	836	100	0	0	0	2	7
Total	118	195029521	99.9932	2	13179	0.0068	11	10142687

Therefore, the resolution No. 10 has been approved with requisite majority

Item NO.11

To revise remuneration of Shri Rajiv Verma, Whole-time Director of the Company.

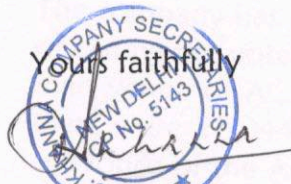
(Special Resolution)



Mode of Voting	Voted in favour of Resolution			Votes against the Resolution			Invalid Votes/Abstain	
	Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast	Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast	Number of Members whose votes were declared invalid/Abstain	Number of votes cast by them
Remote E-voting	58	193224181	99.9033	6	186978	0.09667	10	11773385
Voting at AGM through ballot paper	55	836	100	0	0	0	2	7
Total	113	193225017	99.9033	6	186978	0.09667	12	11773392

Therefore, the resolution No. 11 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 Chairperson considers, approves and signs the minutes and thereafter, the Scrutinizer shall hand over the register and other related papers to the company.

Yours faithfully

 N C KHANNA
 Scrutinizer

Place: New Delhi

Date: 25/09/2015