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Company Secretaries

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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

14th AGM of the Equity shareholders of HT Media Limited held on Tuesday, the September 20, 2016 at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi - 110003

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 May 26, 2016, 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 10, 2016 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 13, 2016 there were 34,436 shareholders of the Company. The Company completed the dispatch of Notice of the Meeting to them by speed post on August 26, 2016. The Service Provider had sent notices of the AGM by e-mail to 12,321 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 Saturday, the August 27, 2016, 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 on Saturday, the September 17, 2016 and ended at 5.00 p.m. on Monday, the September 19, 2016 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 13, 2016-- 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 07) as set out in the Notice dated August 10, 2016.
3. The total paid up Equity Share Capital of the Company as on September 13, 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 Thousand Three Hundred Fourteen) equity shares of Rs 2/-(Rupees Two Only) each.
4. The Chairman 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 12:00 Noon 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. 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.

Pritesh Jain

Seema

Seema Sardiwal

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



ORDINARY BUSINESS

RESOLUTION NO. 1

To receive, consider and adopt the audited financial statements (including audited consolidated financial statements) of the Company for the financial year ended March 31, 2016, including Balance Sheet as at March 31, 2016 and Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.

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	46	193514037	100
(B) Ballot Paper	36	144	0
Total (A+B)	82	193514181	100

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
Total (A+B)	0	0	0

Invalid/abstain Votes		
Number of members whose votes were declared invalid	Number of members who Abstain their votes	Total number of votes they have
1	0	55*

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



RESOLUTION NO. 2

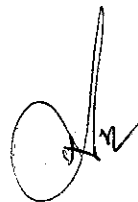
To declare a dividend on Equity Shares for the financial year ended March 31, 2016.

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	46	193514037	100
(B) Ballot Paper	36	144	0
Total (A+B)	82	193514181	100

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
Total (A+B)	0	0	0

Invalid/abstain Votes		
Number of members whose votes were declared invalid	Number of members who Abstain their votes	Total number of votes they have
1	0	55*

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



RESOLUTION NO.3


To appoint a Director in place of Shri Shamit Bhartia (DIN: 00020623), 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	28	174038213	89.9356
(B) Ballot Paper	36	144	0
Total (A+B)	64	174038357	89.9357

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	18	19475824	10.0643
(B) Ballot Paper	0	0	0
Total (A+B)	18	19475824	10.0643

Invalid/abstain Votes		
Number of members whose votes were declared invalid	Number of members who Abstain their votes	Total number of votes they have
1	0	55*

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



RESOLUTION NO. 4

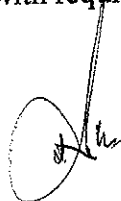
To re-appoint M/s. S.R. Batliboi & Co. LLP, Chartered Accountants, as Statutory Auditors of the Company and to fix their remuneration.

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	40	190417136	98.8336
(B) Ballot Paper	36	144	0
Total (A+B)	76	190417280	98.8336

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	2247143	1.1664
(B) Ballot Paper	0	0	0
Total (A+B)	3	2247143	1.1664

Invalid/abstain Votes		
Number of members whose votes were declared invalid	Number of members who Abstain their votes	Total number of votes they have
1	3	849813*

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



SPECIAL BUSINESS

RESOLUTION NO. 5

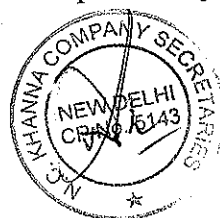
To offer or invite subscriptions to Non-Convertible Debentures/Bonds aggregating upto Rs. 400 Crore.

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	45	193512737	99.9993
(B) Ballot Paper	36	144	0
Total (A+B)	81	193512881	99.9993

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	1300	0.0007
(B) Ballot Paper	0	0	0
Total (A+B)	1	1300	0.0007

Invalid/abstain Votes		
Number of members whose votes were declared invalid	Number of members who Abstain their votes	Total number of votes they have
1	0	55*

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



RESOLUTION NO. 6

To adopt a new set of Articles of Association of the Company.

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	44	192573887	99.9938
(B) Ballot Paper	36	144	0
Total (A+B)	80	192574031	99.9938

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	11869	0.0062
(B) Ballot Paper	0	0	0
Total (A+B)	1	11869	0.0062

Invalid/abstain Votes		
Number of members whose votes were declared invalid	Number of members who Abstain their votes	Total number of votes they have
1	1	928336*

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



RESOLUTION NO. 7

To appoint Shri Dinesh Mittal as a Director liable to retire by rotation, and Whole-time Director of the Company.

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	43	193501967	99.9939
(B) Ballot Paper	36	144	0
Total (A+B)	79	193502111	99.9939

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	11869	0.0061
(B) Ballot Paper	0	0	0
Total (A+B)	1	11869	0.0061

Invalid/abstain Votes		
Number of members whose votes were declared invalid	Number of members who Abstain their votes	Total number of votes they have
1	2	256*

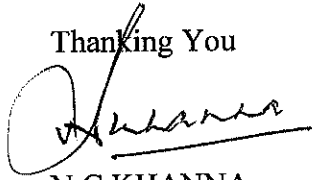
Therefore, the resolution No. 7 has been approved with requisite majority.

**One Shareholder has less voted for 5 Shares, we considered it as Abstained.*



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



N C KHANNA

Company Secretary in Practice

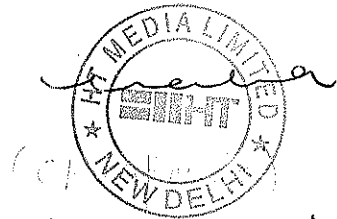
C.P. No. 5143

Scrutinizer

Address: GH10/21C, Paschim Vihar, New Delhi-110087

Place: New Delhi

Date: 20th September, 2016



(Countersigned)