

**N. C. KHANNA**

*Company Secretaries*

21 C/GH-10, Paschim Vihar,  
New Delhi-110087  
Tel.: 45636486  
Mobile : 9810894311  
E-mail : nckhanna12@gmail.com

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

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

AGM of the Equity shareholders of HT Media Limited to be held on September 16, 2014.

**Sub: Passing of the Resolution(s) through electronic voting pursuant to section 108 of the companies Act 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014.**

Dear Sir,

Pursuant to the Resolution passed by the Board of HT Media Limited (hereinafter referred to as the "Company") on July 17, 2014. I have been appointed as a Scrutinizer for the e-voting process as mentioned under clause (ix) of sub rule 3 of Rule 20 of the Companies (Management and Administration) Rules, 2014.

The company has appointed KARVY COMPUTERSHARE PRIVATE LIMITED as the Service provider, for extending the facility of electronic voting to the shareholders of the company. The service provider had provided a system for recording the votes electronically on all businesses sought to be transacted in the AGM of the company which is scheduled to be held on September 16, 2014. The company had uploaded all the items of business to be transacted on the website of the company and also sent the same to the service provider to facilitate their shareholders to cast their vote through e-voting.

As on the cut-off date of August 1, 2014 there were 26,393 shareholders of the Company. The Company completed the dispatch of Notice of the Meeting to them by Speed post/Registered post on August 21, 2014. The Service Provider had sent notices of the AGM by e- mail to


shareholders whose e-mail id was made available by the two depositories and to those holding shares in physical form, to the extent e-mail ID were available with the RTA.

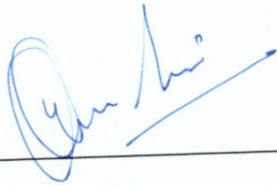
The cut-off date (record date) for the purposes of identifying the shareholders entitled to vote on the resolutions placed for the approval of the shareholders was August 1, 2014.

As prescribed in the aforesaid rules, the e-voting facility was kept open for three days from 0930 hours on Wednesday, the 10<sup>th</sup> September, 2014 till 1730 hours on Friday, the 12<sup>th</sup> September, 2014.

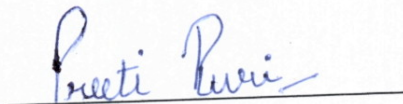
As prescribed in the clause (v) of sub rule 3 of the Rule 20, the company also released an advertisement on August 29, 2014 in Hindi and English Newspapers

At the end of the voting period on September 12, 2014, the voting portal of the service provider was blocked forthwith.

On September 13, 2014 the votes cast by e-voting were unblocked by me as scrutinizer in the presence of Mr. Pritesh Jain r/o T266 Parampuri Uttam Nagar, New Delhi and Ms. Preeti Puri r/o 3/12 Old Rajinder Nagar, New Delhi who acted as witnesses, as prescribed in sub rule 3(xi) of the said Rule 20. The witnesses are not the employees of the Company.



**Witness 1: Mr. Pritesh Jain**



**Witness 2: Ms. Preeti Puri**

As Scrutinizer, the report of the e-voting carried out by the shareholders was duly compiled, the details of which are as follows:

The total paid-up equity share capital of the Company as on 1<sup>st</sup> August, 2014 was Rs. 46,54,96,628/- divided into 23,27,48,314 equity shares of Rs.2/- each.

There are in all 49 shareholders holding 20,19,45,085 equity shares of the company, who have participated in the e-voting process carried out by the company.

The result of the e-voting is as under:-

#### **Item No. 1**

*Adoption of audited financial statements including consolidated financial statements of the Company for the financial year ended March 31, 2014 and Reports of the Board of Directors and Auditors thereon.*



The circular stamp contains the text: "NEW DELHI CP No. 5143".



**Detail of votes cast:**

Total votes cast		Valid votes		Invalid votes	
Number of members	Number of votes cast	Number of members	Number of votes cast	Number of members	Number of votes cast
49	201945085	44	200550367	5	1394718

(i) Voted in favour of the resolution (out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
44	200550367	100

(ii) Voted against the resolution (out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	Not Applicable

**Item No. 2**

*Declaration of dividend on Equity Shares for the financial year ended March 31, 2014.*

**Detail of votes cast:**

Total votes cast		Valid votes		Invalid votes	
Number of members	Number of votes cast	Number of members	Number of votes cast	Number of members	Number of votes cast
49	201945085	48	201250367	1	694718



- (i) Voted in favour of the resolution (out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
48	201250367	100

- (ii) Voted against the resolution (out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	Not Applicable

**Item No. 3**

*Appointment of a Director in place of Shri Shamit Bhartia (holding DIN: 00020623) who retires from office by rotation, and being eligible, offers himself for re-appointment.*

**Detail of votes cast:**

Total votes cast		Valid votes		Invalid votes	
Number of members	Number of votes cast	Number of members	Number of votes cast	Number of members	Number of votes cast
49	201945085	45	201250345	4	694740

- (i) Voted in favour of the resolution (out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
28	184551422	91.70



(ii) Voted against the resolution (out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
17	16698923	8.30

**Item No. 4**

*Appointment of Auditors and fix their remuneration.*

**Detail of votes cast:**

Total votes cast		Valid votes		Invalid votes	
Number of members	Number of votes cast	Number of members	Number of votes cast	Number of members	Number of votes cast
49	201945085	48	201250367	1	694718

(i) Voted in favour of the resolution (out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
46	201250261	100

(ii) Voted against the resolution (out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	106	0





**Item No. 5**

*Appointment of Shri N.K Singh (DIN: 00020669) as an Independent Director of the company.*

**Detail of votes cast:**

Total votes cast		Valid votes		Invalid votes	
Number of members	Number of votes cast	Number of members	Number of votes cast	Number of members	Number of votes cast
49	201945085	48	201250367	1	694718

(i) Voted in favour of the resolution (out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
45	201250066	100

(ii) Voted against the resolution (out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
3	301	0

**Item No. 6**

*Appointment of Shri K.N Memani (DIN: 00020696) as an Independent Director of the company.*

**Detail of votes cast:**

Total votes cast		Valid votes		Invalid votes	
Number of members	Number of votes cast	Number of members	Number of votes cast	Number of members	Number of votes cast
49	201945085	44	200550367	5	1394718

(i) Voted in favour of the resolution (out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
40	200549200	100

(ii) Voted against the resolution (out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
4	1167	0

#### Item No. 7

*Appointment of Shri Ajay Relan (DIN: 00002632) as an Independent Director of the company.*

#### Detail of votes cast:

Total votes cast		Valid votes		Invalid votes	
Number of members	Number of votes cast	Number of members	Number of votes cast	Number of members	Number of votes cast
49	201945085	48	201250367	1	694718

(i) Voted in favour of the resolution (out of valid votes cast):



Number of members voted	Number of votes cast by them	% of total number of valid votes cast
45	201250066	100

(ii) Voted against the resolution (out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
3	301	0

**Item No. 8**

*Appointment of Dr. Mukesh Aghi (DIN: 00292205 ) as an Independent Director of the company.*

**Detail of votes cast:**

Total votes cast		Valid votes		Invalid votes	
Number of members	Number of votes cast	Number of members	Number of votes cast	Number of members	Number of votes cast
49	201945085	48	201250367	1	694718

(i) Voted in favour of the resolution (out of valid votes cast):





Number of members voted	Number of votes cast by them	% of total number of valid votes cast
45	201250066	100

(ii) Voted against the resolution (out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
3	301	0

#### Item No.9

*Revision of the remuneration of Smt. Shobhana Bhartia, Chairperson and Editorial Director of the company.*

#### Detail of votes cast:

Total votes cast		Valid votes		Invalid votes	
Number of members	Number of votes cast	Number of members	Number of votes cast	Number of members	Number of votes cast
49	201945085	41	200550322	8	1394740

(i) Voted in favour of the resolution (out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
37	200391894	99.92



(ii) Voted against the resolution (out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
4	158451	0.08

#### Item No. 10

*Revision of the remuneration of Shri Priyavrat Bhartia, Whole Time Director of the company.*

#### Detail of votes cast:

Total votes cast		Valid votes		Invalid votes	
Number of members	Number of votes cast	Number of members	Number of votes cast	Number of members	Number of votes cast
49	201945085	41	200550345	8	1394740

(i) Voted in favour of the resolution (out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
37	200391894	99.92

(ii) Voted against the resolution (out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
4	158451	0.08



**Item No. 11**

*Revision of the remuneration of Smt. Shamit Bhartia, Whole time Director of the company*

**Detail of votes cast:**

Total votes cast		Valid votes		Invalid votes	
Number of members	Number of votes cast	Number of members	Number of votes cast	Number of members	Number of votes cast
49	201945085	41	200550345	8	1394740

(i) Voted in favour of the resolution (out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
37	200391894	99.92

(ii) Voted against the resolution (out of valid votes cast):

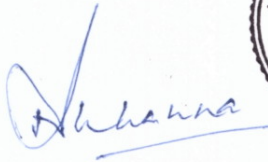
Number of members voted	Number of votes cast by them	% of total number of valid votes cast
4	158451	0.08





I hereby confirm that I am maintaining the registers that are provided by the service provider electronically in respect of votes cast through e-voting. The register of e-voting will be e-mailed to the chairman and the company secretary of the company after the chairman considers, approves and signs the minutes of the Annual general Meeting in compliance with rule 20(3)(xiii) of the companies (Management & Administration) Rules, 2014.

Yours Sincerely,



N.C KHANNA

PRATICING COMPANY SECRETARY

CP No. 5143

Date: 13.09.2014

Place: New Delhi

A long, flowing handwritten signature in blue ink, starting with a loop and ending with a horizontal stroke.

FORM NO. : MGT – 13

REPORT OF SCRUTINIZER

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

To,

The Chairman,

12<sup>th</sup> AGM of the Equity shareholders of HT Media held on September 16, 2014 at  
Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road , New Delhi

Dear Sir,

We, CS N C Khanna & CS Arun Kumar Soni appointed as scrutinizers for the purpose of the poll taken on the below mentioned resolution(s) at the AGM of the Equity shareholders of HT Media held on September 16, 2104 at New Delhi, submit our report as under :-

1. After the time fixed for closing of the poll by the Chairman, two (2) Ballot boxes kept for polling were locked in our presence with due identification marks placed by us.
2. The locked boxes were subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. There were 9 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:-

**Item No. 1**

*Adoption of audited financial statements including consolidated financial statements of the Company for the financial year ended March 31, 2014 and Reports of the Board of Directors and Auditors thereon.*

**Detail of votes cast:**

(i) Voted in favour of the resolution (out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
67	500	100

(ii) Voted against the resolution(out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:

Number of members whose votes were declared invalid	Number of votes cast by them
3	4

**Item No. 2**

*Declaration of dividend on Equity Shares for the financial year ended March 31, 2014*





**Detail of votes cast:**

(i) Voted in favour of the resolution (out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
67	500	100

(ii) Voted against the resolution(out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:

Number of members whose votes were declared invalid	Number of votes cast by them
3	4

**Item No. 3**

*Appointment of a Director in place of Shri Shamit Bhartia (holding DIN: 00020623) who retires from office by rotation, and being eligible, offers himself for re-appointment.*

**Detail of votes cast:**

(i) Voted in favour of the resolution (out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
67	500	100



(ii) Voted against the resolution(out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:

Number of members whose votes were declared invalid	Number of votes cast by them
3	4

**Item No. 4**

*Appointment of Auditors and fix their remuneration.*

**Detail of votes cast:**

(i) Voted in favour of the resolution (out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
67	500	100

(ii) Voted against the resolution(out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL



(iii) Invalid Votes:

Number of members whose votes were declared invalid	Number of votes cast by them
3	4

**Item No. 5**

*Appointment of Shri N.K Singh (DIN: 00020669) as an Independent Director of the Company.*

**Detail of votes cast:**

(i) Voted in favour of the resolution (out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
67	500	100

(ii) Voted against the resolution(out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:

Number of members whose votes were declared invalid	Number of votes cast by them
3	4





**Item No. 6**

*Appointment of Shri K.N Memani (DIN: 00020696) as an Independent Director of the Company.*

**Detail of votes cast:**

(i) Voted in favour of the resolution (out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
67	500	100

(ii) Voted against the resolution(out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:

Number of members whose votes were declared invalid	Number of votes cast by them
3	4

**Item No. 7**

*Appointment of Shri Ajay Relan (DIN: 00002632) as an Independent Director of the Company.*

**Detail of votes cast:**

(i) Voted in favour of the resolution (out of valid votes cast):



Number of members voted	Number of votes cast by them	% of total number of valid votes cast
67	500	100

(ii) Voted against the resolution(out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:

Number of members whose votes were declared invalid	Number of votes cast by them
3	4

#### Item No. 8

*Appointment of Dr. Mukesh Aghi (DIN: 00292205 ) as an Independent Director of the Company*

#### Detail of votes cast:

(i) Voted in favour of the resolution (out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
67	500	100

(ii) Voted against the resolution(out of valid votes cast):



Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:

Number of members whose votes were declared invalid	Number of votes cast by them
3	4

#### Item No.9

*Revision of the remuneration of Smt. Shobhana Bhartia, Chairperson and Editorial Director of the Company.*

#### Detail of votes cast:

(i) Voted in favour of the resolution (out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
67	500	100

(ii) Voted against the resolution(out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:





Number of members whose votes were declared invalid	Number of votes cast by them
3	4

**Item No. 10**

*Revision of the remuneration of Shri Priyavrat Bhartia, Whole Time Director of the Company.*

**Detail of votes cast:**

(i) Voted in favour of the resolution (out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
67	500	100

(ii) Voted against the resolution(out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:

Number of members whose votes were declared invalid	Number of votes cast by them
3	4

**Item No. 11**

*Revision of the remuneration of Smt. Shamit Bhartia, Whole time Director of the Company.*



**Detail of votes cast:**

(i) Voted in favour of the resolution (out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
67	500	100

(ii) Voted against the resolution(out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:

Number of members whose votes were declared invalid	Number of votes cast by them
3	4

**Item No. 12**

*Reappointment of Shri Rajiv Verma as Whole Time director designated as Chief Executive Officer.*

**Detail of votes cast:**

(i) Voted in favour of the resolution (out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
67	500	100

(ii) Voted against the resolution(out of valid votes cast):



Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:

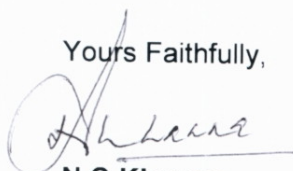
Number of members whose votes were declared invalid	Number of votes cast by them
3	4

5. A compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary of the Company.

Thanking you,

Yours Faithfully,



**N.C Khanna**

**(Practicing Company Secretary)**

**C.P No. : 5143**



**Arun Kumar Soni**

**(Practicing Company Secretary)**

**C.P No. : 1726**



Place: New Delhi

Date: September 16, 2014

