



**HT MEDIA LIMITED**  
Regd. Office : Hindustan Times House  
18-20, Kasturba Gandhi Marg  
New Delhi - 110001  
Tel.: 66561234 Fax : 66561270  
www.hindustantimes.com  
E-mail : corporatedept@hindustantimes.com  
CIN : L22121DL2002PLC117874

September 26, 2025

**BSE Limited**

Phiroze Jeejeebhoy Towers,  
Dalal Street

**Mumbai - 400001**

**National Stock Exchange of India Limited**

Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No. C/1, Block G

Bandra-Kurla Complex, Bandra (East)

**Mumbai- 400051**

**Scrip Code: 532662**

**Trading Symbol: HTMEDIA**

**Sub: Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') – Voting Results of 23<sup>rd</sup> Annual General Meeting held on 26<sup>th</sup> September, 2025 and Scrutinizer's Report thereon**

Dear Sir/Madam,

This is to inform that the 23<sup>rd</sup> Annual General Meeting ('AGM') of the Members of the Company was held today i.e. Friday, September 26, 2025 at 11:00 A.M. (IST) through Video Conferencing ('VC')/ Other Audio-Visual Means ('OAVM') in accordance with the, applicable provisions of the Companies Act, 2013 ('Act'), Circular(s) issued by Ministry of Corporate Affairs ('MCA') and SEBI Listing Regulations.

As per the requirements of the Act, Circulars issued by the MCA and the SEBI Listing Regulations, the Company had provided remote e-voting facility and e-voting at the AGM ('venue voting') to its Members for voting on the businesses transacted at the AGM.

In the above connection and pursuant to Regulation 44(3) of SEBI listing Regulations, please find enclosed herewith summary of voting results (*i.e. remote e-voting and venue voting*), along with Consolidated Scrutinizer's Report issued by Mr. Sanket Jain, (*Scrutinizer appointed for the AGM*), dated September 26, 2025, pursuant to Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

Further, we wish to inform that at the aforesaid AGM, Members of the Company have approved the following businesses as set forth in the notice convening the AGM, with requisite majority –

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**1. Consideration and adoption of:**

- the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025 and the report of the Board of Directors and Auditors thereon; and
  - the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025 and the report of the Auditors thereon.
2. Appointment of Shri Shamit Bhartia (DIN: 00020623), as a Director, who retires by rotation, and being eligible, offers himself for re-appointment.
3. Appointment of Shri N.C. Khanna, Company Secretary in Practice, as Secretarial Auditor and to fix their remuneration.
4. Ratification of the remuneration to be paid to M/s. Ramanath Iyer & Co, Cost Accountants, the Cost Auditor of FM Radio Business of the Company for Financial Year – 2026.

The voting results along with the Scrutinizer's Report will be available on the Company's website at [www.htmedia.in](http://www.htmedia.in) and is also being made available on the website of the National Securities Depository Limited at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

This is for your information and record.

Thanking you,

Yours faithfully,

For **HT Media Limited**

**(Manhar Kapoor)**  
**Group General Counsel & Company Secretary**  
Encl.: As above



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## **SUMMARY OF VOTING RESULTS OF 23<sup>rd</sup> AGM HELD THROUGH VIDEO CONFERENCING**

**Date of declaration of results- 26<sup>th</sup> September, 2025**

Name of the Company						HT MEDIA LIMITED			
Date of AGM/EGM- Last date of receiving Postal Ballot Form/E-voting						26 <sup>th</sup> September 2025			
Total number of shareholders as on the cut-off date (i.e. 19 <sup>th</sup> September, 2025)						54,386			
No. of Shareholders present in the meeting either in person or through proxy						Promoter and Promoter Group		Public	
						Not Applicable			
No. of Shareholders attended the meeting through Video Conferencing						Promoter and Promoter Group		Public	
						0		161	
ITEM NO.		1							
Details of Agenda		Consideration and Adoption of: a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025 and the report of the Board of Directors and Auditors thereon; and b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025 and the report of the Auditors thereon.							
Resolution required		Ordinary Resolution							
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	161777093	161777085	100.0000	161777085	0	100.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	
	Total	161777093	161777085	100.0000	161777085	0	100.0000	0.0000	
Public- Institutions	E-Voting	323033	25284	7.8271	25284	0	100.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	
	Total	323033	25284	7.8271	25284	0	100.0000	0.0000	
Public- Non Institutions	E-Voting	70673023	2961469	4.1904	409720	2551749	13.8350	86.1650	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	
	Total	70673023	2961469	4.1904	409720	2551749	13.8350	86.1650	
Total		232773149	164763838	70.7830	162212089	2551749	98.4513	1.5487	
Whether resolution is Pass or Not.							Yes		

Corp. office : 5<sup>th</sup> Floor, Lotus Tower, A Block,  
 Community Centre, New Friends Colony,  
 New Delhi- 110025  
 Ph.: 011-66561234



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<b>ITEM NO.</b>		2						
<b>Details of Agenda</b>		Appointment of Shri Shamit Bhartia (DIN: 00020623) as a Director, who retires by rotation and being eligible, offers himself for re-appointment.						
<b>Resolution required</b>		Ordinary Resolution						
<b>Whether promoter/ promoter group are interested in the agenda/ resolution?</b>		No						
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	161777093	161777085	100.0000	161777085	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	161777093	161777085	100.0000	161777085	0	100.0000	0.0000
Public- Institutions	E-Voting	323033	25284	7.8271	25284	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	323033	25284	7.8271	25284	0	100.0000	0.0000
Public- Non Institutions	E-Voting	70673023	3138605	4.4410	29715	3108890	0.9468	99.0532
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	70673023	3138605	4.4410	29715	3108890	0.9468	99.0532
<b>Total</b>		232773149	164940974	70.8591	161832084	3108890	98.1151	1.8849
<b>Whether resolution is Pass or Not.</b>							Yes	





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<b>ITEM NO.</b>		3						
<b>Details of Agenda</b>		Appointment of Shri N.C. Khanna, Company Secretary in Practice, as Secretarial Auditor and to fix their remuneration						
<b>Resolution required</b>		Ordinary Resolution						
<b>Whether promoter/ promoter group are interested in the agenda/ resolution?</b>		No						
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	161777093	161777085	100.0000	161777085	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	161777093	161777085	100.0000	161777085	0	100.0000	0.0000
Public- Institutions	E-Voting	323033	25284	7.8271	25284	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	323033	25284	7.8271	25284	0	100.0000	0.0000
Public- Non Institutions	E-Voting	70673023	2961434	4.1903	409325	2552109	13.8219	86.1781
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	70673023	2961434	4.1903	409325	2552109	13.8219	86.1781
<b>Total</b>		232773149	164763803	70.7830	162211694	2552109	98.4510	1.5490
<b>Whether resolution is Pass or Not.</b>							Yes	



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<b>ITEM NO.</b>		4						
<b>Details of Agenda</b>		Ratification of the remuneration to be paid to M/s. Ramanath Iyer & Co, Cost Accountants, the Cost Auditor of FM Radio Business of the Company for Financial Year – 2026						
<b>Resolution required</b>		Ordinary Resolution						
<b>Whether promoter/ promoter group are interested in the agenda/ resolution?</b>		No						
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	161777093	161777085	100.0000	161777085	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	161777093	161777085	100.0000	161777085	0	100.0000	0.0000
Public- Institutions	E-Voting	323033	25284	7.8271	25284	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	323033	25284	7.8271	25284	0	100.0000	0.0000
Public- Non Institutions	E-Voting	70673023	2961434	4.1903	2334781	626653	78.8395	21.1605
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	70673023	2961434	4.1903	2334781	626653	78.8395	21.1605
<b>Total</b>		232773149	164763803	70.7830	164137150	626653	99.6197	0.3803
<b>Whether resolution is Pass or Not.</b>							Yes	

The aforesaid resolutions as set forth in the notice convening the 23<sup>rd</sup> AGM of the Company have been passed with the requisite majority.

Yours faithfully,

For **HT Media Limited**

**(Manhar Kapoor)**  
**Group General Counsel & Company Secretary**  
**Membership No.: F5564**

Corp. office : 5<sup>th</sup> Floor, Lotus Tower, A Block,  
 Community Centre, New Friends Colony,  
 New Delhi- 110025  
 Ph.: 011-66561234



## CONSOLIDATED SCRUTINIZER'S REPORT

*[Pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended from time to time]*

To,  
The Chairperson/ Company Secretary  
**HT MEDIA LIMITED [CIN: L22100MH1981PLC024052]**  
Hindustan Times House, 18-20, Kasturba Gandhi Marg,  
New Delhi- 110 001

Dear Sir,

**Subject: Consolidated Scrutinizer's Report on remote e-voting and e-voting at the 23<sup>rd</sup> Annual General Meeting of the members of HT Media Limited conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time**

1. I, Sanket Jain (Practicing Company Secretary, C.P. No. 12583), have been appointed as the Scrutinizer by the Board of Directors of HT Media Limited (**'the Company'**) vide resolution passed by the Board of Directors of the Company at its meeting held on August 05, 2025 (Tuesday) for the purpose of scrutinizing the process of voting through electronic means (**'e-voting'**) on the resolution(s) as set forth in the Notice dated August 05, 2025 (**'AGM Notice'**) calling the 23<sup>rd</sup> Annual General Meeting of its Equity Shareholders (**'the Meeting/ AGM'**) through Video Conferencing/ Other Audio Video Means (**'VC/ OAVM'**), convened on September 26, 2025 (Friday) at 11:00 A.M. (IST) through VC/ OAVM in accordance with recent circular no. 9/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (**'MCA Circular'**) and circular no. SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/133 dated October 03, 2024 issued by the Securities and Exchange Board of India (**'SEBI Circular'**) and in compliance with the provisions of the Companies Act, 2013 (**'the Act'**) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'SEBI Listing Regulations'**).
2. The said appointment as Scrutinizer is made in accordance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (**'the Rules'**). As Scrutinizer, I have scrutinized:
  - (i) Process of remote e-voting, before the AGM, using an electronic voting system on the dates referred to in the AGM Notice (**'remote e-voting'**); and
  - (ii) Process of e-voting at the AGM (**'venue voting'**)



*'SATYARAJ', BEHIND HOTEL CHANDA, CIVIL LINES, JHANSI (U.P.) – 284002*

*E-mail: [sanketjainco@gmail.com](mailto:sanketjainco@gmail.com), [sanketjaincs@gmail.com](mailto:sanketjaincs@gmail.com)*

*Contact No.: +91-8874888806, +91-8052244888*



### **3. Management's Responsibility**

The Management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) the MCA Circulars; and (iii) the SEBI Listing Regulations relating to remote e-voting and venue voting on the resolutions set forth in the AGM Notice.

### **4. Scrutinizer's Responsibility**

My responsibility as Scrutinizer for e-voting process (i.e. remote e-voting and venue voting) is restricted to preparation of Consolidated Scrutinizer's Report of the votes cast on the resolutions set forth in the AGM Notice, based on the reports generated from the e-voting system provided by National Securities Depository Limited ('NSDL'), the Agency engaged by the Company to provide e-voting facility and documents furnished to me.

### **5. Dispatch of Notice convening the AGM**

The Company through NSDL, had completed dispatch of the Notice of the Meeting along with Annual Report for FY-25 to Equity Shareholders of the Company on September 02, 2025 (Tuesday) The Notice of the Meeting was also made available on the website of the Company viz. [www.htmedia.in](http://www.htmedia.in) and website of the stock exchanges i.e., BSE Limited and National Stock Exchange of India Limited ([www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com)).

The Company had published advertisements in "Mint" (English newspaper-all editions) and "Hindustan" (Hindi newspaper) on September 03, 2025 (Wednesday) regarding dispatch of AGM Notice along with Annual Report for FY-25 to shareholders and specifying the date & time of the AGM, availability of the notice on the website of the Company and the website of Stock Exchanges, manner of registration of Email IDs by the Members (both physical and demat) who are yet to register their Email IDs with the Company, manner of voting through remote e-voting or venue voting etc.

The Company, through NSDL, also completed dispatch of Notice of AGM and the Annual Report for FY-25 on September 20, 2025 (Saturday), to the Equity Shareholders of the Company who had acquired shares/registered Email IDs post the cut-off date.

### **6. Cut-off date**

The Equity Shareholders of the Company as on the 'cut-off' date, as set forth in the AGM Notice, i.e., September 19, 2025 (Friday) were entitled to vote on the resolutions (item nos. 1 to 4 as set forth in the AGM Notice) and their voting rights were in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date. As on cut-off date, there were 54,386 shareholders of the Company and the total paid-up share capital of the Company was Rs. 46,55,46,298/- (Rupees Forty Six Crores Fifty Five Lakhs Forty Six Thousand Two Hundred and Ninety Eight only) divided into 23,27,73,149 (Twenty Three Crores Twenty Seven Lakhs Seventy Three Thousand One Hundred and Forty Nine only) Equity Shares of Rs.2/- each.

### **7. Remote e-voting process**

- i. The remote e-voting period commenced from 9.00 A.M. (Server time) on September 21, 2025 (Sunday) and ended at 5.00 P.M. (Server time) on September 25, 2025 (Thursday) on the designated website URL: <https://evoting.nsdl.com> via e-voting facility-of NSDL.





- ii. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on September 19, 2025 (Friday) only, were entitled to vote on proposed resolutions (Item nos. 1 to 4 as set out in the AGM Notice of the Company) by remote e-voting.

#### **8. E-voting process at the AGM i.e. Venue Voting**

Members who could not cast their vote by remote e-voting, could cast their vote on the e-voting platform during the AGM or within 15 minutes after the conclusion of the AGM.

#### **9. Counting Process**

- i. After completion of venue voting, the e-votes casted by the members were unblocked on September 26, 2025 (Friday) after the conclusion of the AGM in the presence of two witnesses, who are not in the employment of the Company.



**Mr. Ashish Gupta**



**Mr. Vaibhav Yadav**

- ii. Thereafter, the details containing, *inter-alia*, the list of Equity Shareholders who voted 'in favour' or 'against' on each of the resolutions that was put to vote, were generated from the e-voting website of NSDL, i.e., <https://evoting.nsdl.com>.
- iii. The data of e-voting was diligently scrutinized and reconciled with the records maintained by the Depositories/RTA. Detailed registers were maintained containing the summary of results of remote e-voting and Venue voting.

#### **10. Outcome of remote e-voting and venue voting**

The Consolidated summary of results of remote e-voting and venue voting are as under:

#### **ORDINARY BUSINESS**

#### **ITEM NO.1 – ORDINARY RESOLUTION**

**To consider and adopt:**

- a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025 and the Reports of the Board of Directors and Auditors thereon; and
- b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025 and the Report of the Auditors thereon

#### **I. Voted in favour of the resolution (out of valid votes cast):**

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(A) Remote e-voting	374	16,22,12,084	98.4513
(B) Venue voting	3	5	0.0000
<b>Total (A+B)</b>	<b>377</b>	<b>16,22,12,089</b>	<b>98.4513</b>

#### **II. Voted against the resolution (out of valid votes cast):**

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(A) Remote e-voting	76	25,51,749	1.5487
(B) Venue voting	0	0	0.0000
<b>Total (A+B)</b>	<b>76</b>	<b>25,51,749</b>	<b>1.5487</b>



Therefore, the Resolution in Item No.1 has been approved with requisite majority.

## **ITEM NO.2 - ORDINARY RESOLUTION**

To appoint Shri Shamit Bhartia (DIN: 00020623) as a Director, who retires by rotation and, being eligible, offers himself for re-appointment.

### **I. Voted in favour of the resolution (out of valid votes cast):**

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(A) Remote e-voting	367	16,18,32,079	98.1151
(B) Venue voting	3	5	0.0000
<b>Total (A+B)</b>	<b>370</b>	<b>16,18,32,084</b>	<b>98.1151</b>

### **II. Voted against the resolution (out of valid votes cast):**

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(A) Remote e-voting	83	31,08,890	1.8849
(B) Venue voting	0	0	0.0000
<b>Total (A+B)</b>	<b>83</b>	<b>31,08,890</b>	<b>1.8849</b>

Therefore, the Resolution in Item No.2 has been approved with requisite majority.

## **SPECIAL BUSINESS**

## **ITEM NO.3 – ORDINARY RESOLUTION**

To appoint Shri N.C. Khanna, Company Secretary in Practice, as Secretarial Auditor and to fix their remuneration

### **I. Voted in favour of the resolution (out of valid votes cast):**

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(A) Remote e-voting	371	16,22,11,689	98.4510
(B) Venue voting	3	5	0.0000
<b>Total (A+B)</b>	<b>374</b>	<b>16,22,11,694</b>	<b>98.4510</b>

### **II. Voted against the resolution (out of valid votes cast):**

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(A) Remote e-voting	78	25,52,109	1.5490
(B) Venue voting	0	0	0.0000
<b>Total (A+B)</b>	<b>78</b>	<b>25,52,109</b>	<b>1.5490</b>

Therefore, the Resolution in Item No.3 has been approved with requisite majority.

## **ITEM NO.4 – ORDINARY RESOLUTION**

Ratification of the remuneration to be paid to M/s. Ramanath Iyer & Co, Cost Accountants, the Cost Auditor of FM Radio Business of the Company for Financial Year – 2026

4.



**I. Voted in favour of the resolution (out of valid votes cast):**

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(A) Remote e-voting	372	16,41,37,145	99.6197
(B) Venue voting	3	5	0.0000
<b>Total (A+B)</b>	<b>375</b>	<b>16,41,37,150</b>	<b>99.6197</b>

**II. Voted against the resolution (out of valid votes cast):**

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(A) Remote e-voting	77	6,26,653	0.3803
(B) Venue voting	0	0	0.0000
<b>Total (A+B)</b>	<b>77</b>	<b>6,26,653</b>	<b>0.3803</b>

*Therefore, the Resolution in Item No.4 has been approved with requisite majority.*

11. The electronic data and all other relevant records relating to e-voting 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.

Yours Faithfully,


**For M/s Sanket Jain & Co.**  
**Company Secretaries**  
**Firm Registration No. S2013UP231400**  
**Peer Review No. 2262/2022**



**Sanket Jain**  
**(Proprietor)**  
**ACS: 26531, C.P. No.: 12583**  
**UDIN: A026531G001349633**



**COUNTERSIGNED BY:**  
**For HT Media Limited**



**Manhar Kapoor**  
**(Group General Counsel & Company Secretary)**  
**Authorised by the Chairperson**  
**M. No.: F5564**

**Date: 26.09.2025**  
**Place: New Delhi**

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