



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

Ref: HTML/CS/02/2021

September 29, 2021

National Stock Exchange of India Limited
Exchange Plaza, C-1
Block G, Bandra Kurla Complex, Bandra East
Mumbai- 400051

BSE Limited
25th Floor, P J Towers
Dalal Street
Mumbai - 400001

Trading Symbol: HTMEDIA

Scrip Code: 532662

Dear Sirs,

Sub: Regulations 30 and 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Results of voting at the Annual General Meeting ('AGM') of HT Media Limited held on 29th September, 2021 and Scrutinizer's Report thereon

Please find enclosed herewith summary of voting results (*i.e. remote e-voting and e-voting at the AGM*) of the 19th AGM of the members of the Company held today i.e. 29th September, 2021 via Video-Conferencing/Other Audio Visual Means, alongwith Scrutinizer's Report dated 29th September, 2021.

In so far as re-appointment of Mr. Vivek Mehra (DIN: 00101328) as Independent Director is concerned, his details in terms of SEBI circular no. CIR/CFD/CMD/4/2015 dated 9th September, 2015, has already been filed with you under cover of our letter no. HTML/CS/02/2021 dated August 4, 2021.

This is for your information and records.

Thanking you,

Yours faithfully,

For HT Media Limited



 (Dinesh Mittal)

Group General Counsel & Company Secretary

Encl.: As above

SUMMARY OF VOTING RESULTS OF 19TH AGM HELD THROUGH VIDEO CONFERENCING

Date of declaration of result- 29th September, 2021

Name of the Company	HT MEDIA LIMITED	
Date of AGM/EGM	29 th September, 2021	
Last date of receiving Postal Ballot Form/E-voting		
Total number of shareholders as on the cut-off date (i.e. 22nd September, 2021)	54,345	
No. of shareholders present in the meeting either in person or through proxy	Promoters and Promoter Group	Public
	Not Applicable	
No. of shareholders attended the meeting through Video Conferencing:	Promoters and Promoter Group	Public
	8	251

ITEM NO.	1
Details of Agenda:	To receive, consider and adopt: a) the audited standalone financial statements of the Company for the financial year ended March 31, 2021 and the reports of Board of Directors and Auditor thereon; and b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2021 and the report of the Auditor thereon.
Resolution required:	Ordinary Resolution
Whether promoter /promoter group are interested in the agenda/ resolution?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote e-voting	16,17,77,093	16,17,77,090	100.0000	16,17,77,090	0	100.0000	0.0000
	E-voting at AGM		0	0.0000	0	0	0.0000	0.0000
Public- Institutions	Remote e-voting	89,45,347	74,32,315	83.0858	74,32,315	0	100.0000	0.0000
	E-voting at AGM		0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	Remote e-voting	6,20,25,874	77,57,262	12.5065	77,36,624	20,638	99.7340	0.2660
	E-voting at AGM		17,162	0.0277	17,162	0	100.0000	0.0000
	Total	23,27,48,314	17,69,83,829	76.0409	17,69,63,191	20,638	99.9883	0.0117



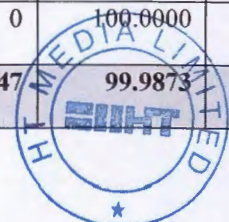
47

ITEM NO.	2
Details of Agenda:	To appoint Shri Priyavrat Bhartia (DIN: 00020603) as Director, who retires by rotation and, being eligible, offers himself for re-appointment.
Resolution required:	Ordinary Resolution
Whether promoter /promoter group are interested in the agenda/ resolution?	Yes

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	Remote e-voting	16,17,77,093	16,17,77,090	100.0000	16,17,77,090	0	100.0000	0.0000
	E-voting at AGM		0	0.0000	0	0	0.0000	0.0000
Public-Institutions	Remote e-voting	89,45,347	74,32,315	83.0858	42,50,000	31,82,315	57.1827	42.8173
	E-voting at AGM		0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	Remote e-voting	6,20,25,874	77,57,062	12.5062	77,35,540	21,522	99.7225	0.2775
	E-voting at AGM		17,162	0.0277	17,162	0	100.0000	0.0000
	Total	23,27,48,314	17,69,83,629	76.0408	17,37,79,792	32,03,837	98.1898	1.8102

ITEM NO.	3
Details of Agenda:	To ratify remuneration to be paid to M/s. Ramanath Iyer & Co, Cost Accountants as Cost Auditor of FM Radio business of the Company
Resolution required:	Ordinary Resolution
Whether promoter /promoter group are interested in the agenda/ resolution?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	Remote e-voting	16,17,77,093	16,17,77,090	100.0000	16,17,77,090	0	100.0000	0.0000
	E-voting at AGM		0	0.0000	0	0	0.0000	0.0000
Public-Institutions	Remote e-voting	89,45,347	74,32,315	83.0858	74,32,315	0	100.0000	0.0000
	E-voting at AGM		0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	Remote e-voting	6,20,25,874	77,57,262	12.5065	77,34,815	22,447	99.7106	0.2894
	E-voting at AGM		17,162	0.0277	17,162	0	100.0000	0.0000
	Total	23,27,48,314	17,69,83,829	76.0409	17,69,61,382	22,447	99.9873	0.0127



ITEM NO.	4
Details of Agenda:	To re-appoint Shri Vivek Mehra (DIN: 00101328) as Independent Director of the Company, not liable to retire by rotation, for the second term of 5 years from April 1, 2022 till March 31, 2027
Resolution required:	Special Resolution
Whether promoter /promoter group are interested in the agenda/ resolution?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote e-voting	16,17,77,093	16,17,77,090	100.0000	16,17,77,090	0	100.0000	0.0000
	E-voting at AGM		0	0.0000	0	0	0.0000	0.0000
Public- Institutions	Remote e-voting	89,45,347	74,32,315	83.0858	42,50,000	31,82,315	57.1827	42.8173
	E-voting at AGM		0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	Remote e-voting	6,20,25,874	77,57,062	12.5062	77,30,662	26,400	99.6597	0.3403
	E-voting at AGM		17,162	0.0277	17,162	0	100.0000	0.0000
	Total	23,27,48,314	17,69,83,629	76.0408	17,37,74,914	32,08,715	98.1870	1.8130

The aforesaid resolutions have been passed with requisite majority.

Thanking you,

Yours faithfully,

For HT Media Limited



(Dinesh Mittal)

Group General Counsel & Company Secretary

Membership No.: A5209

HT House, 2nd Floor

18-20, K.G Marg

New Delhi – 110001

Date: September 29, 2021

Place: New Delhi



CONSOLIDATED SCRUTINIZER'S REPORT

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

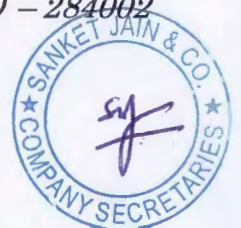
To,
The Chairperson/ Managing Director
HT Media Limited [CIN: L22121DL2002PLC117874]
18-20, Kasturba Gandhi Marg,
New Delhi – 110 001

Dear Sir/ Madam,

Subject: Consolidated Scrutinizer's Report on remote e-voting and voting at the 19th Annual General Meeting 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 relevant provisions of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended

1. I, Sanket Jain (Company Secretary-in-Practice, C.P. No. 12583), was appointed as the Scrutinizer by the Board of Directors of HT Media Limited (“**the Company**”) vide resolution dated June 18, 2021 for the purpose of scrutinizing the process of voting through electronic means (“**e-voting**”) on the resolution(s) contained in the notice dated August 31, 2021 (“**AGM Notice**”) calling the 19th Annual General Meeting of its Equity Shareholders (“**the Meeting/ AGM**”) through Video Conferencing/ Other Audio Video Means (“**VC/ OAVM**”), convened on Wednesday, 29th day of September, 2021 at 11:00 A.M. IST through VC/ OAVM in accordance with General Circular No. 02/2021 dated January 13, 2021 read with General Circular Nos. 14/2020, 17/2020 and 20/2020 dated April 08, 2020, April 13, 2020 and May 05, 2020 respectively, issued by the Ministry of Corporate Affairs (MCA), Government of India (hereinafter referred to as “**MCA Circulars**”),.
2. The said appointment as Scrutinizer is made in accordance with the provisions of Section 108 of the Companies Act, 2013 (“**the Act**”) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (“**the Rules**”). As the Scrutinizer, I have to scrutinize:
 - (i) Process of e-voting remotely, before the AGM, using an electronic e-voting system on the dates referred to in the AGM Notice (“**remote e-voting**”); and
 - (ii) Process of e-voting at the AGM (“**InstaPoll**”)

'SATYARAJ', BEHIND HOTEL CHANDA, CIVIL LINES, JHANSI (U.P.) – 284002
E-mail: sanketjainco@gmail.com, 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 the (i) the Act and the Rules made thereunder; (ii) the MCA Circulars; and (iii) the SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015 ("LODR") relating to remote e-voting and InstaPoll on the resolutions contained in the AGM Notice. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

4. Scrutinizer's Responsibility

My responsibility as Scrutinizer for e-voting process (i.e. remote e-voting and InstaPoll) is restricted to prepare a Consolidated Scrutinizer's Report of the votes cast on the resolutions contained in the AGM Notice, based on the reports generated from the e-voting system provided by KFin Technologies Private Limited ("KFin"), the Registrar and Transfer Agent of the Company and the Agency authorized under the Rules and engaged by the Company to provide e-voting facility and attendant papers / documents furnished to me electronically by the Company and/ or KFin for my verification and basis for issuance of this report.

5. Cut-off date

The Equity Shareholders of the Company as on the "cut-off" date, as set out in the AGM Notice, i.e., Wednesday, September 22, 2021 were entitled to vote on the resolutions (item nos. 1 to 4 as set out 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 54,345 shareholders of the Company and the total paid-up share capital of the Company was Rs. 46,54,96,628/- (Rupees Forty Six Crores Fifty Four Lacs Ninety Six Thousand Six Hundred and Twenty Eight only) divided into 23,27,48,314 (Twenty Three Crores Twenty Seven Lacs Forty Eight Thousand Three Hundred and Fourteen) Equity Shares of Rs.2/- each.

The Company, through Service Provider viz. KFin, had completed dispatch of the Notice of the Meeting along with Annual Report for FY-21 to 38,016 Equity Shareholders of the Company on September 6, 2021 whose email ids were registered and available on September 3, 2021 (Benpos date). The Notice of the Meeting was also made available on the website of the Company viz. www.htmedia.in. KFin has also dispatched notice of meeting along with Annual Report on September 25, 2021 to 1,310 shareholders on their registered email ids, who have acquired shares after September 3, 2021 i.e. Benpos date but on or before September 22, 2021 i.e. cut-off date.

The Company had published on September 7, 2021 advertisement regarding dispatch of AGM Notice along with Annual Report for FY-21 to shareholders in "Mint" (English newspaper - all editions) and "Hindustan" (Hindi newspaper – Delhi NCR, Patna, Lucknow, Ranchi and Dehradun editions).

6. E-voting process at the AGM

- i. After the time fixed for closing of the e-voting by Chairperson, the electronic system recording the e-voting (e-votes) was locked by KFin under my instructions.



- ii. The e-votes were reconciled with the records maintained by the Company / KFin and the authorizations lodged with the Company/ KFin.
- iii. The e-votes cast were unblocked on Wednesday, September 29, 2021 after the conclusion of the AGM.

7. Remote e-voting process

- i. The remote e-voting period commenced from 9.00 A.M. (Server time) on September 25, 2021 (Saturday) and ended at 5.00 P.M. (Server time) on September 28, 2021 (Tuesday) on the designated website URL: <https://evoting.kfintech.com> via e-voting facility of KFin.
 - ii. Only members, whose name appeared in the Register of Members/list of Beneficial Owners as on Wednesday, September 22, 2021, 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.
 - iii. On September 29, 2021, after the conclusion of the AGM and post counting of InstaPoll, event was unblocked by me
 - iv. Thereafter, the details containing, *inter alia*, the list of Equity Shareholders who voted "in favour" or "against" or "abstain" on each of the resolutions that was put to vote, were generated from the e-voting website of KFin, i.e., <https://evoting.kfintech.com>.
8. All the resolutions were passed with requisite majority. I hereby submit the Consolidated Scrutinizer's Report on the results of the remote e-voting and InstaPoll on all the resolutions as set out in the AGM Notice, based on the reports generated by KFin and relied upon by me as under:

ORDINARY BUSINESS

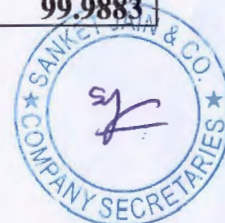
RESOLUTION NO.1 – ORDINARY RESOLUTION

To consider and adopt:

- a) **The audited standalone financial statements of the Company for the financial year ended March 31, 2021, the reports of the Board of Directors and Auditor thereon; and**
- b) **The audited consolidated financial statements of the Company for the financial year ended March 31, 2021 and the report of the Auditor 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	415	17,69,46,029	99.9786
(B) InstaPoll	13	17,162	0.0097
Total (A+B)	428	17,69,63,191	99.9883



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	26	20,638	0.0117
(B) InstaPoll	0	0	0.0000
Total (A+B)	26	20,638	0.0117

III. Abstained Votes

Number of ballots	Number of e-votes
2	301

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

RESOLUTION NO.2 - ORDINARY RESOLUTION

To appoint Shri Priyavrat Bhartia (DIN: 00020603) as 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	407	17,37,62,630	98.1801
(B) InstaPoll	13	17,162	0.0097
Total (A+B)	420	17,37,79,792	98.1898

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	33	32,03,837	1.8102
(B) InstaPoll	0	0	0.0000
Total (A+B)	33	32,03,837	1.8102

III. Abstained Votes

Number of ballots	Number of e-votes
3	501

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

SPECIAL BUSINESS**RESOLUTION NO.3 – ORDINARY RESOLUTION**

To ratify remuneration to be paid to M/s. Ramanath Iyer & Co, Cost Accountants as Cost Auditor of FM Radio business of the Company



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	410	17,69,44,220	99.9776
(B) InstaPoll	13	17,162	0.0097
Total (A+B)	423	17,69,61,382	99.9873

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	32	22,447	0.0127
(B) InstaPoll	0	0	0.0000
Total (A+B)	32	22,447	0.0127

III. Abstained Votes

Number of ballots	Number of e-votes
2	301

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

RESOLUTION NO. 4 – SPECIAL RESOLUTION

To re-appoint Shri Vivek Mehra (DIN: 00101328) as Independent Director of the Company, not liable to retire by rotation

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	408	17,37,57,752	98.1773
(B) InstaPoll	13	17,162	0.0097
Total (A+B)	421	17,37,74,914	98.1870

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	32	32,08,715	1.8130
(B) InstaPoll	0	0	0.0000
Total (A+B)	32	32,08,715	1.8130

III. Abstained Votes

Number of ballots	Number of e-votes
3	501

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



9. The electronic data and all other relevant records relating to e-voting 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.
10. This report is issued in accordance with the terms of the Engagement Letter.

Restriction on Use

11. This report has been issued at the request of the Company for (i) submission to Stock Exchanges, (ii) placing on website of the Company and (iii) website of KFin. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing .

Thanking You
Yours faithfully,



(Scrutiniser)
SANKET JAIN
Company Secretary-in-Practice
M.No. A26531, C.P. No. 12583

UDIN: A026531C001034065

Place: New Delhi
Date: 29.09.2021

Counter-signed
For HT Media Limited



(Dinesh Mittal)
Group General Counsel & Company Secretary