



HT MEDIA LIMITED
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18-20, Kasturba Gandhi Marg
New Delhi - 110001
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www.hindustantimes.com
E-mail : corporatedept@hindustantimes.com
CIN : L22121DL2002PLC117874

Ref: HTML/CS/02/2020

December 30, 2020

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street

MUMBAI - 400 001

Scrip Code: 532662

The National Stock Exchange of India Limited

Exchange Plaza, C/1, Block G,
Bandra Kurla Complex, Bandra (E)

MUMBAI - 400 051

Trading Symbol: HTMEDIA

Dear Sirs,

Sub: Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") – Submission of voting results of Annual General Meeting (AGM) of HT Media Limited held on 29th December, 2020 and Scrutinizer's Report thereon

Please find enclosed herewith summary of voting results (*i.e. e-voting and remote e-voting process*), at 18th AGM of the shareholders of the Company held on December 29, 2020 via video-conferencing, along with Scrutinizer's Report dated December 29, 2020.

Further, we wish to inform you that at the aforesaid AGM, members of the Company have approved the following matters-

1. Adoption of:
 - a) the revised audited standalone financial statements of the Company for the financial year ended March 31, 2020, the report of Auditors thereon and the revised reports of the Board of Directors; and
 - b) the revised audited consolidated financial statements of the Company for the financial year ended March 31, 2020 and the report of the Auditors thereon.
2. Appointment of Shri Praveen Someshwar (DIN: 01802656) as a Director, who retires by rotation and, being eligible, offers himself for re-appointment.
3. Ratify the remuneration to be paid to Ramanath Iyer & Co, Cost Accountants, as Cost Auditor to conduct cost audit of the cost records of FM Radio business of the Company.
4. Appoint Shri Shamit Bhartia (DIN: 00020623) as Non-executive Director, liable to retire by rotation.
5. Appointment of Smt. Rashmi Verma (DIN: 01993918) as an Independent Director.

The details required under Listing Regulations and SEBI Circular CIR/CFD/CMD/4/2015 dated 9th September, 2015 in relation to the above matters were already submitted with stock exchanges on 31st March, 2020 and 28th July, 2020.

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 18TH AGM HELD THROUGH VIDEO CONFERENCING

Name of the Company	HT Media Limited	
Date of AGM/EGM Last date of receiving Postal Ballot Form/E-voting	29 th December, 2020	
Total number of shareholders as on the cut-off date (i.e. 22nd December, 2020)	45,104	
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
	4	175

ITEM NO.	1
Details of Agenda:	To receive, consider and adopt: a) revised audited standalone financial statements of the Company for the financial year ended March 31, 2020 and the report of Auditors thereon and the revised report of the Board of Directors; and b) revised audited consolidated financial statements of the Company for the financial year ended March 31, 2020 and the report of the Auditors 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	16,17,54,490	99.9860	16,17,54,490	0	100.0000	0
	E-voting at AGM		0	0	0	0	0	0
Public-Institutions	Remote e-Voting	187,71,612	169,00,060	90.0299	169,00,060	0	100.0000	0
	E-voting at AGM							0
Public- Non Institutions	Remote e-Voting	521,99,609	61,67,383	11.8150	61,67,209	174	99.9972	0.0028
	E-voting at AGM		11,74,403	2.2498	11,74,082	321	99.9727	0.0273
	Total	23,27,48,314	18,59,96,336	79.9131	18,59,95,841	495	99.9997	0.0003

ITEM NO.	2
Details of Agenda:	To appoint Mr. Praveen Someshwar (DIN: 01802656) 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?	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	16,17,54,490	99.9860	16,17,54,490	0	100.0000	0
	E-voting at AGM		0	0	0	0	0	0
Public-Institutions	Remote e-Voting	187,71,612	169,00,060	90.0299	11046869	5853191	65.3659	34.6341
	E-voting at AGM		0	0	0	0	0	0
Public- Non Institutions	Remote e-Voting	521,99,609	61,67,383	11.8150	61,67,209	174	99.9972	0.0028
	E-voting at AGM		11,74,403	2.2498	11,74,082	321	99.9727	0.0273
Total		23,27,48,314	18,59,96,336	79.9131	18,01,42,650	58,53,686	96.8528	3.1472

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	16,17,54,490	99.9860	16,17,54,490	0	100.0000	0
	E-voting at AGM		0	0	0	0	0	0
Public-Institutions	Remote e-Voting	187,71,612	169,00,060	90.0299	169,00,060	0	100.0000	0
	E-voting at AGM		0	0	0	0	0	0

Public- Non Institutions	Remote e-Voting	521,99,609	61,67,383	11.8150	61,67,009	374	99.9939	0.0061
	E-voting at AGM		11,74,403	2.2498	11,74,082	321	99.9727	0.0273
	Total	23,27,48,314	18,59,96,336	79.9131	18,59,95,641	695	99.9996	0.0004

ITEM NO.	4
Details of Agenda:	To appoint Shri Shamit Bhartia (DIN: 00020623) as Non-executive Director, liable to retire by rotation
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	16,17,54,490	99.9860	16,17,54,490	0	100.0000	0
	E-voting at AGM		0	0	0	0	0	0
Public- Institutions	Remote e-Voting	187,71,612	169,00,060	90.0299	169,00,060	0	100.0000	0
	E-voting at AGM		0	0	0	0	0	0
Public- Non Institutions	Remote e-Voting	521,99,609	61,67,383	11.8150	61,67,209	174	99.9972	0.0028
	E-voting at AGM		11,74,403	2.2498	11,74,082	321	99.9727	0.0273
	Total	23,27,48,314	18,59,96,336	79.9131	18,59,95,841	495	99.9997	0.0003

ITEM NO.	5
Details of Agenda:	To appoint Smt. Rashmi Verma (DIN: 01993918) as Independent Director
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	Remote e-Voting	16,17,77,093	16,17,54,490	99.9860	16,17,54,490	0	100.0000	0

Promoter Group	E-voting at AGM		0	0	0	0	0	0
Public-Institutions	Remote e-Voting	187,71,612	169,00,060	90.0299	169,00,060	0	100.0000	0
	E-voting at AGM		0	0	0	0	0	0
Public- Non Institutions	Remote e-Voting	521,99,609	61,67,383	11.8150	61,67,209	174	99.9972	0.0028
	E-voting at AGM		11,74,403	2.2498	11,74,082	321	99.9727	0.0273
	Total	23,27,48,314	18,59,96,336	79.9131	18,59,95,841	495	99.9997	0.0003

The aforesaid resolution has been passed with the requisite majority.

Yours faithfully,

For **HT Media Limited**



(Dinesh Mittal)

Group General Counsel & Company Secretary

Membership No.: F5209

HT House, 2nd Floor, 18-20

K.G Marg, New Delhi – 110001

Date: 30th December, 2020



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/Director
18th Annual General Meeting of the Members of
HT Media Limited [CIN: L22121DL2002PLC117874]
Hindustan Times House, 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 Annual General Meeting 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 as amended, for the 18th Annual General Meeting of HT Media Limited

1. I, Sanket Jain (Practicing Company Secretary, C.P. No. 12583), was appointed as the Scrutinizer by the Board of Directors of HT Media Limited ("**the Company**") vide resolution dated June 26, 2020 for the purpose of scrutinizing the process of voting through electronic means ("**e-voting**") on the resolution(s) contained in the notice dated November 27, 2020 calling the 18th Annual General Meeting of its Members ("**the Meeting/ AGM**") through VC/ OAVM ("**AGM Notice**"), convened on Tuesday, December 29, 2020 at 4.00 P.M. IST through VC/ OAVM in accordance with General Circular No. 14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020 respectively, issued by the Ministry of Corporate Affairs (MCA) (hereinafter referred to as "**MCA Circulars**"), Government of India.
2. The said appointment as Scrutinizer is under 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 through electronic voting system ("**InstaPoll**")

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

E-mail: sanketjaincc@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 & 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 making a Consolidated Scrutinizer's Report of the votes cast in "favour" or "against" 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 documents furnished to me electronically by the Company and/ or KFin for my verification.

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., Tuesday, December 22, 2020 were entitled to vote on the resolutions (item nos. 1 to 5 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 45,104 shareholders of the Company and the total paid-up share capital of the Company was Rs. 46,54,96,628 /- (Rupees Forty Six Crore Fifty Four Lac Ninety Six Thousand Six Hundred and Twenty Eight Only) divided into 23,27,48,314 (Twenty Three Crore Twenty Seven Lac Forty Eight Thousand and Three Hundred and Fourteen Only) Equity Shares of Rs.2/- each.

The Company, through Service Provider viz. KFin Technologies Private Limited, had completed dispatch of the Notice of the Meeting along with Annual Report for FY-20 to 26,622 Equity Shareholders of the Company on 6th December, 2020 whose email ids were registered and available on 4th December, 2020 (Benpos date). The Notice of the Meeting was also made available on the website of the Company viz. www.htmedia.in. The Company has also dispatched notice of meeting along with annual report on 23rd December, 2020 to 1,534 shareholders on their registered email ids, who have acquired shares after 4th December, 2020 but on or before 22nd December, 2020 i.e. cut-off date.

The Company had published on 7th December, 2020, an advertisement about the dispatch of AGM Notice along with Annual Report for FY-20 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 the Chairperson, the electronic system recording the e-voting (e-votes) was locked by KFin under my instructions.
- ii. The e-voting system was scrutinized on test check basis. The e-votes were reconciled with the records maintained by the Company / KFin and the authorizations lodged with the Company/ KFin on test check basis.
- iii. The e-votes cast were unblocked on Tuesday, December 29, 2020 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 December 25, 2020 (Friday) and ended at 5.00 P.M. (Server time) on December 28, 2020 (Monday) on the designated website URL: <https://evoting.kfintech.com> via e-voting facility of KFin.
 - ii. The members, whose names appear in the Register of Members/list of Beneficial Owners as on Tuesday, December 22, 2020 only, were entitled to vote on proposed resolutions (Item Nos. 1 to 5 as set out in the AGM Notice of the Company) by remote e-voting.
 - iii. On December 29, 2020, after the conclusion of the AGM and post counting of InstaPoll, remote e-voting event was unblocked by me
 - iv. 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 KFin, i.e., URL: <https://evoting.kfintech.com>. Based on the report generated by KFin and relied upon by me, data regarding the remote e-voting was scrutinized on test check basis.
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, scrutinized on test-check basis and relied upon by me as under:

ORDINARY BUSINESS

RESOLUTION NO.1 – ORDINARY RESOLUTION

To receive, consider and adopt:

- a) the revised audited standalone financial statements of the Company for the financial year ended March 31, 2020, the report of Auditors thereon and the revised reports of the Board of Directors; and
- b) the revised audited consolidated financial statements of the Company for the financial year ended March 31, 2020 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	223	18,48,21,759	99.3685
(B) InstaPoll	40	11,74,082	0.6312
Total (A+B)	263	18,59,95,841	99.9997

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	2	174	0.0001
(B) InstaPoll	2	321	0.0002
Total (A+B)	4	495	0.0003

III. Abstained Votes

Mode of Voting	Number of members whose votes were invalid	Number of votes cast by them
(A) Remote e-voting	0	0
(B) InstaPoll	0	0
Total (A+B)	0	0

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

RESOLUTION NO.2 - ORDINARY RESOLUTION

To appoint Shri Praveen Someshwar (DIN: 01802656) 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	222	17,89,68,568	96.2216
(B) InstaPoll	40	11,74,082	0.6312
Total (A+B)	262	18,01,42,650	96.8528

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	3	58,53,365	3.1470
(B) InstaPoll	2	321	0.0002
Total (A+B)	5	58,53,686	3.1472



III. Abstained Votes

Mode of Voting	Number of members whose votes were invalid	Number of votes cast by them
(A) Remote e-voting	0	0
(B) InstaPoll	0	0
Total (A+B)	0	0

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 of members voted	Number of votes cast by them	% of total number of valid votes cast
(A) Remote e-voting	222	18,48,21,559	99.3684
(B) InstaPoll	40	11,74,082	0.6312
Total (A+B)	262	18,59,95,641	99.9996

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	3	374	0.0002
(B) InstaPoll	2	321	0.0002
Total (A+B)	5	695	0.0004

III. Abstained Votes

Mode of Voting	Number of members whose votes were invalid	Number of votes cast by them
(A) Remote e-voting	0	0
(B) InstaPoll	0	0
Total (A+B)	0	0

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

RESOLUTION NO.4 – ORDINARY RESOLUTION

To appoint Shri Shamit Bhartia (DIN: 00020623) as Non-executive Director 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	223	18,48,21,759	99.3685
(B) InstaPoll	40	11,74,082	0.6312
Total (A+B)	263	18,59,95,841	99.9997

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	2	174	0.0001
(B) InstaPoll	2	321	0.0002
Total (A+B)	4	495	0.0003

III. Abstained Votes

Mode of Voting	Number of members whose votes were invalid	Number of votes cast by them
(A) Remote e-voting	0	0
(B) InstaPoll	0	0
Total (A+B)	0	0

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

RESOLUTION NO.5 – ORDINARY RESOLUTION

To appoint Smt. Rashmi Verma (DIN: 01993918) as Independent Director, 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	223	18,48,21,759	99.3685
(B) InstaPoll	40	11,74,082	0.6312
Total (A+B)	263	18,59,95,841	99.9997

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	2	174	0.0001
(B) InstaPoll	2	321	0.0002
Total (A+B)	4	495	0.0003



III. Abstained Votes

Mode of Voting	Number of members whose votes were invalid	Number of votes cast by them
(A) Remote e-voting	0	0
(B) InstaPoll	0	0
Total (A+B)	0	0

Therefore, the Resolution in Item No.5 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
Practising Company Secretary
M.No. A26531, C.P. No. 12583



Countersigned by
For HT Media Limited

UDIN: A026531B001728594

Place: Jhansi
Date: December 29, 2020

Place: New Delhi
Date: December 30, 2020