

**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/02/2019

28<sup>th</sup> March, 2019

**BSE Limited**  
Phiroze Jeejeebhoy Tower,  
Dalal Street,  
**MUMBAI – 400 001**

**National Stock Exchange of India  
Limited**  
Exchange Plaza, 5<sup>th</sup> Floor  
Plot No C/1, G Block  
Bandra-Kurla Complex  
Bandra (East)  
**MUMBAI – 400 051**

**Scrip Code: 532662**  
**Trading Symbol: HTMEDIA**

Dear Sirs,


**Sub: Result of Postal Ballot (voting through Postal Ballot Forms and e-voting)**

As per the requirement of Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Voting Results of Postal Ballot (including e-voting process) in respect of resolutions contained in the Postal Ballot Notice dated February 15, 2019.

This is for your information and records.

Thanking you,

Yours faithfully,  
For **HT Media Limited**

  
**(Dinesh Mittal)**  
**Group General Counsel  
& Company Secretary**  
Membership No.: F-5209  
Address: HT House 18-20 K.G. Marg  
New Delhi



Encl: as above

**SUMMARY OF VOTING RESULTS OF POSTAL BALLOT**

**Date of declaration of result- March 28, 2019**

Name of the Company	HT Media Limited	
Date of AGM/EGM	March 28, 2019	
Last date of receiving Postal Ballot Form/E-voting	March 28, 2019	
Total number of shareholders as on the cut-off date (i.e February 15, 2019)	47,280	
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
	Not Applicable	

<b>ITEM NO.1</b>	
Details of Agenda:	Re-appointment of Shri Ajay Relan (DIN: 00002632) as Independent Director of the Company, not liable to retire by rotation
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	E-Voting	16,17,77,093	16,17,54,465	99.9860	16,17,54,465	0	100.0000	0.0000
	Poll	Not Applicable						
	Postal Ballot (if applicable)	16,17,77,093	-	-	-	-	-	-
Public-Institutions	E-Voting	3,39,26,447	2,90,73,194	85.6948	2,90,73,194	0	100.0000	0.0000
	Poll	Not Applicable						
	Postal Ballot (if applicable)	3,39,26,447	-	-	-	-	-	-
Public-Non Institutions	E-Voting	3,70,44,774	69,11,178	18.6563	69,07,535	3,643	99.9473	0.0527
	Poll	Not Applicable						
	Postal Ballot (if applicable)	3,70,44,774	30,020	0.0810	25,381	4,639	84.5470	15.4530
<b>Total</b>		<b>23,27,48,314</b>	<b>19,77,68,857</b>	<b>84.9711</b>	<b>19,77,60,575</b>	<b>8,282</b>	<b>99.9958</b>	<b>0.0042</b>

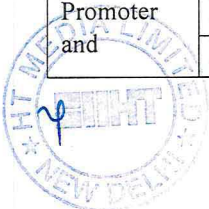


ITEM NO.2	
<b>Details of Agenda:</b>	Approval of payment of remuneration to Smt. Shobhana Bhartia (DIN: 00020648), Chairperson & Editorial Director
<b>Resolution required:</b>	Special Resolution
<b>Whether promoter /promoter group are interested in the agenda/ resolution?</b>	No

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	E-Voting	16,17,77,093	16,17,54,465	99.9860	16,17,54,465	0	100.0000	0.0000
	Poll	Not Applicable						
	Postal Ballot (if applicable)	16,17,77,093	-	-	-	-	-	-
Public- Institutions	E-Voting	3,39,26,447	2,90,73,194	85.6948	1,61,17,656	1,29,55,538	55.4382	44.5618
	Poll	Not Applicable						
	Postal Ballot (if applicable)	3,39,26,447	-	-	-	-	-	-
Public- Non Institutions	E-Voting	3,70,44,774	69,11,178	18.6563	68,90,693	20,485	99.7036	0.2964
	Poll	Not Applicable						
	Postal Ballot (if applicable)	3,70,44,774	30,020	0.0810	9,317	20,703	31.0360	68.9640
<b>Total</b>		<b>23,27,48,314</b>	<b>19,77,68,857</b>	<b>84.9711</b>	<b>18,47,72,131</b>	<b>1,29,96,726</b>	<b>93.4283</b>	<b>6.5717</b>

ITEM NO.3	
<b>Details of Agenda:</b>	Approval of payment of remuneration to Shri Praveen Someshwar (DIN: 01802656), Managing Director & CEO
<b>Resolution required:</b>	Special Resolution
<b>Whether promoter /promoter group are interested in the agenda/ resolution?</b>	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	E-Voting	16,17,77,093	16,17,54,465	99.9860	16,17,54,465	0	100.0000	0.0000
	Poll	Not Applicable						



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 Group	Postal Ballot (if applicable)	16,17,77,093	-	-	-	-	-	-
Public-Institutions	E-Voting	3,39,26,447	2,90,73,194	85.6948	1,60,40,096	1,30,33,098	55.1714	44.8286
	Poll	Not Applicable						
	Postal Ballot (if applicable)	3,39,26,447	-	-	-	-	-	-
Public-Non Institutions	E-Voting	3,70,44,774	69,11,178	18.6563	68,90,643	20,535	99.7029	0.2971
	Poll	Not Applicable						
	Postal Ballot (if applicable)	3,70,44,774	30,020	0.0810	9,407	20,613	31.3358	68.6642
<b>Total</b>		<b>23,27,48,314</b>	<b>19,77,68,857</b>	<b>84.9711</b>	<b>18,46,94,611</b>	<b>1,30,74,246</b>	<b>93.3891</b>	<b>6.6109</b>

<b>ITEM NO.4</b>	
<b>Details of Agenda:</b>	Approval of remuneration paid to Shri Dinesh Mittal (DIN: 00105769) as Whole-time Director during the period April 1, 2018 and August 7, 2018
<b>Resolution required:</b>	Special Resolution
<b>Whether promoter /promoter group are interested in the agenda/ resolution?</b>	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	E-Voting	16,17,77,093	16,17,54,465	99.9860	16,17,54,465	0	100.0000	0.0000
	Poll	Not Applicable						
	Postal Ballot (if applicable)	16,17,77,093	-	-	-	-	-	-
Public-Institutions	E-Voting	3,39,26,447	2,90,73,194	85.6948	2,70,86,965	19,86,229	93.1682	6.8318
	Poll	Not Applicable						
	Postal Ballot (if applicable)	3,39,26,447	-	-	-	-	-	-
Public-Non Institutions	E-Voting	3,70,44,774	69,11,178	18.6563	68,94,343	16,835	99.7564	0.2436
	Poll	Not Applicable						
	Postal Ballot (if applicable)	3,70,44,774	30,020	0.0810	10,281	19,739	34.2472	65.7528
<b>Total</b>		<b>23,27,48,314</b>	<b>19,77,68,857</b>	<b>84.9711</b>	<b>19,57,46,054</b>	<b>20,22,803</b>	<b>98.9772</b>	<b>1.0228</b>



The aforesaid resolutions have been passed with the requisite majority.

Yours faithfully,

For HT Media Limited



(Praveen Someshwar)  
Managing Director & CEO

DIN – 01802656

Address: HT House, 2<sup>nd</sup> Floor, 18-20

K.G Marg, New Delhi – 110001



Place: New Delhi

Date: 28<sup>th</sup> March, 2019

# Lalit Chaudhary & Company

Company Secretaries  
Firm Registration No: S2016DE364000

31/26, Basement  
Old Rajinder Nagar  
Phone: 011-41444780  
Mobile: 9213509343  
Email: cs@lalitchaudhary1@gmail.com

## Scrutinizer's Report

*[Pursuant to Section 110 of the Companies Act, 2013 and rule 22 of the Companies (Management and Administration) Rules, 2014 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as Amended by the Companies (Management and Administration) Amendment Rules, 2015 to the extent applicable]*

To,  
The Chairperson & Editorial Director/Managing Director  
HT Media Limited  
CIN: L22121DL2002PLC117874  
Hindustan Times House, 18-20, Kasturba  
Gandhi Marg, New Delhi -110001.

Scrutinizer's Report on Postal Ballot voting including voting by Electronic means in respect of passing of the resolutions contained in the Notice Dated 15<sup>th</sup> February, 2019 through Postal Ballot.

Dear Sir/Madam,

I, Lalit Chaudhary, Practicing Company Secretary, having office at 31/26, Basement, Old Rajinder Nagar, New Delhi-110060, have been appointed as a Scrutinizer by the Board of Directors of HT Media Limited ("the Company") for the purpose of Scrutinizing Postal Ballot voting including voting by electronic means in a fair and transparent manner and ascertaining requisite majority on Postal Ballot carried out as per the Companies Act, 2013.

### Management's Responsibility

The management of the Company is responsible to ensure compliance with the requirements of the relevant provisions of (i) the Companies Act, 2013 and the rules made thereunder and (ii) the Listing Agreement with the Stock Exchanges read with SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (LODR) including any amendment thereto, relating to postal ballot voting including voting by electronic means for the resolutions stated in the Postal Ballot Notice.

### Scrutinizer's Responsibility


My responsibility as a Scrutinizer is restricted to preparing a Scrutinizer's Report of the votes cast by the members in respect of the resolutions contained in the Postal Ballot Notice. My report is based on verification of data provided by Karvy Fintech Private Limited (**hereinafter referred to as Karvy**), the Authorized Agency engaged by the Company to provide Remote E-voting facility for E-voting and scrutiny of physical ballots received till the time fixed for closing of voting process.


I submit my report as under:

- i. The Company issued notice of Postal Ballot Dated 15<sup>th</sup> February, 2019 for passing resolutions mentioned in the said Notice to its members. As confirmed to me by the company and also independently verified by me that the Company had completed dispatch of the Postal Ballot Notice together with Postal Ballot Form and self-addressed postage pre-paid Business Reply Envelopes on Monday, 25<sup>th</sup> February, 2019 to its Members, whose names appear in the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited [NSDL] / Central Depository Services (India) Limited [CDSL] on 15<sup>th</sup> February, 2019 ("Cut-off Date").
- ii. The Company has published an Advertisement on 26<sup>th</sup> February, 2019 in "Hindustan Times" an English Newspaper and in "Hindustan" a vernacular (Hindi) newspaper regarding completion of dispatch of Notice of Postal Ballot Dated 25<sup>th</sup> February, 2019 and also specifying therein the matters prescribed in the Rules with regard to E-voting.



- iii. Members were informed vide Postal Ballot Notice, that they were required to give their assent or dissent against the resolutions through physical Postal Ballot form, which were required to be sent to us on or before 5:00 P.M. on Wednesday 27<sup>th</sup> March, 2019; or through E-Voting facility which was kept open from Tuesday 26<sup>th</sup> February, 2019 (9:00 A.M. Server time) to Wednesday 27<sup>th</sup> March, 2019 (5:00 P.M. Server time).
- iv. The Postal Ballots received by post till the time fixed for closing of the Postal Ballot i.e. 5 p.m. on Wednesday 27<sup>th</sup> March, 2019, were scrutinized and reconciled with the records maintained by the Company through Karvy on test check basis.
- v. Envelopes containing Postal Ballot Forms received from the members after (5.00 P.M.) on Wednesday 27<sup>th</sup> March, 2019 were not considered for my scrutiny.
- vi. I did not find any defaced or mutilated ballot papers during the scrutiny of the same.
- vii. The votes cast by the members electronically were unblocked after 5:00 P.M. on Wednesday 27<sup>th</sup> March, 2019 in the presence of two witnesses not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence. The Report of the Member's E-voting was downloaded thereafter.

  
**Witness 1:**  
 (Devender Singh)

  
**Witness 2:**  
 (Suraj Singh)

- viii. The Register of Postal Ballot and all other relevant records of voting process given/provided/maintained in Electronic mode and the Postal Ballots (Physical) received have been entered separately in a register maintained for this purpose and will remain in my custody until the Chairperson considers, approves and signs the minutes of the Postal Ballot and the same shall be handed over thereafter to the Chairperson/person authorized by the Chairperson for safe keeping.
- ix. There were none members who have voted through remote e-voting as well as physical postal ballot.
- x. A summary of the e-voting and Postal Ballot Process is given below:

Sr. No.	Particulars	No. of Postal Ballot forms/ E-voting options	No. of Equity Shares
(a)	1. Total Postal Ballot Forms received	145	31716
	2. Total E-voting options received	76	197739844
	Total (1+2)	221	197,771,600
(b)	1. Invalid Postal Ballot Forms	15	1696
	2. Abstained/ Invalid electronic voting	5	1007
	Total (1+2)	20	2703
(c)	1. Net Valid Postal Ballot Forms	130	30020
	2. Net E-voting options	71	197738837
	Total (1+2)	201	197768857

- xi. The result of the E-Voting process is given below:

Item No.	Particulars of the Resolution	Type of Resolution	Votes casted in FAVOUR (in numbers)	Votes casted in FAVOUR (in %)	Votes casted AGAINST (in numbers)	Votes casted AGAINST (in %)
1.	Re-appointment of Shri Ajay Relan (DIN: 00002632) as an Independent Director of the Company, not liable to retire by rotation.	Special	197735194	99.99	3643	0.01
2.	Approval of payment of remuneration to Smt. Shobhana Bhartia (DIN: 00020648), Chairperson & Editorial Director.	Special	184762814	93.44	12976023	6.56
3.	Approval of payment of remuneration to Shri Praveen Someshwar (DIN: 01802656), Managing Director & CEO.	Special	184685204	93.40	13053633	6.60
4.	Approval of remuneration paid to Shri Dinesh Mittal (DIN: 00105769) as Whole- time Director of the Company during the period April 1, 2018 and August 7, 2018.	Special	195735773	98.99	2003064	1.01

xii. The result of the Physical Postal Ballots process is given below:

Item No.	Particulars of the Resolution	Type of Resolution	Votes casted in FAVOUR (in numbers)	Votes casted in FAVOUR (in %)	Votes casted AGAINST (in numbers)	Votes casted AGAINST (in %)
1.	Re-appointment of Shri Ajay Relan (DIN: 00002632) as an Independent Director of the Company, not liable to retire by rotation.	Special	25381	84.55	4639	15.45
2.	Approval of payment of remuneration to Smt. Shobhana Bhartia (DIN: 00020648), Chairperson & Editorial Director.	Special	9317	31.04	20703	68.96
3.	Approval of payment of remuneration to Shri Praveen Someshwar (DIN: 01802656), Managing Director & CEO.	Special	9407	31.34	20613	68.66
4.	Approval of remuneration paid to Shri Dinesh Mittal (DIN: 00105769) as Whole-time Director of the Company during the period April 1, 2018 and August 7, 2018.	Special	10281	34.25	19739	65.75

xiii. The result of the scrutiny of the above postal ballots voting including voting by electronic means in respect of passing of the resolutions contained in Postal Ballot Notice, is as under:

a) **Special Resolution - Item No. 1:** Re-appointment of Shri Ajay Relan (DIN: 00002632) as an Independent Director of the Company, not liable to retire by rotation.

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	E-Voting	161777093	161754465	99.986	161754465	0	100	0
	Poll	Not Applicable						
	Postal Ballot (if applicable)	161777093	-	-	-	-	-	-
Public-Institutions	E-Voting	33926447	29073194	85.6948	29073194	0	100	0
	Poll	Not Applicable						
	Postal Ballot (if applicable)	33926447	-	-	-	-	-	-
Public- Non Institutions	E-Voting	37044774	6911178	18.6563	6907535	3643	99.9473	0.0527
	Poll	Not Applicable						
	Postal Ballot (if applicable)	37044774	30020	0.081	25381	4639	84.5470	15.453
<b>Total</b>		<b>232748314</b>	<b>197768857</b>	<b>84.9711</b>	<b>197760575</b>	<b>8282</b>	<b>99.9958</b>	<b>0.0042</b>

**Result:** As the Number of votes cast in favour of the Resolution was not less than three times the Number of votes cast against, I report that the Special Resolution with regard to **Item No. 1** as set out in the Postal Ballot Notice Dated 15<sup>th</sup> February, 2019 is passed with requisite majority.





- b) **Special Resolution - Item No. 2:** Approval of payment of remuneration to Smt. Shobhana Bhartia (DIN: 00020648), Chairperson & Editorial Director.

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	E-Voting	161777093	161754465	99.9860	161754465	0	100.0000	0.0000
	Poll	Not Applicable						
	Postal Ballot (if applicable)	161777093	-	-	-	-	-	-
Public-Institutions	E-Voting	33926447	29073194	85.6948	16117656	12955538	55.4382	44.5618
	Poll	Not Applicable						
	Postal Ballot (if applicable)	33926447	-	-	-	-	-	-
Public- Non Institutions	E-Voting	37044774	6911178	18.6563	6890693	20485	99.7036	0.2964
	Poll	Not Applicable						
	Postal Ballot (if applicable)	37044774	30020	0.0810	9317	20703	31.0360	68.9640
<b>Total</b>		<b>232748314</b>	<b>197768857</b>	<b>84.9711</b>	<b>184772131</b>	<b>12996726</b>	<b>93.4283</b>	<b>6.5717</b>

**Result:** As the Number of votes cast in favour of the Resolution was not less than three times the Number of votes cast against, I report that the Special Resolution with regard to **Item No. 2** as set out in the Postal Ballot Notice Dated 15<sup>th</sup> February, 2019 is passed with requisite majority.

- c) **Special Resolution - Item No. 3:** Approval of payment of remuneration to Shri Praveen Someshwar (DIN: 01802656), Managing Director & CEO.

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	E-Voting	161777093	161754465	99.9860	161754465	0	100.0000	0.0000
	Poll	Not Applicable						
	Postal Ballot (if applicable)	161777093	-	-	-	-	-	-
Public-Institutions	E-Voting	33926447	29073194	85.6948	16040096	13033098	55.1714	44.8286
	Poll	Not Applicable						
	Postal Ballot (if applicable)	33926447	-	-	-	-	-	-
Public- Non Institutions	E-Voting	37044774	6911178	18.6563	6890643	20535	99.7029	0.2971
	Poll	Not Applicable						
	Postal Ballot (if applicable)	37044774	30020	0.0810	9407	20613	31.3358	68.6642
<b>Total</b>		<b>232748314</b>	<b>197768857</b>	<b>84.9711</b>	<b>184694611</b>	<b>13074246</b>	<b>93.3891</b>	<b>6.6109</b>

**Result:** As the Number of votes cast in favour of the Resolution was not less than three times the Number of votes cast against, I report that the Special Resolution with regard to **Item No. 3** as set out in the Postal Ballot Notice Dated 15<sup>th</sup> February, 2019 is passed with requisite majority.



d) **Special Resolution - Item No. 4:** Approval of remuneration paid to Shri Dinesh Mittal (DIN: 00105769) as Whole-time Director of the Company during the period April 1, 2018 and August 7, 2018.

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	E-Voting	161777093	161754465	99.9860	161754465	0	100.0000	0.0000
	Poll	Not Applicable						
	Postal Ballot (if applicable)	161777093	-	-	-	-	-	-
Public-Institutions	E-Voting	33926447	29073194	85.6948	27086965	1986229	93.1682	6.8318
	Poll	Not Applicable						
	Postal Ballot (if applicable)	33926447	-	-	-	-	-	-
Public- Non Institutions	E-Voting	37044774	6911178	18.6563	6894343	16835	99.7564	0.2436
	Poll	Not Applicable						
	Postal Ballot (if applicable)	37044774	30020	0.0810	10281	19739	34.2472	65.7528
<b>Total</b>		<b>232748314</b>	<b>197768857</b>	<b>84.9711</b>	<b>195746054</b>	<b>2022803</b>	<b>98.9772</b>	<b>1.0228</b>

**Result:** As the Number of votes cast in favour of the Resolution was not less than three times the Number of votes cast against, I report that the Special Resolution with regard to **Item No. 4** as set out in the Postal Ballot Notice Dated 15<sup>th</sup> February, 2019 is passed with requisite majority.

Thanking you.

Yours Faithfully,

*Lalit Chaudhary*

Lalit Chaudhary  
ACS 21095, CP No. 15889  
Scrutinizer

Countersigned By

*Praveen Sureshwar*  
HT MEDIA LIMITED  
NEW DELHI

Praveen Sureshwar  
Managing Director & CEO  
DIN: 1802656

Place: New Delhi  
Dated: 28th March, 2019

