



September 22, 2022

**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street  
**Mumbai – 400 001**

**National Stock Exchange of India Limited**  
Exchange Plaza, C-1, Block G,  
Bandra - Kurla Complex, Bandra East  
**Mumbai- 400 051**

**Scrip Code: 523662**

**Trading Symbol: HTMEDIA**

**Sub: Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR') – Voting Results of 20<sup>th</sup> Annual General Meeting ('AGM') held on September 22, 2022 and Scrutinizer's Report thereon**

Dear Sir(s),

This is to inform that the 20<sup>th</sup> AGM of Members of HT Media Limited was held on Thursday, September 22, 2022 at 11:00 A.M. (IST) through Video Conferencing ('VC')/ Other Audio-Visual Means ('OAVM').

In the above connection and pursuant to Regulation 44 of SEBI LODR, please find enclosed herewith summary of voting results (*i.e. remote e-voting and e-voting at the AGM*), along with Scrutinizer's Report issued by Shri Sanket Jain, (Scrutinizer appointed for the AGM), dated September 22, 2022.

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

1. Consideration and adoption of:
  - the audited standalone financial statements of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon; and
  - the audited consolidated financial statements of the Company for the financial year ended on March 31, 2022 and the report of 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 Palamadai Sundararajan Jayakumar (DIN: 01173236) as an Independent Director, not liable to retire by rotation



4. Appointment of Shri Sandeep Singhal (DIN: 00422796) as an Independent Director, not liable to retire by rotation
5. Approval for Alteration of the Articles of Association (“AoA”) of the Company
6. Ratification of the remuneration to be paid to M/s. Ramanath Iyer & Co, Cost Accountants, Cost Auditor of FM Radio Business of the Company

You are requested to take the above information on your record.

Thanking you,

Yours faithfully,

For **HT Media Limited**

**(Manhar Kapoor)**  
**Group General Counsel & Company Secretary**

**Encl.: As above**

**CC:**  
**National Securities Depository Limited**  
Trade World, 4<sup>th</sup> Floor, Kamala Mills Compound  
Senapati Bapat Marg, Lower Parel  
**Mumbai – 400 013**

**Central Depository Services (India) Limited**  
Marathon Futurex, A-Wing, 25<sup>th</sup> Floor  
NM Joshi Marg, Lower Parel  
**Mumbai – 400 013**

**SUMMARY OF VOTING RESULTS OF 20<sup>th</sup> AGM HELD THROUGH VIDEO CONFERENCING**

**Date of declaration of result- 22<sup>nd</sup> September, 2022**

<b>Name of the Company</b>	HT Media Limited	
<b>Date of AGM/EGM</b> <b>Last date of receiving Postal Ballot Form/E-voting</b>	22 <sup>nd</sup> September, 2022	
<b>Total number of shareholders as on the cut-off date (i.e. 15<sup>th</sup> September, 2022)</b>	67076	
<b>No. of Shareholders present in the meeting either in person or through proxy</b>	<b>Promoters and Promoter Group</b>	<b>Public</b>
	Not Applicable	
<b>No. of Shareholders attended the meeting through Video Conferencing:</b>	<b>Promoters and Promoter Group</b>	<b>Public</b>
	7	276

<b>ITEM NO.</b>	1
<b>Details of Agenda:</b>	Consideration and adoption: a) the audited standalone financial statements of the Company for the financial year ended March 31, 2022 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, 2022 and the report of Auditors thereon.
<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 (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
<b>Promoter and Promoter Group</b>	<b>Remote e-Voting</b>	161777093	161777090	100.0000	161777090	0	100.0000	0.0000
	<b>E-Voting at AGM</b>		0	0.0000	0	0	0	0
	<b>Total</b>	161777093	161777090	100.0000	161777090	0	100.0000	0.0000
<b>Public- Institutions</b>	<b>Remote e-Voting</b>	1006583	0	0.0000	0	0	0	0
	<b>E-Voting at AGM</b>		0	0.0000	0	0	0	0
	<b>Total</b>	1006583	0	0.0000	0	0	0.0000	0.0000
<b>Public- Non Institutions</b>	<b>Remote e-Voting</b>	69964638	4086729	5.8411	4065589	21140	99.4827	0.5173
	<b>E-Voting at AGM</b>		578	0.0008	578	0	100.0000	0.0000
	<b>Total</b>	69964638	4087307	5.8420	4066167	21140	99.4828	0.5172
<b>Total</b>		232748314	165864397	71.2634	165843257	21140	99.9873	0.0127

<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>	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
<b>Promoter and Promoter Group</b>	<b>Remote e-Voting</b>	161777093	161777090	100.0000	161777090	0	100.0000	0.0000
	<b>E-Voting at AGM</b>		0	0.0000	0	0	0	0
	<b>Total</b>	161777093	161777090	100.0000	161777090	0	100.0000	0.0000
<b>Public-Institutions</b>	<b>Remote e-Voting</b>	1006583	0	0.0000	0	0	0	0
	<b>E-Voting at AGM</b>		0	0.0000	0	0	0	0
	<b>Total</b>	1006583	0	0.0000	0	0	0.0000	0.0000
<b>Public- Non Institutions</b>	<b>Remote e-Voting</b>	69964638	4085724	5.8397	4063723	22001	99.4615	0.5385
	<b>E-Voting at AGM</b>		578	0.0008	578	0	100.0000	0.0000
	<b>Total</b>	69964638	4086302	5.8405	4064301	22001	99.4616	0.5384
<b>Total</b>		232748314	165863392	71.2630	165841391	22001	99.9867	0.0133

<b>ITEM NO.</b>	3
<b>Details of Agenda:</b>	Appointment of Shri Palamadai Sundararajan Jayakumar (DIN: 01173236) as an Independent Director, not liable to retire by rotation
<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
<b>Promoter and Promoter Group</b>	<b>Remote e-Voting</b>	161777093	161777090	100.0000	161777090	0	100.0000	0.0000
	<b>E-Voting at AGM</b>		0	0.0000	0	0	0	0
	<b>Total</b>	161777093	161777090	100.0000	161777090	0	100.0000	0.0000
<b>Public-Institutions</b>	<b>Remote e-Voting</b>	1006583	0	0.0000	0	0	0	0
	<b>E-Voting at AGM</b>		0	0.0000	0	0	0	0
	<b>Total</b>	1006583	0	0.0000	0	0	0.0000	0.0000
<b>Public- Non Institutions</b>	<b>Remote e-Voting</b>	69964638	4085724	5.8397	4064222	21502	99.4737	0.5263
	<b>E-Voting at AGM</b>		578	0.0008	578	0	100.0000	0.0000
	<b>Total</b>	69964638	4086302	5.8405	4064800	21502	99.4738	0.5262
<b>Total</b>		232748314	165863392	71.2630	165841890	21502	99.9870	0.0130

<b>ITEM NO.</b>	4
<b>Details of Agenda:</b>	Appointment of Shri Sandeep Singhal (DIN: 00422796) as an Independent Director, not liable to retire by rotation
<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
<b>Promoter and Promoter Group</b>	<b>Remote e-Voting</b>	161777093	161777090	100.0000	161777090	0	100.0000	0.0000
	<b>E-Voting at AGM</b>		0	0.0000	0	0	0	0
	<b>Total</b>	161777093	161777090	100.0000	161777090	0	100.0000	0.0000
<b>Public-Institutions</b>	<b>Remote e-Voting</b>	1006583	0	0.0000	0	0	0	0
	<b>E-Voting at AGM</b>		0	0.0000	0	0	0	0
	<b>Total</b>	1006583	0	0.0000	0	0	0.0000	0.0000
<b>Public- Non Institutions</b>	<b>Remote e-Voting</b>	69964638	4085724	5.8397	4063725	21999	99.4616	0.5384
	<b>E-Voting at AGM</b>		578	0.0008	578	0	100.0000	0.0000
	<b>Total</b>	69964638	4086302	5.8405	4064303	21999	99.4616	0.5384
<b>Total</b>		232748314	165863392	71.2630	165841393	21999	99.9867	0.0133

<b>ITEM NO.</b>	5
<b>Details of Agenda:</b>	Approval for Alteration of the Articles of Association (“AoA”) of the Company
<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
<b>Promoter and Promoter Group</b>	<b>Remote e-Voting</b>	161777093	161777090	100.0000	161777090	0	100.0000	0.0000
	<b>E-Voting at AGM</b>		0	0.0000	0	0	0	0
	<b>Total</b>	161777093	161777090	100.0000	161777090	0	100.0000	0.0000
<b>Public-Institutions</b>	<b>Remote e-Voting</b>	1006583	0	0.0000	0	0	0	0
	<b>E-Voting at AGM</b>		0	0.0000	0	0	0	0
	<b>Total</b>	1006583	0	0.0000	0	0	0.0000	0.0000
<b>Public- Non Institutions</b>	<b>Remote e-Voting</b>	69964638	4085724	5.8397	4063125	22599	99.4469	0.5531
	<b>E-Voting at AGM</b>		578	0.0008	578	0	100.0000	0.0000
	<b>Total</b>	69964638	4086302	5.8405	4063703	22599	99.4470	0.5530
<b>Total</b>		232748314	165863392	71.2630	165840793	22599	99.9864	0.0136

<b>ITEM NO.</b>	6
<b>Details of Agenda:</b>	Ratification of the remuneration to be paid to M/s. Ramanath Iyer & Co, Cost Accountants, Cost Auditor of FM Radio Business of the Company
<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 (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
<b>Promoter and Promoter Group</b>	<b>Remote e-Voting</b>	161777093	161777090	100.0000	161777090	0	100.0000	0.0000
	<b>E-Voting at AGM</b>		0	0.0000	0	0	0	0
	<b>Total</b>	161777093	161777090	100.0000	161777090	0	100.0000	0.0000
<b>Public-Institutions</b>	<b>Remote e-Voting</b>	1006583	0	0.0000	0	0	0	0
	<b>E-Voting at AGM</b>		0	0.0000	0	0	0	0
	<b>Total</b>	1006583	0	0.0000	0	0	0.0000	0.0000
<b>Public- Non Institutions</b>	<b>Remote e-Voting</b>	69964638	4085724	5.8397	4063975	21749	99.4677	0.5323
	<b>E-Voting at AGM</b>		578	0.0008	578	0	100.0000	0.0000
	<b>Total</b>	69964638	4086302	5.8405	4064553	21749	99.4678	0.5322
<b>Total</b>		232748314	165863392	71.2630	165841643	21749	99.9869	0.0131





SANKET JAIN & CO.

Company Secretaries

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**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**

**HT Media Limited [CIN: L22121DL2002PLC117874]**

**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 20<sup>th</sup> 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 Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended**

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 27<sup>th</sup> May, 2022 for the purpose of scrutinizing the process of voting through electronic means (**"e-voting"**) on the resolution(s) as set out in the Notice dated 5<sup>th</sup> August, 2022 (**"AGM Notice"**) calling the 20<sup>th</sup> Annual General Meeting of its Equity Shareholders (**"the Meeting/ AGM"**) through Video Conferencing/ Other Audio Video Means (**"VC/ OAVM"**), convened on Thursday, 22<sup>nd</sup> day of September, 2022 at 11:00 A.M. IST through VC/ OAVM in accordance with circulars bearing no. 17/2020 dated 13<sup>th</sup> April, 2020, 20/2020 dated 5<sup>th</sup> May, 2020, 02/2021 dated 13<sup>th</sup> January, 2021, 19/2021 dated 8<sup>th</sup> December, 2021, 21/2021 dated 14<sup>th</sup> December, 2021 and 02/2022 dated 5<sup>th</sup> May, 2022 (**"MCA Circulars"**) and circulars dated 12<sup>th</sup> May, 2020, 15<sup>th</sup> January, 2021 and 13<sup>th</sup> May, 2022 issued by the Securities and Exchange Board of India (**"SEBI 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 Scrutinizer, I have scrutinized:
  - (i) Process of remote e-voting, 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"**)



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*'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*

1.

### **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 Obligations and Disclosure Requirements Regulations, 2015 ("LODR")) relating to remote e-voting and InstaPoll on the resolutions contained in the AGM Notice.

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

My responsibility as Scrutinizer for e-voting process (i.e. remote e-voting and InstaPoll) is restricted to preparation of 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 Limited ("KFin"), the Registrar and Transfer Agent of the Company, the Agency engaged by the Company to provide e-voting facility and documents furnished to me electronically by the Company and/ or KFin for verification and 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., Thursday, 15<sup>th</sup> September, 2022 were entitled to vote on the resolutions (item nos. 1 to 6 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 67,076 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 Lakhs Ninety Six Thousand Six Hundred and Twenty Eight only) divided into 23,27,48,314 (Twenty Three Crores Twenty Seven Lakhs Forty Eight Thousand Three Hundred and Fourteen only) Equity Shares of Rs.2/- each.

The Company, through Service Provider viz. KFin Technologies Limited, had completed dispatch of the Notice of the Meeting along with Annual Report for FY-22 to Equity Shareholders of the Company. 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 on 31<sup>st</sup> August, 2022 regarding dispatch of AGM Notice along with Annual Report for FY-22 to shareholders in "Mint" (English newspaper-all editions) and "Hindustan" (Hindi newspaper- all 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-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 Thursday, 22<sup>nd</sup> September, 2022 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 18<sup>th</sup> September, 2022 (Sunday) and ended at 5.00 P.M. (Server time) on 21<sup>st</sup> September, 2022 (Wednesday) on the designated website URL: <https://evoting.kfintech.com>.
  - ii. The members, whose name appears in the Register of Members/list of Beneficial Owners as on Thursday, 15<sup>th</sup> September, 2022 only, were entitled to vote on proposed resolutions (Item Nos. 1 to 6 as set out in the AGM Notice of the Company) by remote e-voting.
  - iii. On 22<sup>nd</sup> September, 2022, after the conclusion of the AGM and post counting of InstaPoll, event was unblocked by me.
  - iv. Thereafter, the details containing, *interalia*, 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, scrutinized on test-check basis 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, 2022 and the reports of Board of Directors and Auditors thereon; and
- b) The audited consolidated financial statements of the Company for the financial year ended March 31, 2022 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	361*	16,58,42,679	99.9869
(B) InstaPoll	32	578	0.0004
<b>Total (A+B)</b>	<b>393*</b>	<b>16,58,43,257</b>	<b>99.9873</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	11*	21,140	0.0127
(B) InstaPoll	0	0	0.0000
<b>Total (A+B)</b>	<b>11*</b>	<b>21,140</b>	<b>0.0127</b>

\*Includes one shareholder who voted part of his shareholding in favour of the resolution and balance shareholding against it.

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



## RESOLUTION 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	356*	16,58,40,813	99.9864
(B) InstaPoll	32	578	0.0003
<b>Total (A+B)</b>	<b>388*</b>	<b>16,58,41,391</b>	<b>99.9867</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	14*	22,001	0.0133
(B) InstaPoll	0	0	0.0000
<b>Total (A+B)</b>	<b>14*</b>	<b>22,001</b>	<b>0.0133</b>

\*Includes one shareholder who voted part of his shareholding in favour of the resolution and balance shareholding against it.

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

## SPECIAL BUSINESS

## RESOLUTION NO.3 – SPECIAL RESOLUTION

Appointment of Shri Palamadai Sundararajan Jayakumar (DIN: 01173236) as an 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	357*	16,58,41,312	99.9867
(B) InstaPoll	32	578	0.0003
<b>Total (A+B)</b>	<b>389*</b>	<b>16,58,41,890</b>	<b>99.9870</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	13*	21,502	0.0130
(B) InstaPoll	0	0	0.0000
<b>Total (A+B)</b>	<b>13*</b>	<b>21,502</b>	<b>0.0130</b>

\*Includes one shareholder who voted part of his shareholding in favour of the resolution and balance shareholding against it.

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

4.



#### RESOLUTION NO.4 – SPECIAL RESOLUTION

**Appointment of Shri Sandeep Singhal (DIN: 00422796) as an 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	356	16,58,40,815	99.9864
(B) InstaPoll	32	578	0.0003
<b>Total (A+B)</b>	<b>388</b>	<b>16,58,41,393</b>	<b>99.9867</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	13	21,999	0.0133
(B) InstaPoll	0	0	0.0000
<b>Total (A+B)</b>	<b>13</b>	<b>21,999</b>	<b>0.0133</b>

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

#### RESOLUTION NO.5 – SPECIAL RESOLUTION

**Approval for Alteration of the Articles of Association (“AoA”) 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	353	16,58,40,215	99.9860
(B) InstaPoll	32	578	0.0003
<b>Total (A+B)</b>	<b>385</b>	<b>16,58,40,793</b>	<b>99.9864</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	16	22,599	0.0136
(B) InstaPoll	0	0	0.0000
<b>Total (A+B)</b>	<b>16</b>	<b>22,599</b>	<b>0.0136</b>

*Therefore, the Resolution at Item No.5 has been approved with requisite majority.*

#### RESOLUTION NO.6 – ORDINARY RESOLUTION

**To ratify the remuneration to be paid to M/s. Ramanath Iyer & Co, Cost Accountants, 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	356*	16,58,41,065	99.9865
(B) InstaPoll	32	578	0.0003
<b>Total (A+B)</b>	<b>388*</b>	<b>16,58,41,643</b>	<b>99.9869</b>



**III. 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	14*	21,749	0.0131
(B) InstaPoll	0	0	0.0000
<b>Total (A+B)</b>	<b>14*</b>	<b>21,749</b>	<b>0.0131</b>

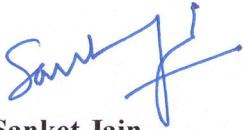
\*Includes one shareholder who voted part of his shareholding in favour of the resolution and balance shareholding against it.

Therefore, the Resolution at Item No.6 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.

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

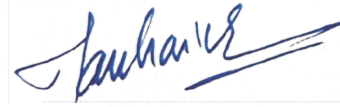


Sanket Jain  
(Proprietor)  
ACS: 26531, C.P. No.: 12583



Date: 22.09.2022  
Place: New Delhi

For HT Media Limited



Countersigned by  
Manhar Kapoor  
(Group General Counsel & Company  
Secretary)  
M. No.: F5564



Date: 22.09.2022  
Place: New Delhi

UDIN: A026531D001022933