

**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

March 26, 2021

BSE Limited
P.J. Towers
Dalal Street
MUMBAI – 400 001

The National Stock Exchange of India Limited
Exchange Plaza, C/1, G Block
Bandra-Kurla Complex, Bandra (E)
Mumbai – 400 051

Scrip Code: 532662

Trading Symbol: HTMEDIA

Dear Sirs,

Sub: Intimation under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) - Result of Postal Ballot (by way of e-voting only)

As per the requirement of Regulation 44(3) of SEBI LODR, please find enclosed the Voting Results of Postal Ballot (by way of e-voting only) in respect of resolutions contained in the Postal Ballot Notice dated February 19, 2021 along with the Scrutinizer’s report.

We request you to take the same on record.

Thanking you,

Yours faithfully,
For **HT Media Limited**



 **(Dinesh Mittal)**
Group General Counsel & Company Secretary

Encl: As above

SUMMARY OF VOTING RESULTS OF POSTAL BALLOT (BY WAY OF E-VOTING ONLY)

Date of declaration of result- 26th March, 2021

Name of the Company	HT Media Limited	
Date of AGM/EGM	25 th March, 2021	
Last date of receiving Postal Ballot Form/E-voting		
Total number of shareholders as on the cut-off date (i.e. 12th February , 2021)	45,303	
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	

ITEM NO.	1
Details of Agenda:	Approval of payment of remuneration to Smt. Shobhana Bhartia, Chairperson & Editorial Director
Resolution required:	Special 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	E-voting	16,17,77,093	16,17,54,490	99.9860	16,17,54,490	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-voting	1,73,46,637	1,59,14,124	91.7418	1,59,14,124	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-voting	5,36,24,584	67,69,425	12.6237	61,71,807	5,97,618	91.1718	8.8282
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
TOTAL		23,27,48,314	18,44,38,039	79.2436	18,38,40,421	5,97,618	99.6760	0.3240

ITEM NO.	2
Details of Agenda:	Approval of payment of remuneration to Shri Praveen Someshwar, Managing Director & CEO
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	16,17,54,490	99.9860	16,17,54,490	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-voting	1,73,46,637	1,59,14,124	91.7418	1,59,14,124	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-voting	5,36,24,584	67,69,425	12.6237	61,89,866	5,79,559	91.4386	8.5614
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	TOTAL	23,27,48,314	18,44,38,039	79.2436	18,38,58,480	5,79,559	99.6858	0.3142

The aforesaid resolutions have 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: 26th March, 2021



SCRUTINIZER'S REPORT

POSTAL BALLOT (BY WAY OF E-VOTING ONLY)

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

The Chairperson and Editorial Director
HT Media Limited
CIN: L22121DL2002PLC117874
Hindustan Times House, 18-20, Kasturba Gandhi Marg,
New Delhi - 110 001

Madam,

Sub: Scrutinizer's Report on Postal Ballot process conducted by way of e-voting in terms of Section 108 and 110 of the Companies Act, 2013 ('the Act') read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended for passing of resolutions contained in the Notice dated February 19, 2021

In terms of the resolution passed by the Board of Directors of HT Media Limited (hereinafter referred to as the 'Company') at its meeting held on January 19, 2021, I have been appointed as Scrutinizer to receive, process and scrutinize the postal ballot process conducted by way of e-voting in respect of resolutions proposed to be passed by the shareholders, set out in the Postal Ballot Notice dated February 19, 2021 (hereinafter referred to as the 'Postal Ballot Notice').

I hereby submit my report on the e-voting in respect of the resolution(s) proposed in the Postal Ballot Notice, as under:

1. The Management of the Company is responsible to ensure the compliance with the requirements of (i) the Companies Act, 2013 and rules made thereunder including circular nos. 14/2020, 17/2020, 22/2020, 33/2020 and 39/2020 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020 and December 31, 2020 respectively (hereinafter collectively referred to as 'MCA Circulars'); and (ii) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations') and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 & SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (hereinafter referred to as 'SEBI Circular'), in relation to passing of resolution by postal ballot process

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

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1.



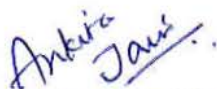


SANKET JAIN & CO.

Company Secretaries

through voting by electronic means only. My responsibility as Scrutinizer is restricted to making report of the votes casted by the members on the resolutions contained in the Postal Ballot Notice, based on the reports accessed from the system provided by KFin Technologies Private Limited ('KFin'), the authorized agency engaged by the Company to provide remote e-voting facility for postal ballot process from Wednesday, February 24, 2021 (9.00 a.m. IST) upto Thursday, March 25, 2021 (5.00 p.m. IST), on the designated website viz. <https://evoting.kfintech.com/>.

2. Pursuant to the applicable provisions of the Companies Act, 2013 & rules made thereunder and MCA Circulars & SEBI Circular, Company completed dispatch of Postal Ballot Notice by way of electronic means to its members whose names were appearing in the Register of Members/ List of Beneficial Owners provided by NSDL and CDSL as on the cut-off date, i.e., Friday, February 12, 2021 and whose e-mail IDs were registered with the Company/RTA/Depository Participant.
3. In view of the spread of COVID-19 pandemic and relaxation granted by MCA vide circular nos. 33/2020 and 39/2020 dated September 28, 2020 and December 31, 2020, respectively, no physical copy of the Notice, Postal Ballot Form or pre-paid business reply envelope has been dispatched. Therefore, the voting through physical Postal Ballot Form was 'Not Applicable'.
4. As stated in sub-rule 3 of Rule 22 of Companies (Management and Administration) Rules, 2014, an advertisement was published by the Company in 'Mint' (English) and 'Hindustan' (Hindi) on Tuesday, February 23, 2021, informing about the completion of dispatch of postal ballot notices electronically, to the eligible members along with other related matters mentioned therein.
5. I had monitored the process of electronic voting through the scrutiniser's secured link provided by KFin through its designated website. The particulars of votes cast by members by way of e-voting during the period from Wednesday, February 24, 2021 (9.00 a.m. IST) upto Thursday, March 25, 2021 (5.00 p.m. IST) on the designated website of KFin viz. <https://evoting.kfintech.com/>, were considered for my scrutiny.
6. After completion of e-voting, votes cast by members were unblocked in the presence of two witnesses not in the employment of the Company, who have signed hereinbelow:



Name: Ankita Jain



Name: Rahul Verma

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7. The votes cast through e-voting were matched with the Register of Members/ List of beneficial owners of the Company as on February 12, 2021.
8. The particulars of report downloaded from the designated website of KFin have been entered in a separate register maintained for the purpose of Postal Ballot.

9. A summary of the e-voting is given below:

S. No.	Particulars	No. of e-voting options	No. of Equity Shares
(a)	Total e-voting options received	179	18,44,38,099
(b)	Abstained/ Invalid electronic voting	1	60
(c)	Net e-voting options [(a) – (b)]	178	18,44,38,039

10. The result of the remote e-voting process in respect of the resolution contained in the Notice is given below:

Item No.	Particulars of the Resolution	Type of Resolution	Votes casted in FAVOUR (in numbers)	Votes casted AGAINST (in numbers)	Votes ABSTAINED (in numbers)
1.	Approval of payment of remuneration to Smt. Shobhana Bhartia, Chairperson & Editorial Director	Special	18,38,40,421	5,97,618	60
2.	Approval of payment of remuneration to Shri Praveen Someshwar, Managing Director & CEO	Special	18,38,58,480	5,79,559	60





11. The result of the e-voting and process by way of postal ballot is given below:

RESOLUTION NO. 1 : APPROVAL OF PAYMENT OF REMUNERATION TO SMT. SHOBHANA BHARTIA, 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	16,17,77,093	16,17,54,490	99.9860	16,17,54,490	0	100.0000	0.0000
	Poll	Not Applicable						
	Physical Postal Ballot	Not Applicable						
Public-Institutions	E-Voting	1,73,46,637	1,59,14,124	91.7418	1,59,14,124	0	100.0000	0.0000
	Poll	Not Applicable						
	Physical Postal Ballot	Not Applicable						
Public- Non Institutions	E-Voting	5,36,24,584	67,69,425	12.6237	61,71,807	5,97,618	91.1718	8.8282
	Poll	Not Applicable						
	Physical Postal Ballot	Not Applicable						
	Total	23,27,48,314	18,44,38,039	79.2436	18,38,40,421	5,97,618	99.6760	0.3240

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RESOLUTION NO. 2 : APPROVAL OF PAYMENT OF REMUNERATION TO SHRI PRAVEEN SOMESHWAR, 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	16,17,77,093	16,17,54,490	99.9860	16,17,54,490	0	100.0000	0.0000
	Poll	Not Applicable						
	Physical Postal Ballot	Not Applicable						
Public-Institutions	E-Voting	1,73,46,637	1,59,14,124	91.7418	1,59,14,124	0	100.0000	0.0000
	Poll	Not Applicable						
	Physical Postal Ballot	Not Applicable						
Public- Non Institutions	E-Voting	5,36,24,584	67,69,425	12.6237	61,89,866	5,79,559	91.4386	8.5614
	Poll	Not Applicable						
	Physical Postal Ballot	Not Applicable						
Total		23,27,48,314	18,44,38,039	79.2436	18,38,58,480	5,79,559	99.6858	0.3142

12. **Result:** From the voting pattern mentioned above, it is observed that for both the Special Resolutions as mentioned in the Postal Ballot Notice, more than three-fourths of the numbers of valid votes casted are in favour. Hence, both the resolutions are said to be passed with requisite majority.



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SANKET JAIN & CO.
Company Secretaries

The above position may kindly be considered for the purpose of declaring the result of e-voting on the resolution(s) mentioned in the Postal Ballot Notice.

Yours Faithfully,

(Sanket Jain)
Company Secretary in Practice
M. No. ACS 26531
COP: 12583
UDIN: A026531B004145965



For HT Media Limited

Countersigned by
(Shri Dinesh Mittal)
Group General Counsel & Company Secretary

Date: 26.03.2021
Place: Jhansi

Date: 26.03.2021
Place: New Delhi