

**CONSOLIDATED REPORT OF SCRUTINIZERS FOR REMOTE E-VOTING AND VOTING THROUGH BALLOT PAPER**

[Pursuant to Section 108 and 109 of Companies Act, 2013 read with Companies (Management and Administration) rules, 2014 as amended]

To,  
The Chairman,  
Annual General Meeting of the Equity Shareholders of  
Hindustan Media Ventures Limited held on September 20, 2017 at 2:30 p.m.  
at Hotel Maurya, South Gandhi Maidan, Patna — 800 001.

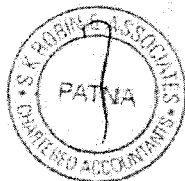
Dear Sir,

**Sub : Consolidated Report of Scrutinizers on Remote E-voting and Voting through Ballot paper pursuant to Section 108 and 109 of the Companies Act 2013 read with the Companies (Management and Administration) Rules, 2014 as amended.**

We, N C Khanna (Practicing Company Secretary, C.P. No: 5143 ) and Robin Kumar (Practicing Chartered Accountant, Membership No: 427812), appointed as Scrutinizers by the Board of Directors of Hindustan Media Ventures Limited (the Company) for the purpose of scrutinizing the voting by electronic means (Remote e-voting) and voting through Ballot paper carried by the Company pursuant to section 108 and 109 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 as amended, on all the resolution(s) contained in the notice to the Annual General Meeting (AGM) of the Equity Shareholders of Hindustan Media Ventures Limited held on September 20, 2017 at 2:30 p.m. at Hotel Maurya, South Gandhi Maidan, Patna — 800 001.


**A. Relating to Remote e-Voting**

1. The Company has engaged the services of Karvy Computershare Private Limited ('Karvy') to offer the remote e-voting facility to its shareholders. The remote e-voting facility was



offered and kept open by the Company to its Members for the period commencing from Saturday, September 16, 2017 (9.00 a.m. Server time) up to Tuesday, September 19, 2017 (5.00 p.m. Server time). The Members, whose names appear in the Register of Member/list of Beneficial Owners as on Wednesday, September 13, 2017 (cut-off date), were entitled to vote on proposed resolutions (item no 1 to 6 set out in the notice of the AGM of the Company) by remote e-voting/voting through Ballot paper at the AGM.

2. On September 20, 2017, after the conclusion of the AGM, remote e-voting event was unblocked by Mr. N C Khanna in the capacity of the Scrutinizer in the presence of two witnesses, Mr. Pritesh Jain and Miss. Deepti Kaushik who were not in employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



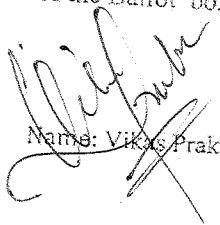
Name: Pritesh Jain



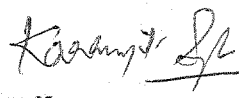
Name: Deepti Kaushik

**Relating to voting through Ballot paper**

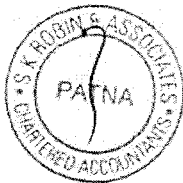
3. At the AGM of the Company held on Wednesday, September 20, 2017, at 2.30 P.M. at hotel Maurya, South Gandhi Maidan, Patna — 800 001, voting through Ballot paper was conducted on all the resolutions to facilitate the members present at the meeting, who did not participate in the remote e-voting, to cast their votes through Ballot paper.
4. Further, after the time fixed for closing of the Ballot by the Chairman, one empty Ballot (Balloting) box was locked and sealed by Mr. Robin Kumar in the presence of the members. Subsequent to the completion of voting through ballot paper, the Ballot (Balloting) box was unlocked and the Ballot papers were diligently scrutinized by Mr. Robin Kumar in the capacity of the Scrutinizer(s) in the presence of two witnesses, Mr. Vikas Prakash and Mr. Karamjit Singh who were not in employment of the Company. They have signed below in confirmation of the Ballot box being unlocked in their presence.



Name: Vikas Prakash



Name: Karamjit Singh



5. The Ballot papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company, wherever applicable.
6. All the resolutions were passed with requisite majority. We hereby submit herewith our consolidated report on the results of voting through remote e-voting and voting through Ballot paper on each of the resolutions. The outcome of the remote e-voting and voting through Ballot paper is as under:

**ORDINARY BUSINESS**

**RESOLUTION NO. 1**

**ORDINARY RESOLUTION**

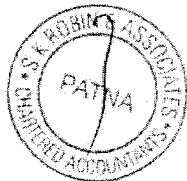
To receive, consider and adopt the audited financial statements (including audited consolidated financial statements) of the Company for the financial year ended March 31, 2017, including Balance Sheet as at March 31, 2017 and Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.

Particulars	Number of Valid Votes			Percentage
	BALLOT	E-votes	Total	
Assent	265	55934588	55934853	99.9999
Dissent	0	75	75	0.0001
Total	265	55934663	55934928	100.000000

*Details of Ballot and Remote e-voting are as under*

**Voting through Ballot**

Particulars	No. of voters	No. of Equity Shares
A. Total Votes received	6	267
B. Less Invalid Votes	1	2
C. Net Valid Votes cast	5	265



### Voting through Remote E-voting

Particulars	No. of voters	No. of Equity Shares
A. Total Votes received	60	55934663
B. Less: Abstain Votes	0	0
C. Net Valid Votes cast	60	55934663

Therefore, the resolution No. 1 has been approved with requisite majority.

### RESOLUTION NO. 2

#### ORDINARY RESOLUTION

To declare a dividend on Equity Shares for the financial year ended March 31, 2017.

Particulars	Number of Valid Votes			Percentage
	Ballot	E-votes	Total	
Assent	265	55934663	55934928	100.0000
Dissent	0	0	0	0.0000
Total	265	55934663	55934928	100.000000

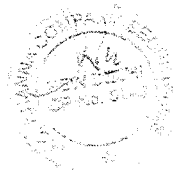
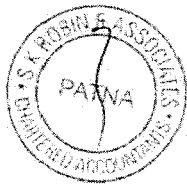
Details of Ballot and Remote e-voting as under

### Voting through Ballot

Particulars	No. of voters	No. of Equity Shares
A. Total Votes received	6	267
B. Less Invalid Votes	1	2
C. Net Valid Votes cast	5	265

### Voting through Remote E-voting

Particulars	No. of voters	No. of Equity Shares
A. Total Votes received	60	55934663
B. Less: Abstain Votes	0	0
C. Net Valid Votes cast	60	55934663



Therefore, the resolution No. 2 has been approved with requisite majority.

**RESOLUTION NO. 3**

**ORDINARY RESOLUTION**

To appoint a Director in place of Shri Shamit Bhartiya (DIN: 00020623), who retires by rotation, and being eligible, offers himself for re-appointment.

Particulars	Number of Valid Votes			Percentage
	BALLOT	E-votes	Total	
Assent	265	55922602	55922867	99.9999
Dissent	0	325	325	0.0001
Total	265	55922927	55923192	100.00

Details of Ballot and Remote e-voting are as under

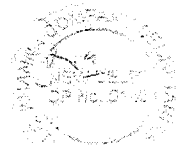
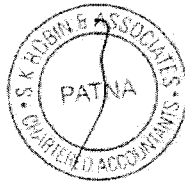
**Voting through Ballot**

Particulars	No. of voters	No. of Equity Shares
A. Total Votes received	6	267
B. Less Invalid Votes	1	
C. Net Valid Votes cast	5	265

**Voting through Remote E-voting**

Particulars	No. of voters	No. of Equity Shares
A. Total Votes received	60	55934663
B. Less: Abstain Votes	2	11736
C. Net Valid Votes cast	58	55922927

Therefore, the resolution No. 3 has been approved with requisite majority.



RESOLUTION NO. 4

ORDINARY RESOLUTION

To appoint Price Waterhouse & Co Chartered Accountants LLP (Firm Registration No. 304026E/E-300009), as Auditors of the Company, and to fix their remuneration

Particulars	Number of Valid Votes			Percentage
	Ballot	E-votes	Total	
Assent	265	55934393	55934658	99.9995
Dissent	0	270	270	0.0005
Total	265	55934663	55934928	100.00000

Details of Ballot and Remote e-voting are as under

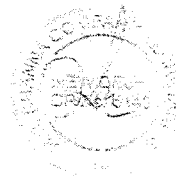
Voting through Ballot

Particulars	No. of voters	No. of Equity Shares
A. Total Votes received	6	267
B. Less Invalid Votes	1	2
C. Net Valid Votes cast	5	265

Voting through Remote E-voting

Particulars	No. of voters	No. of Equity Shares
A. Total Votes received	60	55934663
B. Less: Abstain Votes	0	0
C. Net Valid Votes cast	60	55934663

Therefore, the resolution No. 4 has been approved with requisite majority.



SPECIAL BUSINESS

RESOLUTION NO. 5

SPECIAL RESOLUTION

To appoint Shri Shamit Bhartia as Managing Director of the Company

Particulars	Number of Valid Votes			Percentage
	Ballot	E-votes	Total	
Assent	265	55922852	55923117	99.9999
Dissent	0	75	75	0.0001
Total	265	55922927	55923192	100

Details of BALLOT and Remote e-voting are as under

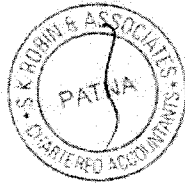
Voting through Ballot

Particulars	No. of voters	No. of Equity Shares
A. Total Votes received	6	267
B. Less Invalid Votes	1	2
C. Net Valid Votes cast	5	265

Voting through Remote E-voting

Particulars	No. of voters	No. of Equity Shares
A. Total Votes received	60	55934863
B. Less: Abstain Votes	2	11736
C. Net Valid Votes cast	58	55922927

Therefore, the resolution No. 5 has been approved with requisite majority.



**RESOLUTION NO. 6**

**SPECIAL RESOLUTION**

To appoint Shri Priyavrat Bhartia as Managing Director of the Company.

**SPECIAL RESOLUTION**

Particulars	Number of Valid Votes			Percentage
	Ballot	E-votes	Total	
Assent	265	55922602	55922867	99.9994
Dissent	0	325	325	0.00060
Total	265	55922927	55923192	100.0000

*Details of Ballot and Remote e-voting are as under*

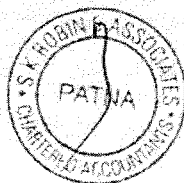
**Voting through Ballot**

Particulars	No. of voters	No. of Equity Shares
A. Total Votes received	6	267
B. Less Invalid Votes	1	2
C. Net Valid Votes cast	5	265

**Voting through Remote E-voting**

Particulars	No. of voters	No. of Equity Shares
A. Total Votes received	60	55934663
B. Less: Abstain Votes	2	11736
C. Net Valid Votes cast	58	55922927

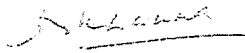
*Therefore, the resolution No. 6 has been approved with requisite majority.*





7. The register and all other papers relating to voting by electronic means shall remain in the safe custody of the Scrutinizer until the Chairman considers, approves and signs the minutes and thereafter, the Scrutinizer shall hand over the register and other related papers to the company.

Thanking You



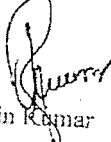
N C KHANNA

Company Secretary in Practice

Membership No. F4268

C.P. No. 5143

Scrutinizer for e-voting



Robin Kumar

Practicing Chartered Accountant

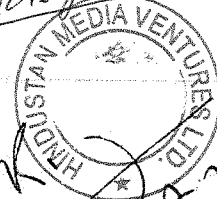
Membership No. 427812

Scrutinizer for physical voting

21 SEP 2017



*Countersigned*



*BK*  
*21st Sept 2017*