

**CONSOLIDATED REPORT OF SCRUTINIZERS FOR 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]**

The Chairman

Annual General Meeting of the Equity Shareholders of
Hindustan Media Ventures Limited held on Tuesday, September 18, 2018 at 2:30 p.m.
at Hotel Maurya, South Gandhi Maidan, Patna – 800 001.

Dear Sir,

**Sub: Passing of the Resolution(s) through Electronic 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, Sanket Jain (Practicing Company Secretary, C.P. No. 12583) and Robin Kumar (Practising Chartered Accountant, Membership No. 427812), appointed as Scrutinizers by the Board of Directors of Hindustan Media Ventures Limited (the Company) vide resolution dated July 17, 2018, 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) dated August 10, 2018 of the Equity Shareholders of Hindustan Media Ventures Limited held on September 18, 2018 at 2.30 p.m. at Hotel Maurya, South Gandhi Maidan, Patna – 800001.

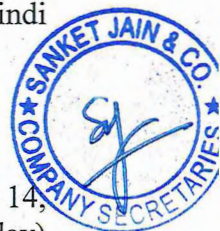
The Company has appointed Karvy Computershare Private Limited (Karvy) to provide the facility of casting the votes by the members using an electronic voting system from a place other than the AGM of the Company (Remote e-voting). As on cut-off date, i.e. September 11, 2018, there were 13,366 shareholders of the Company and the total paid-up share capital of the Company was Rs 73,39,38,000 (Rupees Seventy Three Crores Thirty Nine Lakhs Thirty Eight Thousand Only) Divided into 7,33,93,800 (Seven Crores Thirty Three Lakhs Ninety Three Thousand Eight Hundred) equity shares of Rs.10/- (Rupees Ten only) each.

The Company completed the dispatch of the Notice of the Meeting to the Equity Shareholders of the Company by Registered Post on August 20, 2018. The Service Provider had sent notices of the AGM by email to 11,380 shareholders whose email id was available. The Notice of the Meeting is also available on the website of the Company.

The Company has published on August 22, 2018 an advertisement about the dispatch of the AGM Notice in "Hindustan Times" (English Newspaper-all editions) and "Hindustan" (Hindi newspaper-all editions).

A. Relating to Remote e-voting

1. The remote e-voting period commenced at 9.00 a.m. (Server Time) on September 14, 2018 (Friday) and ended at 5.00 p.m. (Server Time) on September 17, 2018 (Monday) on the designated website URL: <https://evoting.karvy.com> via Karvy e-voting facility.
2. The Members whose names appear in the Register of Members/list of Beneficial Owners as on Tuesday, September 11, 2018 only, shall be entitled to vote on proposed resolutions (Item No. 1 to 5 as set out in the Notice of the AGM of the Company) by remote e-voting/ voting through ballot papers at the AGM.
3. On September 18, 2018, after the conclusion of the AGM, remote e-voting event was unblocked by Mr. Sanket Jain in the capacity of the Scrutinizer in the presence of two



witnesses, Mr. Manan Jethwani and Mr. Arun Pathak who were not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Name: **Manan Jethwani**

Name: **Arun Pathak**

B. Relating to voting through Ballot Paper

4. At the AGM of the Company held on Tuesday, 18th September, 2018 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.
5. Further, after the time fixed for closing of the Ballot by the Chairman, one empty Ballot box was locked and sealed by Mr. Robin Kumar in the presence of the members. Subsequent to the completion of voting through ballot papers, the Ballot 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. Vikas Maheshwari who were not in the employment of the Company. They have signed below in confirmation of the Ballot box being unlocked in their presence.

Name: **Vikas Prakash**

Name: **Vikas Maheshwari**

6. The Ballot papers were reconciled with the records maintained by the Registrar and Transfer Agent of the Company and the authorisations/proxies lodged with the Company, wherever applicable.
7. 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

- (a) To receive consider and adopt the audited standalone financial statements of the Company for the financial year ended on March 31, 2018 and the reports of the Board of Directors, thereon; and
- (b) To receive consider and adopt the audited consolidated financial statements of the Company for the financial year ended on March 31, 2018 and the reports of the Board of Directors, 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	60	5,74,55,606	99.9995
(B) Ballot Paper	4	201	0.0001
Total (A+B)	64	5,74,55,807	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	1	259	0.0004
(B) Ballot Paper	0	0	0.0000
Total (A+B)	1	259	0.0004

III. Invalid Votes

Number of members whose votes were declared invalid	Total number of votes cast by them
-	-

IV. Abstained e-voting

Number of members who abstained from voting	Total number of votes cast by them
2	18,341

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

RESOLUTION NO.2 - ORDINARY RESOLUTION

To declare dividend of Rs.1.20/- per Equity Share (i.e. @ 12%) for the financial year ended on March 31, 2018.

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	63*	5,74,70,776	99.9997
(B) Ballot Paper	4	201	0.0003
Total (A+B)	67	5,74,70,977	100.0000

*One shareholder has partially voted in favour and against the resolution

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	1*	12	0.00
(B) Ballot Paper	0	0	0.00
Total (A+B)	1	12	0.00

*One shareholder has partially voted in favour and against the resolution

III. Invalid Votes

Number of members whose votes were declared invalid	Total number of votes cast by them
-	-



IV. Abstained e-voting

Number of members who abstained from voting	Total number of votes cast by them
-	-

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

RESOLUTION NO.3 - ORDINARY RESOLUTION

To appoint Smt. Shobhana Bhartia (DIN: 00020648) as a Director, who retires by rotation, and, being eligible, offers herself 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	51	5,68,74,404	98.9622
(B) Ballot Paper	4	201	0.0003
Total (A+B)	55	5,68,74,605	98.9625

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	5,96,252	1.0375
(B) Ballot Paper	0	0	0.0000
Total (A+B)	11	5,96,252	1.0375

III. Invalid Votes

Number of members whose votes were declared invalid	Total number of votes cast by them
-	-

IV. Abstained e-voting

Number of members who abstained from voting	Total number of votes cast by them
1	3,550

Therefore, the Resolution in Item No3 has been approved with requisite majority.

SPECIAL BUSINESS**RESOLUTION NO. 4 - ORDINARY RESOLUTION**

To appoint Shri Praveen Someshwar (DIN:01802656) as a Director liable to retire by rotation and Managing Director for a period of 5 (five) years w.e.f. 01.08.2018

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	61*	5,74,70,149	99.9988
(B) Ballot Paper	4	201	0.0003
Total (A+B)	65	5,74,70,350	99.9991

*One shareholder has partially voted in favour and against the resolution



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*	514	0.0009
(B) Ballot Paper	0	0	0.0000
Total (A+B)	3	514	0.0009

*One shareholder has partially voted in favour and against the resolution

III. Invalid Votes

Number of members whose votes were declared invalid	Total number of votes cast by them
-	-

IV. Abstained e-voting

Number of members who abstained from voting	Total number of votes cast by them
-	-

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

RESOLUTION NO. 5 - ORDINARY RESOLUTION

To approve the appointment of Shri Tridib Barat as Wholetime Director of the Company during the period from May 24, 2018 to August 8, 2018 and payment of remuneration during the said period.

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	60	5,74,70,147	99.9988
(B) Ballot Paper	4	201	0.0003
Total (A+B)	64	5,74,70,348	99.9991

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	509	0.0009
(B) Ballot Paper	0	0	0.0000
Total (A+B)	2	509	0.0009

III. Invalid Votes

Number of members whose votes were declared invalid	Total number of votes cast by them
-	-

IV. Abstained e-voting

Number of members who abstained from voting	Total number of votes cast by them
1	3,550

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



8. 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



SANKET JAIN

Company Secretary in Practice

Membership No. A26531

C.P. No. 12583

Scrutinizer for remote e-voting



ROBIN KUMAR

Practicing Chartered Accountant

Membership No. 427812

Scrutinizer for physical voting



Counter Signed by
Managing Director

19 SEP 2018

Date: **19th September 2018**