

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

**[Pursuant to Section 108 and 109 of Companies Act, 2013 readwith
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 12, 2016 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, Arun Kumar Soni (Practicing Company Secretary, C.P. No: 1726) 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 12, 2016 at 2:30 p.m. at Hotel Maurya, South Gandhi Maidan, Patna – 800 001.

A. Relating to Remote e-Voting

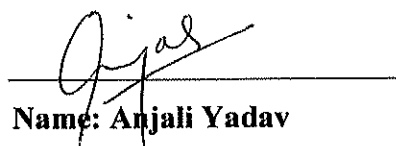
1. The Company has engaged the services of **Karvy Computershare Private Limited** ('Karvy') to offer the remote e-voting facility to its shareholders. The remote e-voting facility was offered and kept open by the Company to its Members for the period commencing from Friday, September 9, 2016 (9.00 a.m. Server time) up to Sunday, September 11, 2016 (5.00 p.m. Server time). The Members, whose names appear in the Register of Member/list of Beneficial Owners as on Monday, September 5, 2016 (cut-off date), were entitled to vote on proposed resolutions (item no 1

to 7 set out in the notice of the AGM of the Company) by remote e-voting or voting through ballot paper at the AGM.

2. On September 12, 2016, after the conclusion of the AGM, remote e-voting event was unblocked by Mr. Arun Kumar Soni in the capacity of the Scrutinizer(s) in the presence of two witnesses, Ms. Diksha Singh and Ms. Anjali Yadav who were not in employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Name: Diksha Singh



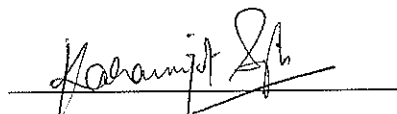
Name: Anjali Yadav

B. Relating to voting through Ballot paper

3. At the AGM of the Company held on Monday, September 12, 2016, 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 (polling) 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 (polling) 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:

Item no.1:

To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2016, including Balance Sheet as at March 31, 2016 and Statement of Profit & Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon. **(Ordinary Resolution):**

- I. Voted in favour of the resolution (out of valid vote caste):

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(A) Remote e-voting	48*	5,58,32,110	99.999
(B) Ballot Paper	13	877	0.001
Total (A+B)	61	5,58,32,987	100.000

- II. Voted against the resolution (out of valid vote caste):

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*	15	0.000
(B) Ballot Paper	-	-	-
Total (A+B)	1	15	0.000

**One shareholder has partially voted in favor of and partially voted 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
-	-

Item No. 2:

To declare dividend on Equity Shares for the financial year ended March 31, 2016.

(Ordinary Resolution)

I. Voted in favour of the resolution (out of valid vote caste):

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(A) Remote e-voting	48	5,58,32,125	99.998
(B) Ballot Paper	13	877	0.002
Total (A+B)	61	5,58,33,002	100.00

II. Voted against the resolution (out of valid vote caste):

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(A) Remote e-voting	-	-	-
(B) Ballot Paper	-	-	-
Total (A+B)	-	-	-

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
-	-

Item No. 3:

To appoint a Director in place of Shri Priyavrat Bhartia (DIN: 00020603), who retires by rotation, and being eligible, offers himself for re-appointment. **(Ordinary Resolution)**

I. Voted in favour of the resolution (out of valid vote caste):

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(A) Remote e-voting	37	5,54,11,877	99.267
(B) Ballot Paper	12	872	0.001
Total (A+B)	49	5,54,12,749	99.268

II. Voted against the resolution (out of valid vote caste):

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(A) Remote e-voting	9	4,08,512	0.732
(B) Ballot Paper	-	-	-
Total (A+B)	-	-	0.732

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
3	11,741

Item No. 4:

To re-appoint M/s. S.R. Batliboi & Co. LLP, Chartered Accountants, as Statutory Auditors of the Company and to fix their remuneration (**Ordinary Resolution**)

I. Voted in favour of the resolution (out of valid vote caste):

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(A) Remote e-voting	48*	5,58,32,115	99.998
(B) Ballot Paper	13	877	0.002
Total (A+B)	61	5,58,32,992	100.000

II. Voted against the resolution (out of valid vote caste):

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*	10	0.000
(B) Ballot Paper	-	-	-
Total (A+B)	1	10	0.000

**One shareholder has partially voted in favor of and partially voted 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
-	-

Item No. 5:

To approve the proposed transactions with HT Digital Streams Limited (fellow subsidiary company and Related Party). **(Ordinary Resolution)**

I. Voted in favour of the resolution (out of valid vote caste):

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(A) Remote e-voting	42*	12,77,217	99.923
(B) Ballot Paper	11	315	0.024
Total (A+B)	53	12,77,532	99.947

II. Voted against the resolution (out of valid vote caste):

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(A) Remote e-voting	4*	673	0.053
(B) Ballot Paper	-	-	-
Total (A+B)	4	673	0.053

**Two shareholders have partially voted in favor of and partially voted 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
6	5,45,54,797

Item No. 6:

To appoint Shri Priyavrat Bhartia as Whole- time Director of the Company. **(Special Resolution)**

I. Voted in favour of the resolution (out of valid vote caste):

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(A) Remote e-voting	44	5,58,20,344	99.998
(B) Ballot Paper	13	877	0.002
Total (A+B)	57	5,58,21,221	100.000

II. Voted against the resolution (out of valid vote caste):

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	45	0.000
(B) Ballot Paper	-	-	
Total (A+B)	-	-	0.000

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	11,736

Item No. 7:

To adopt a new set of Articles of Association of the Company. **(Special Resolution)**

I. Voted in favour of the resolution (out of valid vote caste):

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(A) Remote e-voting	46	5,56,18,138	99.616
(B) Ballot Paper	11	870	0.001
Total (A+B)	57	5,56,19,008	99.616

II. Voted against the resolution (out of valid vote caste):

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	2,13,987	0.383
(B) Ballot Paper	-	-	-
Total (A+B)	2	2,13,987	0.383

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	7

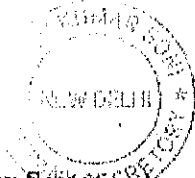
7. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

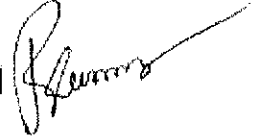
8. The ballot papers and all other relevant records were sealed and handed over to the Company Secretary of the Company.

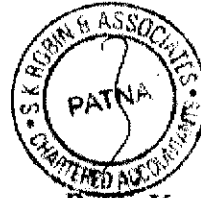
Thanking You,

Yours Sincerely,


Arun Kumar Soni
(Practicing Company Secretary)
Membership No: A5441




Robin Kumar
(Practicing Chartered Accountant)
Membership No: 427812



14 SEP 2016


Countersigned