

Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

To

The Chairman of Annual General Meeting of the members of **Hindustan Media Ventures Limited** to be held on the 8th day of September, 2014 at **Hotel Maurya, South Gandhi Maidaan, Patna- 800 001**

Dear Sir,

1. I, Arun Kumar Soni, a Company Secretary-in-Practice, have been appointed by the Board of Directors of **Hindustan Media Ventures Limited** (the Company) as the Scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the e-voting pattern carried out as per the provisions of Section 108 of the Companies Act, 2013 (the 'Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolutions contained in the notice of the Annual General Meeting (AGM) of the members of the Company dated 1st August, 2014, to be held on Monday, the 8th September, 2014 at 3:00 P.M at Hotel Maurya, South Gandhi Maidan, Patna- 800 001.
2. The management of the Company is responsible to ensure compliance with the requirements of the Act and Rules relating to voting through electronic means on the resolutions contained in the Notice of the **Annual General Meeting (AGM)** of the members of the Company dated 1st August, 2014. My responsibility as the Scrutinizer for the e-voting process is restricted to make a Scrutinizer's report of the votes cast on the resolutions as set out in the notice to the AGM, based on the reports generated from the e-voting platform provided by **Karvy Computershare Private Limited**, the authorized agency to provide e-voting facilities, engaged by the Company.
3. Further to the above, I submit my report as under:-
 - i. The e-voting period remained open from Tuesday, the 2nd September, 2014 (0930 hours) till Thursday, the 4th September 2014 (1730 hours).
 - ii. The members of the Company as on the "cut-off" date i.e. 1st August, 2014 were entitled to vote on the resolutions (Items no. 1 to 11 as set out in the notice of the AGM of the Company dated 1st August, 2014).
 - iii. The votes cast were unblocked on 5th September, 2014 in the presence of two witnesses, Ms. Neha Dharewa r/o 55, Rajdhani Enclave, Pitampura, New Delhi-110034 and Ms. Sonal Grover r/o M-8WZ-172, Hari Nagar, New Delhi-110064 who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Neha

Witness 1: Ms. Neha Dharewa

Sonal

Witness 2: Ms. Sonal Grover



- iv. The total paid-up equity share capital of the Company as on 1st August, 2014 was Rs. 73,39,37,700/- divided into 7,33,93,770 equity shares of Rs.10/- each.
- v. Thereafter, the details containing *inter-alia*, list of Equity Share Holders, who voted "for", "against" each of the resolutions contained in the notice of the AGM dated 1st August, 2014 that were put to vote, were generated from the e-voting website of Karvy Computershare Private Limited ("Karvy") i.e. <https://evoting.karvy.com> and based on such reports generated, the result of the e-voting is as under:

Item No. 1:-

Adoption of audited financial statements of the Company for the financial year ended 31st March, 2014, including Balance Sheet as at 31st March, 2014 and Statement of Profit & Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon

Detail of votes cast:

Total votes cast		Valid votes		Invalid votes	
Number of members	Number of votes cast	Number of members	Number of votes cast	Number of members	Number of votes cast
7	5,71,48,299	7	5,71,48,299	NIL	NIL

(i) Voted in favour of the resolution (out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
7	5,71,48,299	100%

(ii) Voted against the resolution (out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	Not Applicable

Item No. 2:-

Declaration of dividend on Equity Shares for the financial year ended 31st March, 2014

Detail of votes cast:

Total votes cast		Valid votes		Invalid votes	
Number of members	Number of votes cast	Number of members	Number of votes cast	Number of members	Number of votes cast
7	5,71,48,299	7	5,71,48,299	NIL	NIL



(i) Voted in favour of the resolution (out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
7	5,71,48,299	100%

(ii) Voted against the resolution (out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	Not Applicable

Item No. 3:-

Appointment of a Director in place of Shri Shamit Bhartia (DIN 00020623), who retires from office by rotation, and being eligible, offers himself for re-appointment

Detail of votes cast:

Total votes cast		Valid votes		Invalid votes	
Number of members	Number of votes cast	Number of members	Number of votes cast	Number of members	Number of votes cast
7	5,71,48,299	7	5,71,48,299	NIL	NIL

(i) Voted in favour of the resolution (out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
7	5,71,48,299	100%

(ii) Voted against the resolution (out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	Not Applicable



Item No: 4

Appointment of Auditors and to fix their remuneration

Detail of votes cast:

Total votes cast		Valid votes		Invalid votes	
Number of members	Number of votes cast	Number of members	Number of votes cast	Number of members	Number of votes cast
7	5,71,48,299	7	5,71,48,299	NIL	NIL

(i) Voted in favour of the resolution (out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
7	5,71,48,299	100%

(ii) Voted against the resolution (out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	Not Applicable

Item No. 5:-

Appointment of Shri Piyush G. Mankad (DIN 00005001) as an Independent Director

Detail of votes cast:

Total votes cast		Valid votes		Invalid votes	
Number of members	Number of votes cast	Number of members	Number of votes cast	Number of members	Number of votes cast
7	5,71,48,299	6	5,71,48,199	1	100

(i) Voted in favour of the resolution (out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
6	5,71,48,199	100%



(ii) Voted against the resolution (out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	Not Applicable

Item No. 6:-

Appointment of Shri Ajay Relan (DIN 00002632) as an Independent Director

Detail of votes cast:

Total votes cast		Valid votes		Invalid votes	
Number of members	Number of votes cast	Number of members	Number of votes cast	Number of members	Number of votes cast
7	5,71,48,299	6	5,71,48,199	1	100

(i) Voted in favour of the resolution (out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
6	5,71,48,199	100%

(ii) Voted against the resolution (out of valid votes cast):

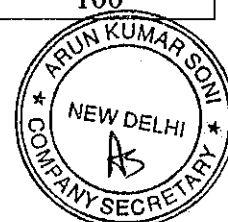
Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	Not Applicable

Item No. 7:-

Appointment of Shri Ashwani Windlass (DIN 00042686) as an Independent Director

Detail of votes cast:

Total votes cast		Valid votes		Invalid votes	
Number of members	Number of votes cast	Number of members	Number of votes cast	Number of members	Number of votes cast
7	5,71,48,299	6	5,71,48,199	1	100



(i) Voted in favour of the resolution (out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
6	5,71,48,199	100%

(ii) Voted against the resolution (out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	Not Applicable

Item No. 8:-

Appointment of Shri Shardul S. Shroff (DIN 00009379) as an Independent Director

Detail of votes cast:

Total votes cast		Valid votes		Invalid votes	
Number of members	Number of votes cast	Number of members	Number of votes cast	Number of members	Number of votes cast
7	5,71,48,299	6	5,71,48,199	1	100

(i) Voted in favour of the resolution (out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
6	5,71,48,199	100%

(ii) Voted against the resolution (out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	Not Applicable



Item No. 9:-

Appointment of Shri Rajiv Verma as Director (DIN 00017110), liable to retire by rotation

Detail of votes cast:

Total votes cast		Valid votes		Invalid votes	
Number of members	Number of votes cast	Number of members	Number of votes cast	Number of members	Number of votes cast
7	5,71,48,299	6	5,71,48,199	1	100

(i) Voted in favour of the resolution (out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
6	5,71,48,199	100%

(ii) Voted against the resolution (out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	Not Applicable

Item No. 10:-

Appointment of Shri Vikram Singh Mehta (DIN 00041197) as an Independent Director

Detail of votes cast:

Total votes cast		Valid votes		Invalid votes	
Number of members	Number of votes cast	Number of members	Number of votes cast	Number of members	Number of votes cast
7	5,71,48,299	6	5,71,48,199	1	100

(i) Voted in favour of the resolution (out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
6	5,71,48,199	100%



(ii) Voted against the resolution (out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	Not Applicable

Item No. 11:-

Re-appointment of Shri Benoy Roychowdhury (DIN 00816822) as Whole-time Director of the Company for a further period of 5 years w.e.f. 1st April, 2014

Detail of votes cast:

Total votes cast		Valid votes		Invalid votes	
Number of members	Number of votes cast	Number of members	Number of votes cast	Number of members	Number of votes cast
7	5,71,48,299	7	5,71,48,299	NIL	NIL

(i) Voted in favour of the resolution (out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
6	5,71,48,199	99.99%

(ii) Voted against the resolution (out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	100	0.01%

Thanking you,

Yours Sincerely,

Asoni

ARUN KUMAR SONI
Company Secretary in Practice



C. P. No.: 1726

Place: New Delhi
Date: 5th September, 2014

Prk. 7

FORM NO. : MGT - 13

REPORT OF SCRUTINIZER

[Pursuant to Section 109 of Companies Act 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman,
Annual General Meeting of the Equity Shareholders of
Hindustan Media Ventures Limited held on 8th September, 2014 at 3:00 p.m.
at Hotel Maurya, South Gandhi Maidan, Patna - 800 001.

Dear Sir,

I, B.P. Jhunjhunwala, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s) at the **Annual General Meeting of the Equity Shareholders of Hindustan Media Ventures Limited held on 8th September, 2014 at 3:00 p.m. at Hotel Maurya, South Gandhi Maidan, Patna - 800 001**, submit my report as under :-

1. After the time fixed for closing of the poll by the Chairman, ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agent of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the poll is as under:-

Item no.1:

Adoption of audited financial statements of the Company for the financial year ended 31st March, 2014, including Balance Sheet as at 31st March, 2014 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:-

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
19	12,314	100%

B. P. Jhunjhunwala
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(ii) Voted against the resolution :-

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes :-

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	13

Item No. 2:

Declaration of dividend on Equity Shares for the financial year ended 31st March, 2014 (Ordinary Resolution)

(i) Voted in favour of the resolution:-

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
19	12,314	100%

(ii) Voted against the resolution :-

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes :-

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	13

Item No. 3:

Appointment of a Director in place of Shri Shamit Bhartia (DIN 00020623), who retires from office by rotation, and being eligible, offers himself for re-appointment (Ordinary Resolution)

(i) Voted in favour of the resolution:-

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
19	12,314	100%

(ii) Voted against the resolution :-

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes :-

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	13

Item No. 4:

Appointment of Auditors and to fix their remuneration (Ordinary Resolution)

(i) Voted in favour of the resolution:-

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
19	12,314	100%

(ii) Voted against the resolution :-

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes :-

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	13

Item No. 5:

Appointment of Shri Piyush G. Mankad (DIN 00005001) as an Independent Director (Ordinary Resolution)

(i) Voted in favour of the resolution:-

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
19	12,314	100%



(ii) Voted against the resolution :-

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes :-

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	13

Item No. 6:

Appointment of Shri Ajay Relan (DIN 00002632) as an Independent Director (Ordinary Resolution)

(i) Voted in favour of the resolution:-

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
19	12,314	100%

(ii) Voted against the resolution :-

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes :-

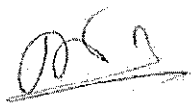
Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	13

Item No. 7:

Appointment of Shri Ashwani Windlass (DIN 00042686) as an Independent Director (Ordinary Resolution)

(i) Voted in favour of the resolution:-

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
19	12,314	100%



(ii) Voted against the resolution :-

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes :-

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	13

Item No. 8:

Appointment of Shri Shardul S. Shroff (DIN 00009379) as an Independent Director (Ordinary Resolution)

(i) Voted in favour of the resolution:-

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
19	12,314	100%

(ii) Voted against the resolution :-

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes :-

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	13

Item No. 9:

Appointment of Shri Rajiv Verma as Director (DIN 00017110), liable to retire by rotation (Ordinary Resolution)

(i) Voted in favour of the resolution:-

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
19	12,314	100%

(ii) Voted against the resolution :-

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes :-

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	13

Item No. 10:

Appointment of Shri Vikram Singh Mehta (DIN 00041197) as an Independent Director (Ordinary Resolution)

(i) Voted in favour of the resolution:-

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
19	12,314	100%

(ii) Voted against the resolution :-

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes :-

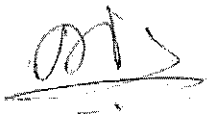
Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	13

Item No. 11:

Re-appointment of Shri Benoy Roychowdhury (DIN 00816822) as Whole-time Director of the Company for a further period of 5 years w.e.f. 1st April, 2014 (Ordinary Resolution)

(i) Voted in favour of the resolution:-

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
19	12,314	100%



(ii) Voted against the resolution :-

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes :-

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	13

5. 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.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.

Thanking you,

Yours Sincerely,


B.R. Jhunjhunwala
DPID/ Client ID: IN300888 13275059

Place: Patna
Date: 8th September, 2014

