



SCRUTINIZER'S REPORT
[POSTAL BALLOT]

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

The Chairperson/ Managing Director
Hindustan Media Ventures Limited
[CIN:L21090BR1918PLC000013]
Hindustan Times House, 2nd Floor,
18-20, Kasturba Gandhi Marg,
New Delhi – 110 001

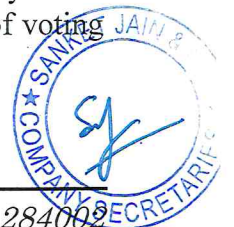
Dear Sir/ Madam,

Reg.: Scrutinizer's Report on Postal Ballot Notice dated 15th February, 2019 pursuant to the provisions 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

In terms of the resolution passed by the Board of Directors of Hindustan Media Ventures Limited (hereinafter referred to as 'the Company') at its meeting held on 15th January, 2019, I have been appointed as Scrutinizer to receive, process and scrutinize the postal ballot papers and e-voting in respect of Special Resolution(s) proposed in the Postal Ballot Notice dated 15th February, 2019 (hereinafter referred to as 'the Postal Ballot Notice')

I hereby submit my report on the voting on the Special 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; and (ii) the Listing Agreement with the Stock Exchanges read with SEBI LODR Regulations, 2015, relating to postal ballot voting including voting by electronic means. Our responsibility as Scrutinizers is restricted to making Scrutinizers' Report of the votes casted by the members on the resolutions contained in the above mentioned Notice, based on the reports generated from KarvyFintech Private Limited (Karvy), the authorized agency engaged by the Company to provide remote e-voting facility for e-voting and scrutiny of physical ballot received till the time fixed for closing of voting process.



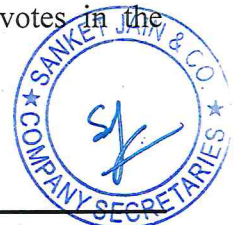
'SATYARAJ', BEHIND HOTEL CHANDA, CIVIL LINES, JHANSI (U.P.) – 284002

E-mail: sanketjainco@gmail.com, sanketjaincs@gmail.com

Contact No.: +91-8874888806, +91-8052244888



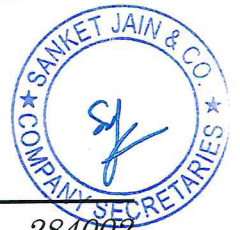
2. The Company completed dispatch of postal ballot notice(s), forms/or electronic ballot and postage prepaid business reply inland letters on 22nd February, 2019, to its Members whose name(s) appears in the Register of Members / List of beneficial owners received from NSDL/CDSL as on 15th February, 2019.
3. The Members of the Company had an option to vote either through the physical postal ballot form or through the e-voting facility. Members opting for e-voting facility, casted their votes on the designated website www.evoting.karvy.com via Karvy.
4. As stated in sub rule 3 of Rule 22 of Companies (Management and Administration) Rules, 2014, an advertisement was published by the Company each in 'Hindustan Times' and 'Hindustan' (English & Hindi newspaper) on 23rd February, 2019, informing about the completion of dispatch/electronic transmission of postal ballot notices, to the Members along with other related matters mentioned therein.
5. All Postal Ballot Forms received upto Sunday, 24th March, 2019 (1700 hours) (being the last date for receipt of the Postal Ballot Forms) were considered for my scrutiny. The particulars of e-voting done by the members of the Company during the period from 9.00 A.M. (Server time) on Saturday, February 23, 2019 till 5.00 P.M. (Server time) on Sunday, March 24, 2019 by logging on online e-voting site of Karvy, were considered for my scrutiny.
6. Particulars of all Postal Ballot Forms received by the Company including e-voting on Karvy's platform, have been entered separately in a register maintained for this purpose.
7. Envelopes containing Postal Ballot Forms received from the members after Sunday 24th March, 2019 (5.00 P.M.) have not been considered for my scrutiny.
8. We did not find any defaced or mutilated ballot papers, as received from the Registrar & Transfer Agent of the Company.
9. At the end of the e-voting period, I have unblocked the electronic votes in the presence of two witnesses not in the employment of the Company.





10. There were none members who have voted through remote e-voting as well as physical postal ballot.
11. The physical ballot forms received and votes cast through e-voting were matched with the Register of Members/ List of beneficial owners of the Company as on 15th February, 2019.
12. The votes cast through physical ballot forms received and e-voting were scrutinized by me for verification of votes cast in favour and against the resolution.
13. The Postal Ballots and other related papers/registers and records will be handed over to the Company Secretary for the safe custody once the Chairperson considers, approves and signs the Postal Ballot Minutes.
14. A summary of the e-voting and Postal Ballot Process is given below:

Sr. No.	Particulars	No. of Postal Ballot forms/ E-voting options	No. of Equity Shares
(a)	1. Total Postal Ballot Forms received	24	1,748
	2. Total E-voting options received	62	6,57,24,631
	Total (1+2)	86	6,57,26,379
(b)	1. Invalid Postal Ballot Forms	2	65
	2. Abstained/ Invalid electronic voting	1	20
	Total (1+2)	3	85
(c)	1. Net Valid Postal Ballot Forms	22	1,683
	2. Net E-voting options	61	6,57,24,611
	Total (1+2)	83	6,57,26,294





15. The result of the E-Voting process is given below:

Item No.	Particulars of the Resolution	Type of Resolution	Votes casted in FAVOUR (in numbers)	Votes casted in FAVOUR (in %)	Votes casted AGAINST (in numbers)	Votes casted AGAINST (in %)
1.	Re-appointment of Shri Ajay Relan (DIN-00002632) as Independent Director of the company, not liable to retire by rotation	Special	6,56,98,734	99.96%	25,877	0.04%
2.	Re-appointment of Shri Ashwani Windlass (DIN-00042686) as Independent Director of the company, not liable to retire by rotation	Special	6,56,98,734	99.96%	25,877	0.04%
3.	Approval of payment of remuneration to Shri Shamit Bhartia (DIN: 00020623), Managing Director	Special	6,51,05,594	99.06%	6,19,017	0.94%
4.	Approval of payment of remuneration to Shri Praveen Someshwar (DIN: 01802656), Managing Director	Special	6,51,05,596	99.06%	6,19,015	0.94%
5.	Approval of remuneration paid to Shri Priyavrat Bhartia (DIN: 00020603) as Managing Director during the period April 1, 2018 and July 16, 2018	Special	6,51,05,606	99.06%	6,19,005	0.94%
6.	Approval of remuneration paid to Shri Benoy Roychowdhury (DIN: 00816822) as Whole-time Director during the period April 1, 2018 and May 23, 2018	Special	6,51,05,691	99.06%	6,18,920	0.94%
7.	Approval of remuneration paid to Shri Tridib Barat (DIN: 08133104) as Whole-time Director during the period May 24, 2018 and August 8, 2018	Special	6,51,05,691	99.06%	6,18,920	0.94%



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

E-mail: sanketjainco@gmail.com, sanketjaincs@gmail.com

Contact No.: +91-8874888806, +91-8052244888



16. The result of the **Physical Postal Ballots** process is given below:

Item No.	Particulars of the Resolution	Type of Resolution	Votes casted in FAVOUR (in numbers)	Votes casted in FAVOUR (in %)	Votes casted AGAINST (in numbers)	Votes casted AGAINST (in %)
1.	Re-appointment of Shri Ajay Relan (DIN-00002632) as Independent Director of the company, not liable to retire by rotation	Special	1,503	89.31%	180	10.69%
2.	Re-appointment of Shri Ashwani Windlass (DIN-00042686) as Independent Director of the company, not liable to retire by rotation	Special	1,503	89.31%	180	10.69%
3.	Approval of payment of remuneration to Shri Shomit Bhartia (DIN: 00020623), Managing Director	Special	1,503	89.31%	180	10.69%
4.	Approval of payment of remuneration to Shri Praveen Someshwar (DIN: 01802656), Managing Director	Special	1,503	89.31%	180	10.69%
5.	Approval of remuneration paid to Shri Priyavrat Bhartia (DIN: 00020603) as Managing Director during the period April 1, 2018 and July 16, 2018	Special	1,503	89.31%	180	10.69%
6.	Approval of remuneration paid to Shri Benoy Roychowdhury (DIN: 00816822) as Whole-time Director during the period April 1, 2018 and May 23, 2018	Special	1,503	89.31%	180	10.69%
7.	Approval of remuneration paid to Shri Tridib Barat (DIN: 08133104) as Whole-time Director during the period May 24, 2018 and August 8, 2018	Special	1,503	89.31%	180	10.69%



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17. The detailed combined result of the E-voting and Physical Postal Ballot process is given below:

**RESOLUTION NO.1 : RE-APPOINTMENT OF SHRI AJAY RELAN (DIN-00002632)
AS INDEPENDENT DIRECTOR OF THE COMPANY, NOT LIABLE TO RETIRE
BY ROTATION**

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	54,533,458	54,533,458	100.00	54,533,458	-	100.00	-
	Poll	Not Applicable						
	Postal Ballot (if applicable)	54,533,458	-	-	-	-	-	-
Public-Institutions	E-Voting	11,686,317	10,001,713	85.58	10,001,713	-	100.00	-
	Poll	Not Applicable						
	Postal Ballot (if applicable)	11,686,317	-	-	-	-	-	-
Public- Non Institutions	E-Voting	7,173,995	1,189,440	16.58	1,163,563	25,877	97.82	2.18
	Poll	Not Applicable						
	Postal Ballot (if applicable)	7,173,995	1,683	0.02	1,503	180	89.31	10.69
Total		73,393,770	65,726,294	89.55	65,700,237	26,057	99.96	0.04

RESOLUTION NO. 2: RE-APPOINTMENT OF SHRI ASHWANI WINDLASS (DIN-00042686) AS INDEPENDENT DIRECTOR OF THE COMPANY, NOT LIABLE TO RETIRE BY ROTATION

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	54,533,458	54,533,458	100.00	54,533,458	-	100.00	-
	Poll	Not Applicable						
	Postal Ballot (if applicable)	54,533,458	-	-	-	-	-	-
Public-	E-Voting	11,686,317	10,001,713	85.58	10,001,713	-	100.00	-

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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
Institutions	Poll	Not Applicable						
	Postal Ballot (if applicable)	11,686,317	-	-	-	-	-	-
Public- Non Institutions	E-Voting	7,173,995	1,189,440	16.58	1,163,563	25,877	97.82	2.18
	Poll	Not Applicable						
	Postal Ballot (if applicable)	7,173,995	1,683	0.02	1,503	180	89.31	10.69
Total		73,393,770	65,726,294	89.55	65,700,237	26,057	99.96	0.04

RESOLUTION NO. 3: APPROVAL OF PAYMENT OF REMUNERATION TO SHRI SHAMIT BHARTIA (DIN: 00020623), MANAGING 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	54,533,458	54,533,458	100.00	54,533,458	-	100.00	-
	Poll	Not Applicable						
	Postal Ballot (if applicable)	54,533,458	-	-	-	-	-	-
Public-Institutions	E-Voting	11,686,317	10,001,713	85.58	9,411,878	589,835	94.10	5.90
	Poll	Not Applicable						
	Postal Ballot (if applicable)	11,686,317	-	-	-	-	-	-
Public- Non Institutions	E-Voting	7,173,995	1,189,440	16.58	1,160,258	29,182	97.55	2.45
	Poll	Not Applicable						
	Postal Ballot (if applicable)	7,173,995	1,683	0.02	1,503	180	89.31	10.69
Total		73,393,770	65,726,294	89.55	65,107,097	619,197	99.06	0.94





RESOLUTION NO. 4: APPROVAL OF PAYMENT OF REMUNERATION TO SHRI PRAVEEN SOMESHWAR (DIN: 01802656), MANAGING 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	54,533,458	54,533,458	100.00	54,533,458	-	100.00	-
	Poll	Not Applicable						
	Postal Ballot (if applicable)	54,533,458	-	-	-	-	-	-
Public-Institutions	E-Voting	11,686,317	10,001,713	85.58	9,411,878	5,89,835	94.10	5.90
	Poll	Not Applicable						
	Postal Ballot (if applicable)	11,686,317	-	-	-	-	-	-
Public- Non Institutions	E-Voting	7,173,995	1,189,440	16.58	1,160,260	29,180	97.55	2.45
	Poll	Not Applicable						
	Postal Ballot (if applicable)	7,173,995	1,683	0.02	1,503	180	89.31	10.69
Total		73,393,770	65,726,294	89.55	65,107,099	619,195	99.06	0.94

RESOLUTION NO.5: APPROVAL OF REMUNERATION PAID TO SHRI PRIYAVRAT BHARTIA (DIN: 00020603) AS MANAGING DIRECTOR DURING THE PERIOD APRIL 1, 2018 AND JULY 16, 2018

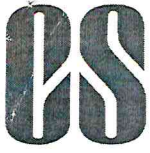
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	54,533,458	54,533,458	100.00	54,533,458	-	100.00	-
	Poll	Not Applicable						
	Postal Ballot (if applicable)	54,533,458	-	-	-	-	-	-
Public-Institutions	E-Voting	11,686,317	10,001,713	85.58	9,411,878	5,89,835	94.10	5.90
	Poll	Not Applicable						

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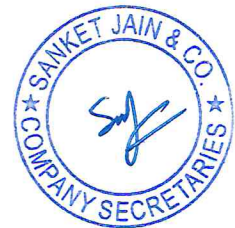




Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
	Postal Ballot (if applicable)	11,686,317	-	-	-	-	-	-
Public-Non Institutions	E-Voting	7,173,995	1,189,440	16.58	1,160,270	29,170	97.55	2.45
	Poll	Not Applicable						
	Postal Ballot (if applicable)	7,173,995	1,683	0.02	1,503	180	89.31	10.69
	Total	73,393,770	65,726,294	89.55	65,107,109	619,185	99.06	0.94

RESOLUTION NO.6: APPROVAL OF REMUNERATION PAID TO SHRI BENOY ROYCHOWDHURY (DIN: 00816822) AS WHOLE-TIME DIRECTOR DURING THE PERIOD APRIL 1, 2018 AND MAY 23, 2018

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	54,533,458	54,533,458	100.00	54,533,458	-	100.00	-
	Poll	Not Applicable						
	Postal Ballot (if applicable)	54,533,458	-	-	-	-	-	-
Public-Institutions	E-Voting	11,686,317	10,001,713	85.58	9,411,878	589,835	94.10	5.90
	Poll	Not Applicable						
	Postal Ballot (if applicable)	11,686,317	-	-	-	-	-	-
Public-Non Institutions	E-Voting	7,173,995	1,189,440	16.58	1,160,355	29,085	97.55	2.45
	Poll	Not Applicable						
	Postal Ballot (if applicable)	7,173,995	1,683	0.02	1,503	180	89.31	10.69
	Total	73,393,770	65,726,294	89.55	65,107,194	619,100	99.06	0.94





**RESOLUTION NO.7: APPROVAL OF REMUNERATION PAID TO SHRI TRIDIB
BARAT (DIN: 08133104)S WHOLE-TIME DIRECTOR DURING THE PERIOD
MAY 24, 2018 AND AUGUST 8, 2018**

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	54,533,458	54,533,458	100.00	54,533,458	-	100.00	-
	Poll	Not Applicable						
	Postal Ballot (if applicable)	54,533,458	-	-	-	-	-	-
Public-Institutions	E-Voting	11,686,317	10,001,713	85.58	9,411,878	589,835	94.10	5.90
	Poll	Not Applicable						
	Postal Ballot (if applicable)	11,686,317	-	-	-	-	-	-
Public-Non Institutions	E-Voting	7,173,995	1,189,440	16.58	1,160,355	29,085	97.55	2.45
	Poll	Not Applicable						
	Postal Ballot (if applicable)	7,173,995	1,683	0.02	1,503	180	89.31	10.69
Total		73,393,770	65,726,294	89.55	65,107,194	619,100	99.06	0.94

18. **Result:** From the voting pattern mentioned above, it is observed that for each of the Special Resolutions as mentioned in the postal ballot notice, more than three-fourths of the numbers of valid votes cast are in favour of the said Special Resolutions.

The above position may kindly be considered for the purpose of declaring the result of voting on the six Special Resolutions mentioned in the Postal Ballot Notice.

Yours Faithfully,

Sanket Jain
Company Secretary in Practice
Mem. No. ACS 26531
COP: 12583

Date: 25.03.2019
Place: New Delhi



Counter Sign by :-



Praveen Samoshwar
Managing Director
DIN: 1802656