

**CONSOLIDATED REPORT OF SCRUTINIZERS' FOR REMOTE E-VOTING AND POLL**  
[Pursuant to Section 108 and 109 of Companies Act, 2013 read with  
Companies (Management and Administration) Rules, 2014 as amended]

29 AUG 2015

To,

The Chairman,

Annual General Meeting of the Equity Shareholders of  
Hindustan Media Ventures Limited held on August 28, 2015 at 2:00 p.m.  
at Hotel Maurya, South Gandhi Maidan, Patna - 800 001.

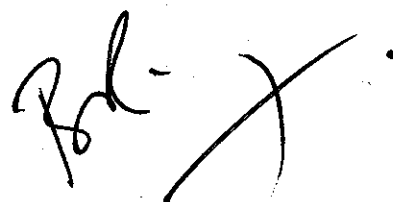
Dear Sir,

**Sub : Consolidated Report of Scrutinizers' on Remote E-voting and Poll 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, Membership No: A5441 ) and Gourav Gunjan (Practicing Chartered Accountant, Membership No: F068385), 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 physical ballot voting (Poll) 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 the resolution(s) contained in the notice to the Annual General Meeting (AGM) of the Equity Shareholders of Hindustan Media Ventures Limited held on August 28, 2015 at 2:00 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 Tuesday, August 25, 2015 (9.00 a.m. Server time) up to Thursday, August 27, 2015 (5.00 p.m. Server time). The Members, whose names appear in the Register of Member/list of Beneficial Owners as on Friday, August 21, 2015 (cut-off date), were entitled to vote on proposed resolutions (item no 1 to 11 set out

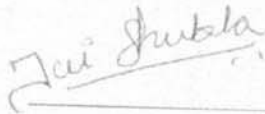


in the notice of the AGM of the Company) by remote e-voting or voting through ballot paper at the AGM.

2. On August 28 2015, 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, Mr. Gufran Ahmed Siddiqui and Mr. Jai Shukla who were not in employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Name: Gufran Ahmed Siddiqui



Name: Jai Shukla

**B. Relating to voting by Poll**

3. At the AGM of the Company held on Friday, August 28, 2015, at 2.00 P.M. at Hotel Maurya, South Gandhi Maidan, Patna - 800 001, a Poll 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 the Poll.
4. Further, after the time fixed for closing of the Poll by the Chairman, one empty ballot (polling) box was locked and sealed by Mr. Gourav Gunjan in the presence of the members. Subsequent to the completion of polling process, the ballot (polling) box was unlocked and the Poll papers were diligently scrutinized by Mr. Gourav Gunjan in the capacity of the Scrutinizer(s) in the presence of two witnesses, Mr. Vikas Prakash and Mr. Karamjit Singh. They have signed below in confirmation of the ballot box being unlocked in their presence.



Name: Vikas Prakash



Name: Karamjit Singh



5. The poll 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 poll on each of the resolutions. The result of the Poll 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, 2015, including Balance Sheet as at March 31, 2015 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)	37	6,37,11,014	100.00
(B) (Ballot Paper)	5	89	0.00
Total (A+B)	42	6,37,11,103	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)	1	5	0.00
(B) (Ballot Paper)	Nil	Nil	0.00



Total (A+B)	1	5	0.00
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III. Invalid Votes:

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

Item No. 2:

To declare dividend on Equity Shares for the financial year ended March 31, 2015. (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)	39	6,37,11,020	100.00
(B) (Ballot Paper)	5	89	0.00
Total (A+B)	44	6,37,11,109	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)	Nil	Nil	0.00
(B) (Ballot Paper)	Nil	Nil	0.00

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<b>Total (A+B)</b>	Nil	Nil	0.00
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III. Invalid Votes:

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

**Item No. 3:**

To appoint a Director in place of Smt. Shobhana Bhartia (DIN: 00020648), who retires from office by rotation, and being eligible, offers herself for re-appointment. **(Ordinary Resolution)**

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

<b>Mode of Voting</b>	<b>Number of members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
<b>A) (Remote e-voting)</b>	36*	6,36,99,273	100.00
<b>(B) (Ballot Paper)</b>	5	89	0.00
<b>Total (A+B)</b>	41	6,36,99,362	100.00

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

<b>Mode of Voting</b>	<b>Number of members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
<b>A) (Remote e-voting)</b>	2*	11	0.00
<b>(B) (Ballot Paper)</b>	Nil	Nil	0.00



Total (A+B)	2	11	0.00
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\*One shareholder has partially voted in favour and partially vote against the resolution

III. Invalid Votes:

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

**Item No. 4:**

To appoint a Director in place of Shri Benoy Roychowdhury (DIN: 00816822), who retires from office 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	6,37,11,004	100.00
(B) (Ballot Paper)	5	89	0.00
<b>Total (A+B)</b>	<b>42</b>	<b>6,37,11,093</b>	<b>100.00</b>

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	16	0.00
(B) (Ballot Paper)	Nil	Nil	0.00



Total (A+B)	2	16	0.00
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III. Invalid Votes:

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

Item No. 5:

To ratify the appointment of 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)	38	6,37,11,015	100.00
(B) (Ballot Paper)	5	89	0.00
Total (A+B)	43	6,37,11,104	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)	1	5	0.00
(B) (Ballot Paper)	Nil	Nil	0.00

Total (A+B)	1	5	0.00
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III. Invalid Votes:

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

Item No. 6:

To appoint Dr. Mukesh Aghi as an Independent Director (**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)	39	6,37,11,020	100.00
(B) (Ballot Paper)	5	89	0.00
Total (A+B)	44	6,37,11,109	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)	Nil	Nil	0.00
(B) (Ballot Paper)	Nil	Nil	0.00



Total (A+B)	Nil	Nil	0.00
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III. Invalid Votes:

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

Item No. 7:

To approve payment of annual commission to the Non-executive Directors 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)	38	6,37,11,009	100.00
(B) (Ballot Paper)	5	89	0.00
Total (A+B)	43	6,37,11,098	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)	1	11	0.00
(B) (Ballot Paper)	Nil	Nil	0.00

Total (A+B)	1	11	0.00
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III. Invalid Votes:

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

Item No. 8:

To approve borrowing(s) in excess of aggregate of paid-up share capital and free reserves in terms of Section 180(1)(c) of the Companies Act, 2013 **(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)	38	6,37,11,009	100.00
(B) (Ballot Paper)	5	89	0.00
Total (A+B)	43	6,37,11,098	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)	1	11	0.00
(B) (Ballot Paper)	Nil	Nil	0.00

*Q*

*As*

Total (A+B)	1	11	0.00
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III. Invalid Votes:

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

Item No. 9:

To approve offer or invitation to subscribe to Non-Convertible Debentures/Bonds issued on private placement basis **(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)	38	6,37,11,009	100.00
(B) (Ballot Paper)	5	89	0.00
Total (A+B)	43	6,37,11,098	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)	1	11	0.00
(B) (Ballot Paper)	Nil	Nil	0.00

<b>Total (A+B)</b>	1	11	0.00
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III. Invalid Votes:

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

**Item No. 10:**

To acquire 'Hindustan' and certain other Hindi publication related trademarks from HT Media Limited (holding company) **(Special Resolution)**

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

<b>Mode of Voting</b>	<b>Number of members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
<b>A) (Remote e-voting)</b>	27	26,84,561	100.00
<b>(B) (Ballot Paper)</b>	5	89	0.00
<b>Total (A+B)</b>	32	26,84,650	100.00

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

<b>Mode of Voting</b>	<b>Number of members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
<b>A) (Remote e-voting)</b>	1	5	0.00
<b>(B) (Ballot Paper)</b>	Nil	Nil	0.00



<b>Total (A+B)</b>	1	5	0.00

III. Invalid Votes:

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

**Item No. 11:**

To adopt the 'HT Group Companies - Employee Stock Option Rules for Listed Companies' duly aligned with the SEBI (Share Based Employee Benefits) Regulations, 2014 and its implementation through the Trust. **(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
<b>A) (Remote e-voting)</b>	38	6,37,07,855	99.996
<b>(B) (Ballot Paper)</b>	5	89	0.00
<b>Total (A+B)</b>	43	6,37,07,944	99.996

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
<b>A) (Remote e-voting)</b>	1	3165	0.004

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*As.*

(B) (Ballot Paper)	Nil	Nil	0.00
Total (A+B)	1	3165	0.004

III. Invalid Votes:

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

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

Thanking You,

Yours Faithfully,

*Arun*

Arun Kumar Soni

(Practicing Company Secretary)

Membership No : A5441

*Gourav Gunjan*

Gourav Gunjan

(Practicing Chartered Accountant)

Membership No : F068385