



HT MEDIA LIMITED
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CIN : L22121DL2002PLC117874

Ref: HTML/CS/02/2016

5th April, 2016

The Listing Department
BSE Limited
P.J. Tower, Dalal Street
MUMBAI – 400 001

**The National Stock Exchange of
India Limited**
Exchange Plaza, 5th Floor
Plot No C/1, G Block
Bandra-Kurla Complex
Bandra (East)
MUMBAI – 400 051

Scrip Code: 532662
Company Code: HTMEDIA

Dear Sirs,

Sub: Result of Postal Ballot (voting through Postal Ballot Forms and e-voting)

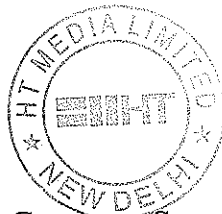
In terms of the requirement of the Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the voting results of Postal Ballot (including e-voting) regarding Postal Ballot notice dated February, 29, 2016.

This is for your information and records.

Thanking you,

Yours faithfully,
For **HT Media Limited**


(Dinesh Mittal)
Group General Counsel & Company Secretary



Encl: as above

SUMMARY OF VOTING RESULTS OF POSTAL BALLOT

Date of declaration of result- April 05, 2016

Date of AGM/EGM	April 3, 2016	
Last date of receiving Postal Ballot Form/E-voting	April 3, 2016	
Total number of shareholders as on record date-cut-off date i.e. February 26, 2016	Number of Public Shareholders 29,390*	
No. of Shareholders present in the meeting either in person or through proxy	Promoters and Promoter Group	Public
	Not applicable	Not applicable
No. of Shareholders attended the meeting through Video Conferencing:	Promoters and Promoter Group	Public
	Not applicable	Not applicable

* As per SEBI circular no. CIR/CFD/DIL/5/2013 dated February 04, 2013 read with circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013 only approval of public shareholders was sought for this resolution.

Agenda-wise disclosure

Resolution required: (Ordinary / Special)	Ordinary Resolution for approval of Scheme of Arrangement by public shareholders in terms of the provisions of Sections 391 to 394 of the Companies Act, 1956 and other applicable statutory provisions, between HT Media Limited and HT Digital Streams Limited and their respective shareholders and creditors for the transfer & vesting of the multi-media content management undertaking of HT Media Limited to and in HT Digital Streams Limited as a "going concern" on a slump exchange basis.
Whether promoters / promoter group are interested in the agenda / resolution?	No

Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of Votes polled on outstanding Shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public – Institutions	E-Voting		3,59,08,416	72.445	3,59,08,416	NIL	100	NIL
	Postal Ballot	4,95,66,495	-	-	-	-	-	-
	Total	4,95,66,495	3,59,08,416	72.445	3,59,08,416	NIL	100	NIL
Public – Non Institutions	E-Voting		2,091	0.010	1,819	272	86.992	13.008
	Postal Ballot	1,91,76,436	13,232	0.069	11,392	1,840	86.094	13.906
	Total	1,91,76,436	15,323	0.079	13,211	2,112	86.217	13.783
TOTAL		6,87,42,931	3,59,23,739	52.258	3,59,21,627	2,112	99.99	0.01



Result of voting conducted by Postal Ballot


Pursuant to circular no. CIR/CFD/DIL/5/2013 dated February 04, 2013 read with circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013 issued by the Securities and Exchange Board of India (SEBI) read with the provisions of Section 110 and other applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, approval of the members of the Company was sought by way of Postal Ballot including voting through electronic means ("e-voting") on the **Ordinary resolution** proposed in Postal Ballot Notice dated February 29, 2016, as described below:

***“RESOLVED THAT** pursuant to circular no. CIR/CFD/DIL/5/2013 dated February 04, 2013 read with circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013 issued by the Securities and Exchange Board of India, the No Objection Letter/Observation Letter dated January 28, 2016 and January 29, 2016 issued by National Stock Exchange of India Limited and BSE Limited, respectively, applicable provisions of the Companies Act, 1956 including Section 391-394 of the Companies Act, 1956, applicable provisions of Companies Act, 2013 and other applicable enactments, rules, regulations and guidelines, and subject to the sanction by the Hon'ble High Court of Delhi at New Delhi and High Court of Judicature at Patna (“**Courts**”), the scheme of arrangement between the Company and HT Digital Streams Limited (“**HT Digital**”) and their respective shareholders and creditors for the transfer and vesting of the multi-media content management undertaking (“**MMCM Undertaking**”) of the Company to and in HT Digital as a “going concern” on a slump exchange basis (“**Scheme**”), a copy of which is enclosed with the Postal Ballot Notice, be and is hereby approved and agreed to, with or without modifications and/ or conditions, if any, which may be required and/or imposed by the Courts while sanctioning the Scheme, or by any other authorities under applicable law, on terms and conditions and other details mentioned in the said Scheme.*

***RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as are considered requisite or necessary including delegating all or any of the powers herein conferred to any Committee of Directors, any one Director or Company Secretary of the Company to give effect to this resolution.”*

Mr. Arun Kumar Soni, Company Secretary in whole time practice (C.P. no - 1726), was appointed as Scrutinizer for conducting the Postal Ballot process in fair and transparent manner.

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As per Scrutinizer's Report dated April 5, 2016, the following result of Postal Ballot is announced:

Particulars	Voting Details
Total Postal Ballot Forms received and e-voting	276
Less : Invalid Postal Ballot Forms received and e-voting	13
Total Valid Postal Ballot Forms received and e-voting	263
Total No. of Valid Votes	3,59,23,744
No. of Votes with Assent for the Resolution	3,59,21,632
No. of Votes with Dissent for the Resolution	2,112
Percentage of Votes in favor to Total valid votes	99.99%
Percentage of Votes against to Total valid votes	0.01%

I hereby declare that the Ordinary Resolution set out in the Postal Ballot Notice dated February 29, 2016 has been passed with requisite majority.

For HT Media Limited


(Dinesh Mittal)

Group General Counsel & Company Secretary

Membership No.: F-5209

Add.: Hindustan Times House

18-20, Kasturba Gandhi Marg

New Delhi – 110 001

Place: New Delhi

Date: April 5, 2016



Arun Kumar Soni

Company Secretary In Practice

Aakash Ganga Apartments
Flat No. 93, Plot No. 17,
Sector-6, Dwarka, New Delhi-110075
arunkumarsoni@rediffmail.com
Phone : 011-25080024, 0-9811376051

SCRUTINIZER'S REPORT

To,
**Chairperson & Editorial Director/Joint Managing Director
HT Media Limited
HT House, 18-20, Kasturba Gandhi Marg,
New Delhi - 110001**

Dear Madam/Sir,

The Board of Directors of the Company vide resolution dated 19th February, 2016 passed through circulation, has appointed the undersigned as Scrutinizer to conduct the Postal Ballot process in respect of the following Ordinary Resolution proposed in the Postal Ballot Notice dated February 29, 2016 (hereinafter referred to as "**Postal Ballot Notice**"):

Ordinary Resolution

"RESOLVED THAT pursuant to circular no. CIR/CFD/DIL/5/2013 dated February 04, 2013 read with circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013 issued by the Securities and Exchange Board of India, the No Objection Letter/Observation Letter dated January 28, 2016 and January 29, 2016 issued by National Stock Exchange of India Limited and BSE Limited, respectively, applicable provisions of the Companies Act, 1956 including Section 391-394 of the Companies Act, 1956, applicable provisions of Companies Act, 2013 and other applicable enactments, rules, regulations and guidelines, and subject to the sanction by the Hon'ble High Court of Delhi at New Delhi and High Court of Judicature at Patna ("**Courts**"), the scheme of arrangement between the Company and HT Digital Streams Limited ("**HT Digital**") and their respective shareholders and creditors for the transfer and vesting of the multi-media content management undertaking ("**MMCM Undertaking**") of the Company to and in HT Digital as a "going concern" on a slump exchange basis ("**Scheme**"),

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as are considered requisite or necessary including delegating all or any of the powers herein conferred to any Committee of Directors, any one Director or Company Secretary of the Company to give effect to this resolution"

I declare that the management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and rules relating to Voting through Electronic means (i.e. remote e-voting) and voting by postal ballot for the resolution contained in the Postal Ballot



Notice. My responsibility as Scrutinizer is restricted to preparing and presenting a report, on the votes cast in favor or against the resolution stated above.

I hereby submit my report on the voting on the Ordinary Resolution proposed in the Postal Ballot Notice, as under:

1. In terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company has made arrangement with Registrar and Share Transfer Agent (R & T Agent), M/s. Karvy Computershare Private Limited, for providing facility of voting through electronic means ("e-voting") to its members. The members of the Company had option to cast their vote either through e-voting or by physical postal ballot form.
2. The Public Shareholders of the Company whose names recorded in the register of members or in the register of beneficial owners maintained by the depositories as on February 26, 2016 were entitled to vote on the ordinary resolution as set out in the Postal Ballot Notice.
3. The Postal Ballot Notice along with Postal Ballot Form have been mailed electronically to those members who have registered their email addresses with the Company or their depository participant and in other cases the Company has dispatched Postal Ballot Notice along with postal ballot form and postage prepaid self-addressed business reply envelope on Wednesday, March 02, 2016 by registered post .
4. The Company has published on March 04, 2016, an advertisement about the dispatch of Postal Ballot Notice in Hindustan Times (English Newspaper) and Hindustan (Hindi Newspaper).
5. The votes exercised through e-voting at Karvy platform from 9.00 a.m. (Server time) on Saturday, March 5, 2016 till 5.00 p.m. (Server time) on Sunday, April 3, 2016. and all physical postal ballot forms received till 5.00 p.m. (Server time) on Sunday, April 3, 2016, being the last date for receipt of postal ballot forms and e-voting, were considered for my scrutiny.
6. The votes cast through e-voting were unblocked on April 03, 2016.
7. The envelopes containing postal ballot forms, if any, received after 5.00 p.m. on Sunday, April 3, 2016 were not considered for my scrutiny.
8. The physical ballot papers received and votes cast through e-voting were matched with the Register of Members / list of beneficial owners of the Company as on February 26, 2016.



9. The votes cast through physical ballot forms and e-voting were scrutinized by me for verification of votes cast in favour or against the resolution.
10. 13 postal ballot forms were found unsigned or vote not exercised by shareholders and accordingly the same were marked invalid.
11. The particulars of voting and other requisite details have been entered in a separate Register maintained for the purpose.
12. No member has voted through e-voting as well as physical postal ballot.
13. Pursuant to the circular no. CIR/CFD/DIL/5/2013 dated February 04, 2013 read with circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013 issued by the Securities and Exchange Board of India, the voting on the above ordinary resolution was exercised by public shareholders only.
14. The details of the voting are as under:

a) Voting through Postal Ballot Forms:

Particulars	No. of Postal Ballot Forms	No. of equity Shares
Total Postal Ballot Forms received	217	13,839
Less : Invalid Postal Ballot Forms	13	597
Less : Votes not exercised by Shareholder	-	5
Total Valid Postal Ballot Forms	204	13,237
Votes with Assent for the Resolution	193	11,397
Votes with Dissent for the Resolution	11	1,840



b) Voting through Electronic Mode (e-voting):

Particulars	No. of Members	No. of equity Shares
Votes cast through e-voting	59	3,59,10,507
Less : Invalid votes	-	-
Total Number of Valid Votes	59	3,59,10,507
Votes with Assent for the Resolution	56	3,59,10,235
Votes with Dissent for the Resolution .	3	272

15. The consolidated summary of valid Votes (voting through physical postal ballot forms and e-voting) is as under:

Particulars	No. of Members	No. of equity Shares	% of Valid Votes received
Total Valid Votes	263	3,59,23,744	50.617
Votes with Assent for the Resolution	249	3,59,21,632	99.99
Votes with Dissent for the Resolution	14	2,112	0.01

16. Details of voting (through physical postal ballot forms and e-voting) as per Regulation 44(3) of the Listing Regulations are as under:



Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of Votes polled on outstanding Shares	No. of votes In favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
<i>Promoter and Promoter Group</i>	E-Voting	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
<i>Public – Institutions</i>	E-Voting	4,95,66,495	3,59,08,416	72.445	3,59,08,416	NIL	100	NIL
	Postal Ballot		-	-	-	-	-	-
	Total	4,95,66,495	3,59,08,416	72.445	3,59,08,416	NIL	100	NIL
<i>Public – Non Institutions</i>	E-Voting	1,91,76,436	2,091	0.010	1,819	272	86.992	13.008
	Postal Ballot		13,232	0.069	11,392	1,840	86.094	13.906
	Total	1,91,76,436	15,323	0.079	13,211	2,112	86.217	13.783
TOTAL		6,87,42,931	3,59,23,739	52.258	3,59,21,627	2,112	99.99	0.01

17. The Ordinary Resolution as set out in the Postal Ballot Notice has been approved by the equity shareholders with simple majority.

18. The Poll papers, record of votes cast through remote e-voting and all other relevant records will be sealed and handed over to the Company Secretary for safe keeping.

You may kindly declare the result of voting by Postal Ballot in respect of the Ordinary Resolution mentioned in the Postal Ballot Notice.

Date: April 5, 2016
Place: New Delhi



Arun
Arun Kumar Soni
(Company Secretary in Practice)
Membership No- 5441

Countersigned
Director
Director