



**HT MEDIA LIMITED**  
Regd. Office : Hindustan Times House  
18-20, Kasturba Gandhi Marg  
New Delhi - 110001  
Tel.: 66561234 Fax : 66561270  
www.hindustantimes.com  
E-mail : corporatedept@hindustantimes.com  
CIN : L22121DL2002PLC117874

September 27, 2024

**BSE Limited**

Phiroze Jeejeebhoy Towers,  
Dalal Street

**Mumbai - 400001**

**National Stock Exchange of India Limited**

Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No. C/1, Block G

Bandra-Kurla Complex, Bandra (East)

**Mumbai- 400051**

**Scrip Code: 532662**

**Trading Symbol: HTMEDIA**

**Sub: Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') – Voting Results of 22<sup>nd</sup> Annual General Meeting held on 27<sup>th</sup> September, 2024 and Scrutinizer's Report thereon**

Dear Sir/Madam,

This is to inform that the 22<sup>nd</sup> Annual General Meeting ('AGM') of the Members of the Company was held today i.e. Friday, September 27, 2024 at 11:00 A.M. (IST) through Video Conferencing ('VC')/ Other Audio-Visual Means ('OAVM') in accordance with the, applicable provisions of the Companies Act, 2013 ('Act'), Circular(s) issued by Ministry of Corporate Affairs ('MCA') and SEBI Listing Regulations.

As per the requirements of the Act, Circulars issued by the MCA and the SEBI Listing Regulations, the Company had provided remote e-voting facility and e-voting at the AGM ('venue voting') to its Members for voting on the businesses transacted at the AGM.

In the above connection and pursuant to Regulation 44(3) of SEBI listing Regulations, please find enclosed herewith summary of voting results (*i.e. remote e-voting and venue voting*), along with Consolidated Scrutinizer's Report issued by Mr. Sanket Jain, (*Scrutinizer appointed for the AGM*), dated September 27, 2024, pursuant to Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

Further, we wish to inform that at the aforesaid AGM, Members of the Company have approved the following businesses as set forth in the notice convening the AGM, with requisite majority –

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**1. Consideration and adoption of:**

- the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024 and the report of the Board of Directors and Auditors thereon; and
  - the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024 and the report of the Auditors thereon.
2. Appointment of Shri Priyavrat Bhartia (DIN: 00020603), as a Director, who retires by rotation, and being eligible, offers himself for re-appointment.
  3. Appointment of M/s S.R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No. 301003E/E300005) as Statutory Auditors and to fix their remuneration.
  4. Re-appointment of Smt. Rashmi Verma (DIN: 01993918) as an Independent Director of the Company.
  5. Ratification of the remuneration to be paid to M/s. Ramanath Iyer & Co, Cost Accountants, the Cost Auditor of FM Radio Business of the Company for Financial Year – 2025.

The voting results along with the Scrutinizer's Report will be available on the Company's website at [www.htmedia.in](http://www.htmedia.in) and is also being made available on the website of the National Securities Depository Limited at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

This is for your information and record.

Thanking you,

Yours faithfully,

**For HT Media Limited**

**(Manhar Kapoor)**  
**Group General Counsel & Company Secretary**  
Encl.: *As above*

**SUMMARY OF VOTING RESULTS OF 22<sup>nd</sup> AGM HELD THROUGH VIDEO CONFERENCING**

Date of declaration of result- September 27<sup>th</sup>, 2024

Name of the Company	HT MEDIA LIMITED	
Date of AGM/EGM Last date of receiving Postal Ballot Form/E-voting	27 <sup>th</sup> September, 2024	
Total number of shareholders as on the cut-off date (i.e. September 20 <sup>th</sup> , 2024)	58,247	
No. of Shareholders present in the meeting either in person or through proxy	Promoters and Promoter Group	Public
	Not Applicable	
No. of Shareholders attended the meeting through Video Conferencing	Promoters and Promoter Group	Public
	1	242

ITEM NO.	1
Details of Agenda	To consider and adopt:  a) the audited standalone financial statements of the Company for the financial year ended March 31, 2024 and the report of the Board of Directors and Auditors thereon; and  b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2024 and the report of the Auditors thereon.
Resolution required	Ordinary Resolution
Whether promoter/ promoter group are interested in the agenda/ resolution?	No

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	Remote e-Voting	16,17,77,093	16,17,77,085	100.0000	16,17,77,085	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		16,17,77,093	16,17,77,085	100.0000	16,17,77,085	0	100.0000
Public Institutions	Remote e-Voting	1,38,193	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		1,38,193	0	0.0000	0	0	0.0000

<b>Public-Non Institutions</b>	Remote e-Voting		47,40,096	6.6919	47,22,993	17,103	99.6392	0.3608
	Poll	7,08,33,028	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	7,08,33,028	47,40,096	6.6919	47,22,993	17,103	99.6392	0.3608
<b>Total</b>		<b>23,27,48,314</b>	<b>16,65,17,181</b>	<b>71.5439</b>	<b>16,65,00,078</b>	<b>17,103</b>	<b>99.9897</b>	<b>0.0103</b>

<b>ITEM NO.</b>	2
<b>Details of Agenda</b>	To appoint Shri Priyavrat Bhartia (DIN : 00020603), as a Director, who retires by rotation, and being eligible, offers himself for re-appointment.
<b>Resolution required</b>	Ordinary Resolution
<b>Whether promoter/ promoter group are interested in the agenda/ resolution?</b>	No

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
<b>Promoter and Promoter Group</b>	Remote e-Voting	16,17,77,093	16,17,77,085	100.0000	16,17,77,085	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		16,17,77,093	16,17,77,085	100.0000	16,17,77,085	0	100.0000
<b>Public Institutions</b>	Remote e-Voting	1,38,193	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		1,38,193	0	0.0000	0	0	0.0000
<b>Public-Non Institutions</b>	Remote e-Voting	7,08,33,028	47,40,096	6.6919	47,07,760	32,336	99.3178	0.6822
	Poll		0	0	0	0	0	0
	<b>Total</b>		7,08,33,028	47,40,096	6.6919	47,07,760	32,336	99.3178
<b>Total</b>		<b>23,27,48,314</b>	<b>16,65,17,181</b>	<b>71.5439</b>	<b>16,64,84,845</b>	<b>32,336</b>	<b>99.9806</b>	<b>0.0194</b>

<b>ITEM NO.</b>	3
<b>Details of Agenda</b>	To appoint M/s S.R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No. 301003E/E300005) as Statutory Auditors and to fix their remuneration
<b>Resolution required</b>	Ordinary Resolution
<b>Whether promoter/ promoter group are interested in the agenda/ resolution?</b>	No

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
<b>Promoter and Promoter Group</b>	Remote e-Voting	16,17,77,093	16,17,77,085	100.0000	16,17,77,085	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		16,17,77,093	16,17,77,085	100.0000	16,17,77,085	0	100.0000
<b>Public Institutions</b>	Remote e-Voting	1,38,193	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		1,38,193	0	0.0000	0	0	0.0000
<b>Public-Non Institutions</b>	Remote e-Voting	7,08,33,028	47,40,096	6.6919	47,22,663	17,433	99.6322	0.3678
	Poll		0	0	0	0	0	0
	Total		7,08,33,028	47,40,096	6.6919	47,22,663	17,433	99.6322
<b>Total</b>		<b>23,27,48,314</b>	<b>16,65,17,181</b>	<b>71.5439</b>	<b>16,64,99,748</b>	<b>17,433</b>	<b>99.9895</b>	<b>0.0105</b>

<b>ITEM NO.</b>	4
<b>Details of Agenda</b>	Re-appointment of Smt. Rashmi Verma (DIN: 01993918) as an Independent Director of the Company
<b>Resolution required</b>	Special Resolution
<b>Whether promoter/ promoter group are interested in the agenda/ resolution?</b>	No

<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100</b>	<b>No. of Votes – in favour (4)</b>	<b>No. of Votes – against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)]* 100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)]*100</b>
<b>Promoter and Promoter Group</b>	Remote e-Voting	16,17,77,093	16,17,77,085	100.0000	16,17,77,085	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		16,17,77,093	16,17,77,085	100.0000	16,17,77,085	0	100.0000
<b>Public Institutions</b>	Remote e-Voting	1,38,193	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		1,38,193	0	0.0000	0	0	0.0000
<b>Public-Non Institutions</b>	Remote e-Voting	7,08,33,028	47,40,096	6.6919	47,12,520	27,576	99.4182	0.5818
	Poll		0	0	0	0	0	0
	Total		7,08,33,028	47,40,096	6.6919	47,12,520	27,576	99.4182
<b>Total</b>		<b>23,27,48,314</b>	<b>16,65,17,181</b>	<b>71.5439</b>	<b>16,64,89,605</b>	<b>27,576</b>	<b>99.9834</b>	<b>0.0166</b>

<b>ITEM NO.</b>	5
<b>Details of Agenda</b>	Ratification of the remuneration to be paid to M/s. Ramanath Iyer & Co, Cost Accountants, the Cost Auditor of FM Radio Business of the Company for Financial Year - 2025
<b>Resolution required</b>	Ordinary Resolution
<b>Whether promoter/ promoter group are interested in the agenda/ resolution?</b>	No

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
<b>Promoter and Promoter Group</b>	Remote e-Voting	16,17,77,093	16,17,77,085	100.0000	16,17,77,085	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		16,17,77,093	16,17,77,085	100.0000	16,17,77,085	0	100.0000
<b>Public Institutions</b>	Remote e-Voting	1,38,193	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		1,38,193	0	0.0000	0	0	0.0000
<b>Public-Non Institutions</b>	Remote e-Voting	7,08,33,028	47,40,096	6.6919	47,18,333	21,763	99.5409	0.4591
	Poll		0	0	0	0	0	0
	Total		7,08,33,028	47,40,096	6.6919	47,18,333	21,763	99.5409
<b>Total</b>		<b>23,27,48,314</b>	<b>16,65,17,181</b>	<b>71.5439</b>	<b>16,64,95,418</b>	<b>21,763</b>	<b>99.9869</b>	<b>0.0131</b>

The aforesaid resolutions as set forth in the notice convening the 22<sup>nd</sup> AGM of the Company have been passed with the requisite majority.

Yours faithfully,

**For HT Media Limited**

**(Manhar Kapoor)**  
**Group General Counsel & Company Secretary**  
**Membership No.: F5564**  
**5<sup>th</sup> Floor Lotus tower, A Block,**  
**Community Centre, New Friends Colony,**  
**New Delhi -110025**



## **CONSOLIDATED SCRUTINIZER'S REPORT**

*[Pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended from time to time]*

To,

**The Chairperson**  
**HT Media Limited [CIN: L22121DL2002PLC117874]**  
**Hindustan Times House, 18-20, Kasturba Gandhi Marg,**  
**New Delhi – 110 001**

Dear Madam,

**Subject: Consolidated Scrutinizer's Report on remote e-voting and e-voting at the 22<sup>nd</sup> Annual General Meeting of HT Media Limited conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time**

1. I, Sanket Jain (Practicing Company Secretary, C.P. No. 12583), have been appointed as the Scrutinizer by the Board of Directors of HT Media Limited ("**the Company**") vide circular resolution passed by the Board of Directors of the Company on August 21, 2024 (Wednesday) for the purpose of scrutinizing the process of voting through electronic means ("**e-voting**") on the resolution(s) as set forth in the Notice dated August 21, 2024 ("**AGM Notice**") calling the 22<sup>nd</sup> Annual General Meeting of its Equity Shareholders ("**the Meeting/ AGM**") through Video Conferencing/ Other Audio Video Means ("**VC/ OAVM**"), convened on September 27, 2024 (Friday) at 11:00 A.M. (IST) through VC/ OAVM in accordance with recent circular dated September 25, 2023 issued by the Ministry of Corporate Affairs ("**MCA Circular**") and circular dated October 07, 2023 issued by the Securities and Exchange Board of India ("**SEBI Circular**") and in compliance with the provisions of the Act and the SEBI Listing Regulations.
2. The said appointment as Scrutinizer is made in accordance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time ("**the Rules**"). As Scrutinizer, I have scrutinized:



*'SATYARAJ', BEHIND HOTEL CHANDA, CIVIL LINES, JHANSI (U.P.) – 284002*  
*E-mail: [sanketjainco@gmail.com](mailto:sanketjainco@gmail.com), [sanketjaincs@gmail.com](mailto:sanketjaincs@gmail.com)*  
*Contact No.: +91-8874888806, +91-8052244888*



- (i) Process of remote e-voting, before the AGM, using an electronic e-voting system on the dates referred to in the AGM Notice (**'remote e-voting'**); and
- (ii) Process of e-voting at the AGM (**'venue voting'**)

### **3. Management's Responsibility**

The Management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) the MCA Circulars; and (iii) the SEBI Listing Regulations relating to remote e-voting and venue voting on the resolutions set forth in the AGM Notice.

### **4. Scrutinizer's Responsibility**

My responsibility as Scrutinizer for e-voting process (i.e. remote e-voting and venue voting) is restricted to preparation of Consolidated Scrutinizer's Report of the votes cast on the resolutions set forth in the AGM Notice, based on the reports generated from the e-voting system provided by National Securities Depository Limited ("**NSDL**"), the Agency engaged by the Company to provide e-voting facility and documents furnished to me electronically by the Company and/ or NSDL for verification and issuance of this report.

### **5. Dispatch of Notice convening the AGM**

The Company, through NSDL, had completed dispatch of the Notice of the AGM along with Annual Report for FY-24 to Equity Shareholders of the Company on September 3, 2024 (Tuesday). The Notice of the Meeting was also made available on the website of the Company viz. [www.htmedia.in](http://www.htmedia.in) and website of the stock exchanges i.e., BSE Limited and National Stock Exchange of India Limited ([www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com)).

The Company had published advertisements in "Mint" (English) and "Hindustan" (Hindi) on September 4, 2024 (Wednesday) regarding completion of dispatch of AGM Notice along with Annual Report for FY-24 to shareholders specifying the date & time of the AGM, availability of the notice on the website of the Company and Stock Exchanges, manner of registration of email ids by the Members (both physical and demat) who are yet to register their email ids with the Company/Depository Participant/Registrar and Transfer Agent, manner of voting through remote e-voting or venue voting etc.

The Company, through NSDL, also completed dispatch of Notice of AGM and the Annual Report for FY-24 on September 23, 2024 (Monday) to the Equity Shareholders of the Company who had acquired shares/registered email ids post the cut-off date for sending of Annual Report.

### **6. Cut-off date**

The Equity Shareholders of the Company as on the 'cut-off' date, as set forth in the AGM Notice, i.e., September 20, 2024 (Friday) were entitled to vote on the resolutions (item nos. 1 to 5 as set forth in the AGM Notice) and their voting rights were in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date. As on cut-off date, there were 58,247 shareholders of the



Company and the total paid-up share capital of the Company was Rs. 46,54,96,628/- (Rupees Forty Six Crores Fifty Four Lakhs Ninety Six Thousand Six Hundred and Twenty Eight only) divided into 23,27,48,314 (Twenty Three Crores Twenty Seven Lakhs Forty Eight Thousand Three Hundred and Fourteen) Equity Shares of Rs.2/- each.

#### 7. Remote e-voting process

- i. The remote e-voting period commenced from 9.00 A.M. (Server time) on September 23, 2024 (Monday) and ended at 5.00 P.M. (Server time) on September 26, 2024 (Thursday) on the designated website URL: <https://www.evoting.nsdl.com> via e-voting facility of NSDL.
- ii. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on September 20, 2024 (Friday) were only entitled to vote on proposed resolutions (Item Nos. 1 to 5 as set forth in the AGM Notice of the Company) by remote e-voting.
- iii. On September 27, 2024 (Friday), after the conclusion of the AGM and post counting of Venue voting, event was unblocked by me.

#### 8. E-voting process at the AGM i.e. Venue Voting

After declaration of voting by the Chairman, the members present at the AGM through VC/OAVM and who had not voted on remote e-voting, voted through e-voting facility provided by NSDL at the AGM.

#### 9. Counting Process

- i. The e-votes were unblocked on September 27, 2024 (Friday) after the conclusion of the AGM in the presence of two witnesses, who are not in the employment of the Company, viz., Mr. Pratham Gupta and Mr. Ashish Gupta, before they were counted.

**Mr. Pratham Gupta**

**Mr. Ashish Gupta**

- ii. Thereafter, the details containing, *inter-alia*, the list of Equity Shareholders who voted "in favour" or "against" on each of the resolutions that was put to vote, were generated from the e-voting website of NSDL, i.e., <https://www.evoting.nsdl.com>
- iii. The e-voting system was scrutinized on test check basis. The e-votes were reconciled with the records maintained by the Company/ NSDL and the authorizations lodged with the Company/ NSDL on test check basis.

#### 10. Outcome of remote e-voting and venue voting

All the resolutions as set forth in the AGM Notice were passed with requisite majority.

I hereby submit the Consolidated Scrutinizer's Report on the results of the remote e-voting and Venue voting on all the resolutions as set forth in the AGM Notice as under:



## ORDINARY BUSINESS

### RESOLUTION NO.1 – ORDINARY RESOLUTION

To consider and adopt:

- a) the audited standalone financial statements of the Company for the financial year ended March 31, 2024 and the report of the Board of Directors and Auditors thereon; and
- b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2024 and the Report of the Auditors thereon

#### **I. Voted in favour of the resolution (out of valid votes cast):**

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(A) Remote e-voting	501	16,65,00,074	99.9897
(B) Venue voting	2	4	0.0000
<b>Total (A+B)</b>	<b>503</b>	<b>16,65,00,078</b>	<b>99.9897</b>

#### **II. Voted against the resolution (out of valid votes cast):**

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(A) Remote e-voting	29	17,103	0.0103
(B) Venue voting	0	0	0.0000
<b>Total (A+B)</b>	<b>29</b>	<b>17,103</b>	<b>0.0103</b>

Therefore, the Resolution in Item No.1 has been approved with requisite majority.

### RESOLUTION NO.2 - ORDINARY RESOLUTION

To appoint Shri Priyavrat Bhartia (DIN: 00020603) as a Director, who retires by rotation and, being eligible, offers himself for re-appointment.

#### **I. Voted in favour of the resolution (out of valid votes cast):**

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(A) Remote e-voting	494	16,64,84,841	99.9806
(B) Venue voting	2	4	0.0000
<b>Total (A+B)</b>	<b>496</b>	<b>16,64,84,845</b>	<b>99.9806</b>

#### **II. Voted against the resolution (out of valid votes cast):**

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(A) Remote e-voting	36	32,336	0.0194
(B) Venue voting	0	0	0.0000
<b>Total (A+B)</b>	<b>36</b>	<b>32,336</b>	<b>0.0194</b>

Therefore, the Resolution in Item No.2 has been approved with requisite majority.



### RESOLUTION NO.3 – ORDINARY RESOLUTION

To appoint M/s S.R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No. 301003E/E300005) as Statutory Auditors and to fix their remuneration

#### **I. Voted in favour of the resolution (out of valid votes cast):**

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(A) Remote e-voting	499	16,64,99,744	99.9895
(B) Venue voting	2	4	0.0000
<b>Total (A+B)</b>	<b>501</b>	<b>16,64,99,748</b>	<b>99.9895</b>

#### **II. Voted against the resolution (out of valid votes cast):**

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(A) Remote e-voting	31	17,433	0.0105
(B) Venue voting	0	0	0.0000
<b>Total (A+B)</b>	<b>31</b>	<b>17,433</b>	<b>0.0105</b>

Therefore, the Resolution in Item No.3 has been approved with requisite majority.

### SPECIAL BUSINESS

### RESOLUTION NO.4 – SPECIAL RESOLUTION

Re-appointment of Smt. Rashmi Verma (DIN: 01993918) as an Independent Director of the Company

#### **I. Voted in favour of the resolution (out of valid votes cast):**

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(A) Remote e-voting	495	16,64,89,601	99.9834
(B) Venue voting	2	4	0.0000
<b>Total (A+B)</b>	<b>497</b>	<b>16,64,89,605</b>	<b>99.9834</b>

#### **II. Voted against the resolution (out of valid votes cast):**

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(A) Remote e-voting	35	27,576	0.0166
(B) Venue voting	0	0	0.0000
<b>Total (A+B)</b>	<b>35</b>	<b>27,576</b>	<b>0.0166</b>

Therefore, the Resolution in Item No.4 has been approved with requisite majority.



**RESOLUTION NO.5 – ORDINARY RESOLUTION**

**Ratification of the remuneration to be paid to M/s. Ramanath Iyer & Co, Cost Accountants, the Cost Auditor of FM Radio Business of the Company for Financial Year - 2025**

**I. Voted in favour of the resolution (out of valid votes cast):**

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(A) Remote e-voting	496	16,64,95,414	99.9869
(B) Venue voting	2	4	0.0000
<b>Total (A+B)</b>	<b>498</b>	<b>16,64,95,418</b>	<b>99.9869</b>

**II. Voted against the resolution (out of valid votes cast):**

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(A) Remote e-voting	34	21,763	0.0131
(B) Venue voting	0	0	0.0000
<b>Total (A+B)</b>	<b>34</b>	<b>21,763</b>	<b>0.0131</b>

*Therefore, the Resolution in Item No.5 has been approved with requisite majority.*

11. The electronic data and all other relevant records relating to e-voting process shall remain in my safe custody until the Chairperson considers, approves and signs the Minutes of the AGM and thereafter, the same shall be handed over to the Company Secretary for safe keeping.

12. This report is issued in accordance with the terms of the Engagement Letter.

Yours Faithfully,

**For M/s Sanket Jain & Co.**

**Company Secretaries**

**Firm Registration No. S2013UP231400**

**Peer Review No. 2262/2022**



**Sanket Jain  
(Proprietor)**

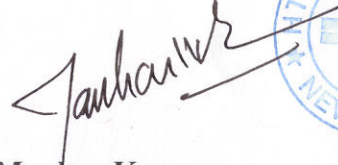
**ACS: 26531, C.P. No.: 12583**

**UDIN: A026531F001337821**



**COUNTERSIGNED BY:**

**For HT Media Limited**



**Manhar Kapoor**

**(Group General Counsel & Company Secretary)**

**Authorised by the Chairperson**

**M. No.: F5564**



**Date: 27.09.2024**

**Place: New Delhi**

**Date: 27.09.2024**

**Place: New Delhi**