

Auditors' Report which have any adverse effect on the functioning of the Company, the Auditors' Report was not required to be read.

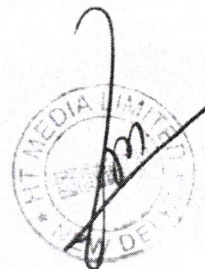
The Company Secretary apprised the members present that the applicable provisions of the Companies Act, 2013 and rules notified thereunder have come into effect from 1st April, 2014 and therefore, the proceedings of this AGM shall be conducted in accordance with the provisions of the Companies Act, 2013.

The Company Secretary also apprised the members that in compliance with the provisions of Section 108 of the Companies Act, 2013 & Rule 20 of the Companies (Management & Administration) Rules, 2014 and Clause 35B of the Listing Agreement with Stock Exchanges, the Company has extended to its members (holding shares either in physical or in demat form) the facility to exercise their right to vote on all the items set-out in the notice dated 14th August, 2014, convening this AGM -

- by electronic means, in proportion to their shareholding as on the cut-off date i.e. 1st August, 2014 (Friday); and
- after the conclusion of this meeting, through ballot forms in a Poll at the venue of this AGM, in proportion to their shareholding, to those members present in person and through proxies, who did not have access to e-voting or who did not cast their vote by e-voting.

and therefore, no resolution will be passed in the AGM by show of hands.

The members were also informed that e-voting facility was available from 10th September, 2014 (0930 hours onwards hosting Server time) till 12th September, 2014 (till 1730 hours hosting Server time). Shri N.C. Khanna, Practising Company Secretary was appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner who has submitted his report on the electronic voting, to the Chairman at the AGM.



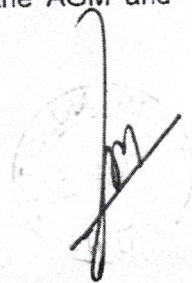
The members present were apprised that those who have not cast their vote through e-voting, may cast their vote on ballot paper on Poll on all the resolutions of ordinary and special businesses set out in item nos. 1 to 12 of the notice convening this AGM, which would be conducted after conclusion of the meeting. Shri N.C. Khanna (DP & Client Id. IN300206/10914480) and Shri Arun Kumar Soni (DP & Client Id. IN300644/10147035), members of the Company and also the Practising Company Secretaries, were appointed as Scrutinizers to scrutinize the Poll process and votes cast on the Poll.

Thereafter, Shri Dinesh Mittal, Group General Counsel & Company Secretary invited members present (other than those present through proxies) to ask questions on the operations and performance of the Company. The queries of the Members were suitably replied by the management team. Some suggestions given by the members were also noted by the management.

The Chairman then formally ordered Poll on all the resolutions of ordinary and special businesses set out in item nos. 1 to 12 of the notice convening the AGM. The Chairman requested members and proxies present, who have not voted electronically, to participate in the Poll to be taken immediately after the closure of the meeting at the same venue. The poll process, including manner of casting of vote, was explained in detail to the members and proxies present at the AGM.

The Chairman declared that on receipt of the Scrutinizers' report on the Poll to be conducted after the AGM, the combined results of the votes cast through e-voting and Poll taken at the AGM on all resolutions, once finalized, shall be declared on or before 18th September, 2014. The voting results will be hosted on the Company's website viz. www.htmedia.in and intimated to the Stock exchanges (i.e. NSE and BSE).

The Chairman thanked the members present for their participation in the AGM and declared that the AGM stands concluded.

A handwritten signature in black ink is written over a circular stamp. The signature is stylized and appears to be 'J. M.' or similar. The stamp is faint and circular, with some illegible text inside.