



HT Media Limited
Regd. Office : Hindustan Times House
18-20, Kasturba Gandhi Marg
New Delhi - 110 001
Tel.: 66561234 Fax : 66561270
www.hindustantimes.com

Ref: HTML/CS/02/2012

13-10-2012

The Listing Department
Bombay Stock Exchange 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,

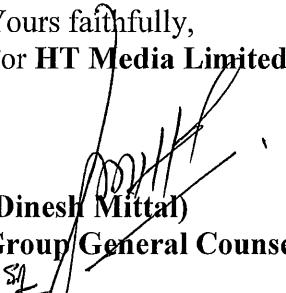
Re: Un-audited Standalone and Consolidated Financial Results and Limited Review Report for the quarter/ half-year ended 30th September, 2012

In terms of requirements of Clause 41 of the Listing Agreement, please find enclosed:-

- i) the Un-audited Standalone and Consolidated Financial Results for the quarter/ half year ended on 30th September, 2012, in the prescribed format which were approved and taken on record by the Board of Directors in its meeting held today i.e. 13th October, 2012, and
- ii) Limited Review Report of M/s S.R. Batliboi & Co., Chartered Accountants, the Statutory Auditors of the Company.

Thanking you,

Yours faithfully,
For **HT Media Limited**


(Dinesh Mittal)
Group General Counsel & Company Secretary

Encl: As above



HT Media Limited
Registered Office: Hindustan Times House, 18-20, Kasturba Gandhi Marg, New Delhi - 110001, India
Statement of Consolidated Un-audited Results for the Quarter Ended September 30, 2012

PART I		(Rs. in Lacs)				
S.N.	Particulars	Three months ended			Six months ended	
		30.09.2012 (Un-audited)	30.06.2012 (Un-audited)	30.09.2011 (Un-audited)	30.09.2012 (Un-audited)	30.09.2011 (Un-audited)
						31.03.2012 (Audited)
1	Income from operations					
	a) Net Sales/Income from Operations	50,093	48,327	48,127	98,420	1,97,199
	b) Other Operating Income	981	661	764	1,642	2,946
	Total Income from operations(net)	51,074	48,988	48,891	1,00,062	2,00,145
2	Expenses					
	a) Cost of materials consumed	19,525	17,618	18,053	37,143	72,624
	b) Purchases of stock-in-trade	-	-	-	-	-
	c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	(34)	159	190	125	(264)
	d) Employee benefits expense	10,341	9,165	8,492	19,506	35,619
	e) Depreciation and amortisation expense	2,421	2,201	2,328	4,622	9,155
	f) Other expense	15,591	15,361	15,133	30,952	63,480
	Total Expense	47,844	44,504	44,196	92,348	1,80,614
3	Profit from Operations before other income, finance costs and exceptional items (1-2)	3,230	4,484	4,695	7,714	19,531
4	Other Income	2,438	2,093	2,300	4,531	7,502
5	Profit from ordinary activities before finance costs and exceptional items (3+4)	5,668	6,577	6,995	12,245	27,033
5 a	Profit from ordinary activities before finance costs, depreciation and amortisation expenses & exceptional items (EBITDA) (5+2e)	8,089	8,778	9,323	16,867	36,188
6	Finance Costs	979	1,032	900	2,011	3,624
7	Profit from ordinary activities after finance costs but before exceptional items(5-6)	4,689	5,545	6,095	10,234	23,409
8	Exceptional Items	-	-	-	-	-
9	Profit from Ordinary Activities before Tax (7+8)	4,689	5,545	6,095	10,234	23,409
10	Tax Expense	1,066	1,285	1,406	2,351	6,256
11	Net Profit from Ordinary Activities after Tax (9-10)	3,623	4,260	4,689	7,883	17,153
12	Extraordinary Items (Net of Tax Expenses)	-	-	-	-	-
13	Net Profit/(loss) for the period (11-12)	3,623	4,260	4,689	7,883	17,153
14	Share of profit/ (loss) of associates	-	-	-	-	-
15	Minority Interest	292	195	305	487	604
16	Net Profit after taxes, minority interest and share of profit/(loss) of associates (13-14-15)	3,331	4,065	4,384	7,396	16,549
17	Paid-up Equity Share Capital (Face value - Rs. 2 per share)	4,700	4,700	4,700	4,700	4,700
18	Reserves excluding Revaluation Reserve as per balance sheet of previous accounting year					1,40,003
19.i	Earnings per share (before extraordinary items) (of Rs 2/- each)	Not Annualised	Not Annualised	Not Annualised	Not Annualised	Not Annualised
	(a) Basic	1.42	1.73	1.87	3.15	4.06
	(b) Diluted	1.42	1.73	1.87	3.15	4.06
19.ii	Earnings per share (after extraordinary items) (of Rs 2 /- each)	Not Annualised	Not Annualised	Not Annualised	Not Annualised	Not Annualised
	(a) Basic	1.42	1.73	1.87	3.15	4.06
	(b) Diluted	1.42	1.73	1.87	3.15	4.06

PART II							
Select Information for the quarter ended September 30, 2012							
S.N.	Particulars	Three months ended			Six months ended		Year ended
		30.09.2012	30.06.2012	30.09.2011	30.09.2012	30.09.2011	31.03.2012
A	PARTICULARS OF SHAREHOLDING						
1	Public Shareholding						
	Number of shares	7,32,43,945	7,32,43,945	7,32,43,945	7,32,43,945	7,32,43,945	7,32,43,945
	Percentage of shareholding	31.16%	31.16%	31.16%	31.16%	31.16%	31.16%
2	Promoters and Promoter Group Shareholding						
	a) Pledge / Encumbered						
	Number of Shares	Nil	Nil	Nil	Nil	Nil	Nil
	Percentage of Shares (As a % of the total shareholding of Promoter and Promoter group)	NA	NA	NA	NA	NA	NA
	Percentage of Shares (As a % of total share capital of the Company)	NA	NA	NA	NA	NA	NA
	b) Non Encumbered						
	Number of Shares	16,17,77,090	16,17,77,090	16,17,77,090	16,17,77,090	16,17,77,090	16,17,77,090
	Percentage of Shares (As a % of the total shareholding of Promoter and Promoter group)	100%	100%	100%	100%	100%	100%
	Percentage of Shares (As a % of the total share capital of the company)	68.84%	68.84%	68.84%	68.84%	68.84%	68.84%

Particulars	Three months ended 30.09.2012
B	
INVESTOR COMPLAINTS	
Pending at the beginning of the quarter	Nil
Received during the quarter	4
Disposed of during the quarter	4
Remaining unresolved at the end of the quarter	Nil

Notes :

- 1 The financial results of following entities have been consolidated with the financial results of HT Media Limited (Parent Company), hereinafter referred to as "the Group":

Subsidiaries

Hindustan Media Ventures Limited (HMVL)
 HT Music and Entertainment Company Limited (HT Music)
 HT Digital Media Holdings Limited (HT Digital)
 Firefly e-Ventures Limited (Firefly)
 HT Burda Media Limited (HT Burda)
 HT Mobile Solutions Limited (HT Mobile)
 HT Overseas Pte. Ltd., Singapore (HT Overseas)
 HT Learning Centres Limited (HT Learning)
 HT Education Limited (HT Education)
 HT Global Education (HT Global), a Company licenced under Section 25 of the Companies Act,1956
 ED World Private Limited (ED World)

Joint Venture (JV)

India Education Services Private Limited (IESPL)

- 2 The un-audited Consolidated Financial results for the Quarter ended September 30, 2012 are prepared in accordance with the requirements of Accounting Standard - 21 and 27 as notified by Companies (Accounting Standard) Rules, 2006, as amended. The auditors have conducted the Limited Review of financial results for the Quarter ended September 30, 2012 and these results have been reviewed by the Audit Committee and taken on record by the Board of Directors of Parent Company at the meeting held on October 13, 2012.

- 3 During the quarter, the Parent Company has made the following investments in Subsidiaries :

- Rs. 310 Lacs in Compulsorily Convertible Debentures of HT Digital. Further, 6 lacs Compulsorily Convertible Debentures of Rs. 100/- each held by the Company in HT Digital, were converted into 60 lacs Equity Shares of Rs.10/- each of HT Digital as per terms of issue of the said debentures.
- Rs.250 Lacs in HT Mobile by way of Inter Corporate Deposit, out of which Rs.150 Lacs was repaid during the quarter itself.
- Rs.850 Lacs in Firefly by way of Inter Corporate Deposit.

- 4 Provision for Tax includes Current Tax Expense and Deferred Tax Charge/(Credit).

- 5 Details of Employee Stock Option for the quarter ended September 30, 2012 are as follows :

- a) For Parent Company: Under i) HTML Employee Stock Option Scheme - 2009 No options were granted, vested, exercised or forfeited. ii) HTML Employee Stock Option Scheme -2007 No options were granted, vested or exercised, 79,885 options were forfeited, and iii) HTML Employee Stock Option Scheme -2005 No options were granted, vested, exercised or forfeited.
- b) For Firefly : Under the Employee Stock Option Plan-2009, No options were granted, vested or exercised and 169,600 options were forfeited.
- c) For HMVL : Under the HT Group Companies- Employee Stock Option Trust Scheme of the Parent company- No options were granted, vested, exercised or forfeited.

- 6 Response to Auditor's qualifications in the Limited Review Report on consolidated financial results for the quarter ended September 30, 2012 and in the Audit Report on consolidated financial statements for the year ended March 31, 2012 :

(i) During the current quarter, Firefly, HT Mobile, HT Music, HT Burda, HT Learning and IESPL have recognised deferred tax assets (net) of Rs. 331 lacs, Rs 22 lacs, Rs. Nil, Rs. 183 lacs, Rs. 31 lacs and Rs. 11 lacs (proportion of Group in JV) respectively. Total deferred tax assets (net) as at September 30, 2012 as recognised by Firefly, HT Mobile, HT Music, HT Burda, HT Learning and IESPL are Rs. 6,484 lacs, Rs. 232 lacs, Rs 8 lacs, Rs. 2,017 lacs, Rs. 511 lacs and Rs. 11 lacs (proportion of Group in JV) respectively. The Limited Review Reports on the unaudited consolidated results for the quarter ended September 30, 2012 has highlighted the qualification related to deferred tax assets recognition as of that date.

(ii) The Limited Review Reports on the unaudited consolidated results for the quarter ended June 30, 2012 and the auditors report to the consolidated financial statements for the year ended March 31, 2012 have highlighted the qualification related to deferred tax assets recognised for Firefly, HT Mobile, HT Music, HT Burda and HT Learning.

Management response to (i) and (ii) above:

Management is confident that subsequent realisation of the Deferred Tax Assets recognised by the above companies is virtually certain in the near future, based on the future projections and existing business model of the respective companies.

- 7 The Board of Directors of the Parent Company and Firefly accorded 'in-principal' approval to a Scheme of Arrangement and Restructuring u/s 391-394 read with Sections 100-104 of the Companies Act, 1956, between Firefly and the Parent Company (the Scheme), subject to requisite approval(s) and sanction by the Hon'ble Delhi High Court. The Scheme, inter-alia, provides for demerger of Job Portal business of Firefly and transfer and vesting thereof into the Parent Company w.e.f. from April 1, 2012 (the Appointed Date). The Scheme has been approved by the Board/committee of Directors of both the Companies, and BSE & NSE have given their 'no-objection' to the same under clause 24(f) of the Listing Agreement. Further, pursuant to an order dated 30th May, 2012 of the Hon'ble Delhi High Court, meetings of Equity Shareholders, Secured and Unsecured Creditors of the Parent Company and Unsecured Creditors of Firefly, were convened wherein the Scheme has been approved with requisite majority.

During the quarter, the Petition seeking sanction of the Scheme was filed by the Parent Company and Firefly with the Hon'ble Delhi High Court, and the same has been listed for hearing on 23rd November, 2012. Pending sanction, the impact of the Scheme has not been taken in the financial statements of the Parent Company and Firefly for the quarter ended on 30th September, 2012.

- 8 The Un-audited standalone financial results of the Parent Company for the quarter ended September 30, 2012 have been filed with the Stock Exchanges where the Parent Company's shares are listed and are available on Company's website "www.htmmedia.in". The key standalone financial information for the quarter are as under:

Particulars	Three months ended			Six months ended		(Rs. in lacs)
	30.09.2012	30.06.2012	30.09.2011	30.09.2012	30.09.2011	Year ended
	(Un-audited)	(Un-audited)	(Un-audited)	(Un-audited)	(Un-audited)	31.03.2012 (Audited)
Total Operating Revenue	33,493	30,995	31,093	64,488	63,930	1,31,914
Profit Before Tax	4,291	4,866	4,693	9,157	12,168	21,803
Profit After Tax	3,374	3,677	3,563	7,051	8,844	15,982

- 9 Previous period's/year's figure have been regrouped/reclassified where necessary, to correspond with those of the current quarter's classification for disclosure as per the revised format set out in clause 41 which corresponds to the revised Schedule VI of the Companies' Act, 1956.

- 10 The CEO and CFO certificate in respect of the above results in terms of Clause 41 of the Listing Agreement has been placed before the Board of Directors.

11 Statement of Consolidated Assets and Liabilities as at September 30, 2012

(Rs in lacs)

Particulars	As at 30.09.2012 (Un-audited)	As at 30.09.2011 (Un-audited)	As at 31.3.2012 (Audited)
A EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	4,700	4,700	4,700
(b) Reserves and surplus	1,47,127	1,34,478	1,40,003
Sub-total - Shareholders' funds	1,51,827	1,39,178	1,44,703
2 Minority interest	13,888	13,450	13,603
3 Non-current liabilities			
(a) Long-term borrowings	10,458	7,675	7,121
(b) Deferred tax liabilities (net)	4,195	4,869	4,600
(c) Other long-term liabilities	266	499	413
(d) Long-term provisions	371	522	419
Sub-total - Non-current liabilities	15,290	13,565	12,553
4 Current liabilities			
(a) Short-term borrowings	43,980	36,646	27,501
(b) Trade payables	32,706	30,386	32,238
(c) Other current liabilities	29,485	26,871	28,384
(d) Short-term provisions	714	652	2,028
Sub-total - Current liabilities	1,06,885	94,555	90,151
TOTAL - EQUITY AND LIABILITIES	2,87,890	2,60,748	2,61,010
B ASSETS			
1 Non-current assets			
(a) Fixed assets	77,063	80,079	80,363
(b) Goodwill on consolidation	240	238	240
(c) Non-current investments	48,905	25,115	37,368
(d) Deferred tax assets (net)	9,263	6,933	8,073
(e) Long-term loans and advances	8,884	6,647	6,206
(f) Other non-current assets	3,015	745	2,311
Sub-total - Non-current assets	1,47,370	1,19,757	1,34,561
2 Current assets			
(a) Current investments	48,398	57,950	45,827
(b) Inventories	19,516	18,561	18,190
(c) Trade receivables	33,542	32,727	27,571
(d) Cash and cash equivalents	16,640	9,456	15,707
(e) Short-term loans and advances	17,667	17,331	16,991
(f) Other current assets	4,757	4,966	2,163
Sub-total - Current assets	1,40,520	1,40,991	1,26,449
TOTAL - ASSETS	2,87,890	2,60,748	2,61,010

Note:

The disclosure is per Clause 41(V)(h) of the Listing Agreement and is in line with revised Schedule VI of the Companies Act, 1956 revising the disclosure and presentation of assets and liabilities.

Particulars	Three Months Ended			Six months ended		Year Ended
	30.9.2012	30.6.2012	30.9.2011	30.09.2012	30.09.2011	31.3.2012
	(Unaudited)	(Unaudited)	(Unaudited)	(Un-audited)	(Un-audited)	(Audited)
1 Segment Revenue						
a) Printing & Publishing of Newspapers & Periodicals	47,918	46,063	46,486	93,981	92,945	1,88,534
b) Radio Broadcast & Entertainment	1,992	1,860	1,573	3,852	3,722	7,419
c) Digital	1,331	1,206	981	2,537	1,837	4,361
d) Unallocated	307	83	40	390	103	573
Total	51,548	49,212	49,080	1,00,760	98,607	2,00,887
Less : Inter Segment Revenue	(474)	(224)	(189)	(698)	(265)	(742)
Net Sales/Income from Operations	51,074	48,988	48,891	1,00,062	98,342	2,00,145
2 Segment Results Profit/(loss) before Tax and interest from each segment						
a) Printing & Publishing of Newspapers & Periodicals	4,824	6,326	7,312	11,150	16,214	28,221
b) Radio Broadcast & Entertainment	238	145	(454)	383	(199)	(438)
c) Digital	(997)	(1,171)	(1,078)	(2,168)	(2,276)	(4,005)
d) Unallocated	(835)	(816)	(1,085)	(1,651)	(2,187)	(4,247)
Total (A)	3,230	4,484	4,695	7,714	11,552	19,531
Less: i) Finance Cost (B)	979	1,032	900	2,011	1,527	3,624
ii) Exceptional Item (Net) (C)	-	-	-	-	-	-
Add: Other Income (D)	2,438	2,093	2,300	4,531	3,894	7,502
Profit Before Taxation(A-B-C+D)	4,689	5,545	6,095	10,234	13,919	23,409
3 Capital Employed (Segment Assets - Segment Liabilities)						
a) Printing & Publishing of Newspapers & Periodicals	58,784	55,762	73,865	58,784	73,865	53,596
b) Radio Broadcast & Entertainment	7,461	7,483	8,327	7,461	8,327	7,624
c) Digital	(105)	(110)	(425)	(105)	(425)	68
d) Unallocated	99,575	99,243	70,861	99,575	70,861	97,018
Total	1,65,715	1,62,378	1,52,628	1,65,715	1,52,628	1,58,306

Note

- a) Unallocated includes figures relating to Segments which do not meet criteria of Reportable Segment as per Accounting Standard 17- Segment Reporting notified by Company (Accounting Standards) Rules, 2006.
- b) Previous period's/year's figure have been regrouped/reclassified where necessary to conform to this quarter's classification.

For and on behalf of the Board of Directors

New Delhi
October 13, 2012

Shobhana Bhartia
Chairperson & Editorial Director



HT Media Limited
Registered Office: Hindustan Times House, 18-20, Kasturba Gandhi Marg, New Delhi - 110001, India
Statement of Standalone Unaudited Results for the Quarter Ended September 30, 2012

PART I							(Rs. in lacs)
Sl. No.	Particulars	30.09.2012 (Un-audited)	30.06.2012 (Un-audited)	30.09.2011 (Un-audited)	30.09.2012 (Un-audited)	30.09.2011 (Un-audited)	31.03.2012 (Audited)
1	Income from operations						
	a) Net Sales/Income from Operations	32,967	30,700	30,824	63,667	63,377	130,444
	b) Other Operating Income	526	295	269	821	553	1,470
	Total Income from operations	33,493	30,995	31,093	64,488	63,930	131,914
2	Expenses						
	a) Cost of materials consumed	11,967	9,544	10,067	21,511	19,659	40,130
	b) Purchases of stock-in-trade	-	-	-	-	-	-
	c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	(5)	(9)	(12)	(14)	(17)	1
	d) Employee benefits expense	7,201	6,311	5,909	13,512	12,099	24,723
	e) Depreciation and amortisation expense	1,549	1,382	1,583	2,931	2,973	6,030
	f) Other expense	10,378	9,718	10,105	20,096	19,620	43,192
	Total Expense	31,090	26,946	27,652	58,036	54,334	114,076
3	Profit from Operations before other Income, finance costs and exceptional items (1-2)	2,403	4,049	3,441	6,452	9,596	17,838
4	Other Income	2,589	1,575	1,952	4,164	3,799	6,823
5	Profit from ordinary activities before finance costs and exceptional items (3+4)	4,992	5,624	5,393	10,616	13,395	24,661
5 a	Profit from ordinary activities before finance costs, depreciation and amortisation expenses & exceptional items (EBITDA) (5+2e)	6,541	7,006	6,976	13,547	16,368	30,691
6	Finance Costs	701	758	700	1,459	1,227	2,858
7	Profit from ordinary activities after finance costs but before exceptional items(5-6)	4,291	4,866	4,693	9,157	12,168	21,803
8	Exceptional Items	-	-	-	-	-	-
9	Profit from Ordinary Activities before Tax (7+8)	4,291	4,866	4,693	9,157	12,168	21,803
10	Tax Expense	917	1,189	1,130	2,106	3,324	5,821
11	Net Profit from Ordinary Activities after Tax (9-10)	3,374	3,677	3,563	7,051	8,844	15,982
12	Extraordinary Items (Net of Tax Expenses)	-	-	-	-	-	-
13	Net Profit/(loss) for the period (11-12)	3,374	3,677	3,563	7,051	8,844	15,982
14	Paid-up Equity Share Capital (Face value - Rs. 2 per share)	4,700	4,700	4,700	4,700	4,700	4,700
15	Reserves excluding Revaluation Reserve as per balance sheet of previous accounting year						126,318
16.i	Earnings per share (before extraordinary items) (of Rs 2/- each)	Not Annualised	Not Annualised	Not Annualised	Not Annualised	Not Annualised	
	(a) Basic	1.44	1.56	1.52	3.00	3.76	6.80
	(b) Diluted	1.44	1.56	1.52	3.00	3.76	6.80
16.ii	Earnings per share (after extraordinary items) (of Rs 2/- each)	Not Annualised	Not Annualised	Not Annualised	Not Annualised	Not Annualised	
	(a) Basic	1.44	1.56	1.52	3.00	3.76	6.80
	(b) Diluted	1.44	1.56	1.52	3.00	3.76	6.80

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PART II							
Select Information for the Quarter Ended September 30, 2012							
Sl. No.	Particulars	Three Months Ended			Six Months Ended		Year Ended
		30.09.2012	30.06.2012	30.09.2011	30.09.2012	30.09.2011	31.03.2012
A	Particulars of Shareholding						
1	Public Shareholding						
	Number of shares	73,243,945	73,243,945	73,243,945	73,243,945	73,243,945	73,243,945
	Percentage of shareholding	31.16%	31.16%	31.16%	31.16%	31.16%	31.16%
2	Promoters and Promoter Group Shareholding						
	a) Pledge / Encumbered						
	Number of Shares	Nil	Nil	Nil	Nil	Nil	Nil
	Percentage of Shares (as a % of the total shareholding of Promoter and Promoter group)	NA	NA	NA	NA	NA	NA
	Percentage of Shares (as a % of total share capital of the Company)	NA	NA	NA	NA	NA	NA
	b) Non Encumbered						
	Number of Shares	161,777,090	161,777,090	161,777,090	161,777,090	161,777,090	161,777,090
	Percentage of Shares (as a % of the total shareholding of Promoter and Promoter group)	100%	100%	100%	100%	100%	100%
	Percentage of Shares (as a % of the total share capital of the company)	68.84%	68.84%	68.84%	68.84%	68.84%	68.84%
B	Particulars	Three months ended 30.09.2012					
	INVESTOR COMPLAINTS						
	Pending at the beginning of the quarter		Nil				
	Received during the quarter		4				
	Disposed of during the quarter		4				
	Remaining unresolved at the end of the quarter		Nil				

Notes :

- The above results have been reviewed by the Audit Committee and approved by the Board of Directors at its meeting held on October 13, 2012.
- During the quarter, the Company has made the following investments in Subsidiaries :
 - Rs. 310 Lacs in Compulsorily Convertible Debentures of HT Digital Media Holdings Limited (HT Digital). Further, 6 lacs Compulsorily Convertible Debentures of Rs. 100/- each held by the Company in HT Digital, were converted into 60 lacs Equity Shares of Rs.10/- each of HT Digital as per terms of issue of the said debentures.
 - Rs.250 Lacs in HT Mobile Solutions Limited by way of Inter Corporate Deposit, out of which Rs.150 Lacs was repaid during the quarter itself
 - Rs.850 Lacs in Firefly e-Ventures Limited by way of Inter Corporate Deposit
- Provision for Tax includes Current Tax Expense and Deferred Tax Charge/(Credit). This includes tax charge of Rs. 2.93 lacs (net of deferred tax credit) relating to earlier year.
- Employee Stock Option details of the Company for the quarter ended September 30, 2012 are as follows:
 - HTML Employee Stock Option Scheme – 2009, No options were granted, vested, exercised or forfeited.
 - HTML Employee Stock Option Scheme – 2007, No options were granted, vested or exercised and 79,885 options were forfeited, and
 - HTML Employee Stock Option Scheme – 2005, No options were granted, vested, exercised or forfeited.
- The Board of Directors of the Company and Firefly e- Ventures Limited (FEVL) , a subsidiary Company , accorded 'in-principal' approval to a Scheme of Arrangement and Restructuring u/s 391-394 read with Sections 100-104 of the Companies Act, 1956, between FEVL and the Company (the Scheme), subject to requisite approval(s) and sanction by the Hon'ble Delhi High Court. The Scheme, inter-alia, provides for demerger of Job Portal business of FEVL and transfer and vesting thereof into the Company w.e.f. from April 1, 2012 (the Appointed Date). The Scheme has been approved by the Board/committee of Directors of both the Companies, and BSE & NSE have given their 'no-objection' to the same under clause 24(f) of the Listing Agreement. Further, pursuant to an order dated 30th May, 2012 of the Hon'ble Delhi High Court, meetings of Equity Shareholders, Secured and Unsecured Creditors of the Company and Unsecured Creditors of FEVL, were convened wherein the Scheme has been approved with requisite majority.

During the quarter, the Petition seeking sanction of the Scheme was filed by the Company and FEVL with the Hon'ble Delhi High Court, and the same has been listed for hearing on 23rd November, 2012. Pending sanction, the impact of the Scheme has not been taken in the financial statements of the Company and FEVL for the quarter ended on 30th September, 2012.
- Previous period's/year's figure have been regrouped/reclassified wherever necessary, to correspond with those of the current period's/year's classification for disclosure as per the revised format set out in clause 41 which corresponds to the revised Schedule VI of the Companies' Act, 1956.
- The CEO and CFO certificate in respect of the above results in terms of Clause 41 of the Listing Agreement has been placed before the Board of Directors.

8 Standalone Statement of Assets and Liabilities as at September 30, 2012

(Rs. in lacs)

Particulars	As at 30.09.2012 (Unaudited)	As at 30.09.2011 (Unaudited)	As at 31.03.2012 (Audited)
A EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	4,700	4,700	4,700
(b) Reserves and surplus	133,096	120,657	126,318
Sub-total - Shareholders' funds	137,796	125,357	131,018
2 Non-current liabilities			
(a) Long-term borrowings	10,457	7,675	7,121
(b) Deferred tax liabilities (net)	3,694	4,333	4,102
(c) Other long-term liabilities	168	403	315
(d) Long-term provisions	217	202	76
Sub-total - Non-current liabilities	14,536	12,613	11,614
3 Current liabilities			
(a) Short-term borrowings	35,772	27,659	19,633
(b) Trade payables	23,172	21,328	23,372
(c) Other current liabilities	24,491	24,035	22,758
(d) Short-term provisions	425	458	1,716
Sub-total - Current liabilities	83,860	73,480	67,479
TOTAL - EQUITY AND LIABILITIES	236,192	211,450	210,111
B ASSETS			
1 Non-current assets			
(a) Fixed assets	47,361	51,507	49,641
(b) Non-current investments	70,932	52,001	67,835
(c) Long-term loans and advances	8,152	5,409	5,545
(d) Other non-current assets	2,429	467	1,972
Sub-total - Non-current assets	128,874	109,384	124,993
2 Current assets			
(a) Current investments	32,756	39,821	25,094
(b) Inventories	14,168	12,354	12,128
(c) Trade receivables	24,059	21,737	19,436
(d) Cash and cash equivalents	11,779	5,732	8,046
(e) Short-term loans and advances	19,878	17,967	18,383
(f) Other current assets	4,678	4,455	2,031
Sub-total - Current assets	107,318	102,066	85,118
TOTAL - ASSETS	236,192	211,450	210,111

Note:

The disclosure is per Clause 41(V)(h) of the Listing Agreement and is in line with revised Schedule VI of the Companies Act, 1956 revising the disclosure and presentation of assets and liabilities.

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Statement of segment-wise revenue, results and capital employed for the quarter ended September 30, 2012

(Rs. in lacs)

Particulars	Three Months Ended			Six Months Ended		Year Ended
	30.09.2012 (Un-audited)	30.06.2012 (Un-audited)	30.09.2011 (Un-audited)	30.09.2012 (Un-audited)	30.09.2011 (Un-audited)	31.03.2012 (Audited)
1 Segment Revenue						
a) Printing and Publishing of Newspapers & Periodicals	30,922	28,777	28,833	59,699	59,505	122,634
b) Radio Broadcast & Entertainment	1,961	1,859	1,575	3,820	3,701	7,393
c) Unallocated*	610	359	685	969	724	1,887
Total	33,493	30,995	31,093	64,488	63,930	131,914
Less : Inter Segment Revenue	-	-	-	-	-	-
Net Sales/Income from Operations	33,493	30,995	31,093	64,488	63,930	131,914
2 Segment Results Profit/(Loss) before Tax and Interest from each segment						
a) Printing and Publishing of Newspapers & Periodicals	2,683	4,473	4,772	7,156	11,208	20,663
b) Radio Broadcast & Entertainment	230	154	(449)	384	(198)	(425)
c) Unallocated	(510)	(578)	(882)	(1,088)	(1,414)	(2,400)
	2,403	4,049	3,441	6,452	9,596	17,838
Less : Finance Cost	701	758	700	1,459	1,227	2,858
Add: Other Income	2,589	1,575	1,952	4,164	3,799	6,823
Profit Before Taxation	4,291	4,866	4,693	9,157	12,168	21,803
3 Capital Employed (Segment Assets - Segment Liabilities)						
a) Printing and Publishing of Newspapers & Periodicals	24,950	22,860	36,303	24,950	36,303	22,219
b) Radio Broadcast & Entertainment	7,436	7,464	8,298	7,436	8,298	7,595
c) Unallocated *	105,410	104,181	80,756	105,410	80,756	101,204
Total	137,796	134,505	125,357	137,796	125,357	131,018

* Unallocated includes figures relating to Segments which do not meet the criteria of Reportable Segment as per Accounting Standard 17 - Segment Reporting notified by Company (Accounting Standards) Rules, 2006

Previous period's/year's figure have been regrouped/reclassified where necessary to conform to this quarter's classification.

For and on behalf of the Board of Directors



Shobhana Bhartia
Chairperson & Editorial Director

New Delhi
October 13, 2012

8

Limited Review Report**Review Report to****The Board of Directors****HT Media Limited**

1. We have reviewed the accompanying statement of unaudited consolidated financial results of HT Media Group ('the Group') comprising of 'HT Media Limited' (the Company) and its Subsidiaries ('Hindustan Media Ventures Limited', 'HT Music and Entertainment Company Limited', 'HT Burda Media Limited', 'HT Digital Media Holdings Limited', 'Firefly e-Ventures Limited', 'HT Overseas Pte Limited', 'HT Mobile Solutions Limited', 'HT Education Limited', 'HT Learning Centres Limited', 'ED World Private Limited', and 'HT Global Education') and a joint venture, 'India Education Services Private Limited' for the quarter ended September 30, 2012 (the "Statement"), being submitted by the Company pursuant to the requirement of Clause 41 of the Listing Agreement, except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the management and have not been reviewed by us. This Statement is the responsibility of the Company's management and has been approved by the Board of Directors of HT Media Limited. Our responsibility is to issue a report on these financial results based on our review.
2. We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, Review of Interim Financial Information performed by the Independent Auditor of the Entity issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
3. In respect of unaudited quarterly consolidated financial results, we did not review the statement of unaudited financial results of six Subsidiaries namely 'HT Digital Media Holdings Limited', 'HT Overseas Pte Limited', 'HT Mobile Solutions Limited', 'HT Education Limited', 'HT Global Education' and 'HT Learning Centres Limited' and whose unaudited quarterly financial results reflect total revenue of Rs.414.43 lacs for the quarter ended September 30, 2012 and total assets of Rs.3,087.57 Lacs as at September 30, 2012. The financial information for these subsidiaries has been reviewed by the other auditors whose reports have been furnished to us, and our report on the quarterly financial results is based solely on the reports of the other auditors.
4. *Group has recorded the deferred tax assets (net) of Rs.9,262.97 lacs in respect of Subsidiary Companies a) Firefly e-Ventures Limited amounting to Rs.6,483.78 lacs, b) HT Burda Media Limited amounting to Rs.2,017.23 lacs, c) HT Mobile Solutions Limited amounting to Rs. 232.42 lacs, d) HT Music and Entertainment Company Limited amounting to Rs.8.19 lacs, e) HT Learning Centres Limited amounting to Rs.510.66 lacs and in respect of a joint venture India Education Services Private Limited amounting to Rs.10.69 lacs as at September 30, 2012. Management is confident that subsequent realization of the deferred tax assets is virtually certain in the near future based on future projections and existing business model. In our view, this basis is not in line with the requirements of Accounting Standard 22 notified pursuant to the Companies (Accounting Standards) Rules, 2006 (as amended) to determine virtual certainty. In respect of Firefly e-Ventures Limited, HT Burda Media*



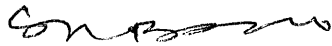
S.R. BATLIBOI & Co.

Chartered Accountants

Limited, HT Mobile Solutions Limited, HT Music and Entertainment Company Limited and HT Learning Centres Limited, this had also caused us to qualify our audit opinion on the consolidated financial statements relating to the year ended March 31, 2012 and our limited review report on unaudited consolidated financial results for the quarter ended June 30, 2012.

We further report that, had the observation made in paragraph above been considered and consequent adjustment is made during this period, consolidated net loss for the quarter ended September 30, 2012 would have been Rs.5,931.96 lacs as against the reported consolidated net profit after tax of Rs.3,331.01 lacs.

5. Except for the effects of the matter referred to in paragraph 4 above, based on our review conducted as above and on consideration of reports of other auditors on the unaudited separate quarterly financial results and on the other financial information of the components, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited consolidated financial results prepared in accordance with recognition and measurement principles laid down in Accounting Standard 25 Interim Financial Reporting notified pursuant to the Companies (Accounting Standards) Rules, 2006, (as amended) and other recognised accounting practices and policies has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreement including the manner in which it is to be disclosed, or that it contains any material misstatement.


For S.R. Batliboi & Co.
Firm Registration Number: 301003E
Chartered Accountants


per Manoj Gupta
Partner
Membership No.: 83906



Place: New Delhi
Date: October 13, 2012