

HT Media Limited

Proceedings of the Seventh Annual General Meeting of the Members of HT Media Limited held on Friday, the 31st July, 2009 at 11.30 A.M. at FICCI Golden Jubilee Auditorium, Tansen Marg, New Delhi – 110 001

PRESENT

1. Shri K.N. Memani, *Director and Chairman - Audit Committee*
2. Shri Priyavrat Bhartia, *Whole-time Director*
3. Shri Shamit Bhartia, *Whole-time Director*

IN ATTENDANCE

1. Shri Rajiv Verma, *Chief Executive Officer*
2. Shri Piyush Gupta, *Chief Financial Officer*
3. Shri Dinesh Mittal, *Vice President - Legal, Tax and Company Secretary*

and 4,251 Members/Authorised Representatives and 163 Proxy-holders, as per Attendance Register.

Since Smt. Shobhana Bhartia, Chairperson could not attend the meeting; therefore, as per Articles of Association of the Company, the Directors present unanimously elected Shri Priyavrat Bhartia, Whole-time Director to chair the meeting and conduct the proceedings.

The Chairman welcomed the Members present to the Annual General Meeting and introduced the members to the Directors and Officers of the Company present on the dais.

Since the quorum for the meeting was present, the meeting was called to order.

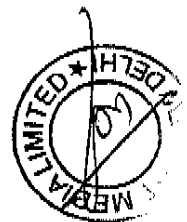
It was informed that the Company has received 163 valid proxies for 2,41,71,814 shares. It was also informed that the Statutory Registers and a certificate dated 16th May, 2009 of M/s. S.R. Batliboi & Co., Chartered Accountants, New Delhi, Statutory Auditors, in terms of SEBI (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999, for the financial year ended on 31st March, 2009 are available at the venue of the meeting for inspection by the members of the Company.

With the consent of the Members present, the notice dated 22nd June, 2009 convening the 7th Annual General Meeting, already circulated to the Members was taken as read.

As required under Section 230 of the Companies Act, 1956, on the request of the Chairman Shri Dinesh Mittal, Company Secretary read out the Auditors' Report for the year ended 31st March, 2009.

The Chairman gave a brief overview of the performance of the Company during the financial year 2008-09 and outlook for the future.

Thereafter, the items of business contained in the Notice convening the meeting were taken up for consideration.



ITEM NO. 1**To receive, consider and adopt the audited Balance Sheet of the Company as at 31st March 2009, the Profit and Loss Account for the year ended on that date and the reports of the Board of Directors and Auditors thereon**

The Chairman proposed the following resolution as an Ordinary resolution:

“RESOLVED THAT the audited Balance Sheet of the Company as at 31st March, 2009, Profit & Loss Account for the year ended on that date, together with the reports of the Board of Directors and Auditors thereon, be and are hereby received, considered and adopted.”

Shri Ajay Khurana seconded the resolution.

Before putting the resolution to vote, the Chairman invited queries from the Members in response to which few members raised queries/questions, which were satisfactorily replied by Shri Rajiv Verma, Chief Executive Officer.

The Chairman then put the resolution to vote by show of hands and the same was passed unanimously.

ITEM NO. 2**To declare dividend on Equity Shares for the year ended on 31st March, 2009**

Shri B.R. Nayyar proposed the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the recommendation made by the Board of Directors of the Company, dividend on the Equity Share Capital @ **Re.0.30/- per Equity Share** of Rs.2/- each (i.e. @ 15%) for the Financial Year 2008-09, be and is hereby declared.”

Shri Naresh Gupta seconded the resolution.

The Chairman then put the resolution to vote by show of hands and the same was passed unanimously.

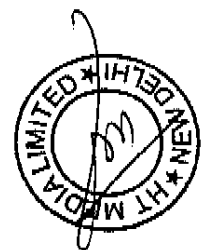
ITEM NO. 3**To appoint a Director in place of Shri N.K. Singh, who retires from office by rotation, and being eligible, offers himself for re-appointment,**

Shri Bodh Raj Ahuja proposed the following resolution as an Ordinary Resolution:

“RESOLVED THAT Shri N.K. Singh, Director who retires by rotation at this Annual General Meeting and being eligible for re-appointment, be and is hereby re-appointed a Director of the Company, liable to retire by rotation.”

Shri Prem Chachra seconded the resolution.

The Chairman then put the resolution to vote by show of hands and the same was passed unanimously.



ITEM NO. 4**To appoint a Director in place of Shri Shamit Bhartia, who retires from office by rotation, and being eligible, offers himself for re-appointment**

Shri M.L. Wadhwa proposed the following resolution as an Ordinary Resolution:

"RESOLVED THAT Shri Shamit Bhartia, Director who retires by rotation at this Annual General Meeting and being eligible for re-appointment, be and is hereby re-appointed a Director of the Company, liable to retire by rotation."

Shri Rahul Gupta seconded the resolution.

The Chairman then put the resolution to vote by show of hands and the same was passed unanimously.

ITEM NO. 5**To appoint M/s. S.R. Batliboi & Co., Chartered Accountants as Statutory Auditors and to fix their remuneration**

Shri Gurcharan Singh proposed the following resolution as an Ordinary Resolution:

"RESOLVED THAT M/s. S.R. Batliboi & Co., Chartered Accountants, New Delhi, be and are hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors of the Company."

Shri Yogesh Dubey seconded the resolution.

The Chairman then put the resolution to vote by show of hands and the same was passed unanimously.

ITEM NO. 6**To re-appoint Shri Roger Greville, as a Director of the Company and in respect of whom, the Company has received a notice in writing pursuant to the provisions of Section 257 of the Companies Act, 1956, from a member signifying his intention to propose Shri Roger Greville as a candidate for the office of Director**

Shri Sudhir Kumar Gupta proposed the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 1956, Shri Roger Greville be and is hereby appointed as Director of the Company, liable to retire by rotation."

Shri Rahul Gupta seconded the resolution.

The Chairman then put the resolution to vote by show of hands and the same was passed unanimously.



ITEM NO. 7

To authorize the Board of Directors to borrow money(s) from time to time for the purpose of Company's business in excess of the paid-up capital of the Company and free reserves, not exceeding Rs.500 Crore over and above the aggregate of the then paid up capital of the Company and its free reserves

Shri Rahul Gupta proposed the following resolution as an Ordinary Resolution:

"RESOLVED THAT in partial modification of the Ordinary Resolution passed by the Members of the Company at the Extra-ordinary General Meeting held on 15th November, 2003, the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee thereof, which the Board may constitute/authorize for this purpose), be and is hereby authorised, in accordance with Section 293(1)(d) of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) and the Articles of Association of the Company, to borrow any sum or sums of money either in rupees or in such other foreign currencies as may be permitted by law from time to time, at its discretion, for the purpose of the business of the Company, from, including without limitation, any one or more banks, financial institutions and other persons, firms, bodies corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained/to be obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid up capital of the Company and its free reserves (that is to say, reserves not set apart for any specific purpose) provided however, that the total amount(s) so borrowed by the Board and outstanding at any time point of time shall not exceed the sum of Rs. 500 Crore (Rupees Five hundred crore) over and above the then aggregate of the paid up capital of the Company and its free reserves (that is to say, reserves not set apart for any specific purpose); and that the Board be and is hereby authorised to arrange or fix the terms and conditions of all such monies to be borrowed from time to time, as to interest, repayment, security or otherwise, as it may in its absolute discretion, think fit.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of borrowing(s) as aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to the said resolution."

Shri Tridib Kumar Barat seconded the resolution.

The Chairman then put the resolution to vote by show of hands and the same was passed unanimously.

There being no other business, the meeting concluded with a vote of thanks to the Chair.

