

HT Media Limited

Proceedings of the Tenth Annual General Meeting of the Members of HT Media Limited held on Monday, the 10th September, 2012 at 11.00 A.M. at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi – 110 003

PRESENT

1. Smt. Shobhana Bhartia, *Chairperson & Editorial Director*
2. Shri K.N. Memani, *Director and Chairman - Audit Committee*
3. Shri Priyavrat Bhartia, *Whole-time Director*
4. Shri Rajiv Verma, *Wholetime Director & Chief Executive Officer*

IN ATTENDANCE

1. Shri Piyush Gupta, *Group Chief Financial Officer*
2. Shri Dinesh Mittal, *Group General Counsel and Company Secretary*

and 6,326 Members / Authorized Representatives and 175 Proxy-holders, as per Attendance Register.

The Chairperson 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 182 valid proxies for 19,11,84,548 shares. It was also informed that the Statutory Registers, copy of the amended Articles of Association of the Company and a certificate dated 16th July, 2012 of M/s. S.R. Batliboi & Co., Chartered Accountants, Statutory Auditors, in terms of SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, for the financial year ended on 31st March, 2012 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 6th August, 2012 convening the 10th Annual General Meeting, already circulated to the Members was taken as read.

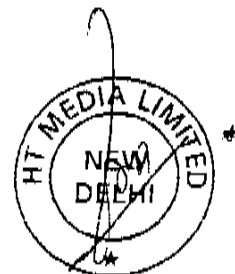
The Chairperson requested the members that if they have any questions, the same may be put up in the slips distributed in the hall for this purpose, as they will be answered after the agenda items are over.

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 2012, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon

The Chairperson proposed the following resolution as an **Ordinary Resolution**:



As required under Section 230 of the Companies Act, 1956 and on the request of the Chairperson, Shri Dinesh Mittal, Company Secretary, read out the Auditors' Report for the financial year ended on 31st March, 2012.

“**RESOLVED THAT** the audited Balance Sheet of the Company as at 31st March, 2012, Statement of Profit & Loss 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 Dinesh Mittal seconded the resolution.

The Chairperson 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, 2012

Shri Ravi Shanker Kapoor 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 @ **Rs.0.40/- per Equity Share** of Rs.2/- each (i.e. @ 20%) for the Financial Year 2011-12, be and is hereby declared.”

Shri B.R. Nayyar seconded the resolution.

The Chairperson 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 Priyavrat Bhartiya, who retires from office by rotation, and being eligible, offers himself for re-appointment.

Shri Ravi Shanker Kapoor proposed the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** Shri Priyavrat Bhartiya, 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.”

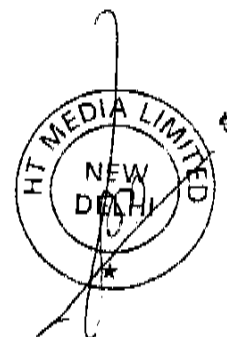
Shri B.R. Nayyar seconded the resolution.

The Chairperson 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 K.N. Memani, who retires from office by rotation, and being eligible, offers himself for re-appointment

Shri Pradeep Sood proposed the following resolution as an **Ordinary Resolution**:



“RESOLVED THAT Shri K.N.Memani, 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 Ajay Khurana seconded the resolution.

The Chairperson 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. Batliboj & Co., Chartered Accountants [Firm Registration No. 301003E], 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 and to fix their remuneration

Shri Rajeev Jain proposed the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT M/s. S.R. Batliboj & Co., Chartered Accountants [Firm Registration No. 301003E], 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 D.D.Sardana seconded the resolution.

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

ITEM NO. 6

To re-appoint Dr. Mukesh Aghi 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 intention to propose Dr. Mukesh Aghi as a candidate for the office of Director

Shri Dinesh Mittal proposed the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 1956, Dr. Mukesh Aghi be and is hereby appointed as Director of the Company, liable to retire by rotation.”

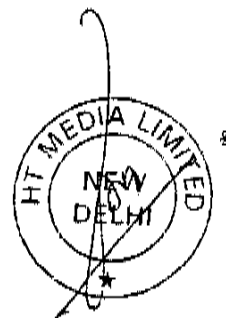
Shri Pradeep Sood seconded the resolution.

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

ITEM NO. 7

To approve alteration in the Articles of Association of the Company

Shri D.D.Sardana proposed the following resolution as a **Special Resolution**:



“**RESOLVED THAT** pursuant to Section 31 and other applicable provisions, if any, of the Companies Act, 1956, the following new Article 14.3A be added in the Articles of Association of the Company:-

14.3A An individual can be the Chairperson of the Company as well as the Managing Director and/or Chief Executive Officer of the Company at the same time.”

Shri Ajay Khurana seconded the resolution.

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

ITEM NO. 8

Approval u/s 314 of the Companies Act, 1956 for Whole-time Directors of the Company, acting as director of a subsidiary company, to receive from such subsidiary, sitting fee for attending meetings of the Board of Directors/Committees of Directors of the said subsidiary

Shri Rajeev Jain proposed the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to Section 314 and other applicable provisions, if any, of the Companies Act, 1956, provisions of other applicable laws for the time being in force, approval of the members be and is hereby accorded to the whole-time directors of the Company, acting as director of a subsidiary company, to receive from such subsidiary, sitting fee for attending meetings of Board of Directors/Committees of Directors of the said subsidiary and/or remuneration received/to be received for services rendered to the said subsidiary, not exceeding an amount equivalent of Rupees One Crore per director per annum.”

Shri B.R. Nayyar seconded the resolution.

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

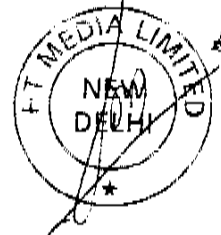
ITEM NO. 9

To approve commencement and carrying out all or any of the business proposed in Clause III.C.19 of the Objects Clause of Memorandum of Association of the Company

Shri D.D. Sardana proposed the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 149(2A) and other applicable provisions, if any, of the Companies Act, 1956, approval be and is hereby accorded to the Board of Directors of the Company, to commence as it may deem fit from time to time, all or any of the business proposed in Clause III.C.(19) of the Objects Clause of Memorandum of Association of the Company, namely:

19. To carry on the business of manufacturers, importers, exporters and dealers in all kinds and classes of paper, board, corrugated board, corrugating and pulp and also to deal in or manufacture any other articles or things of a character similar or analogous to the foregoing or any of them or connected therewith and in connection with the above activities to purchase



or otherwise acquire, settle, improve and cultivate forests, lands and properties of any tenure whatsoever with a view to producing, cultivating, growing, timber, bamboo or other wood.

RESOLVED FURTHER THAT for purpose of giving effect to the foregoing resolution, the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board, for the time being duly authorized by the Board exercising the powers conferred by this resolution) be and is hereby authorized 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 or doubt that may arise in the said regard without being required to seek any further consent or approval of the Members of Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

Shri B.R. Nayyar seconded the resolution.

The Chairperson 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.

Certified True Copy

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For HT Media Ltd.

Dinesh Mittal
Group General Counsel and Company Secretary