

**HT Media Limited**

**PROCEEDINGS OF THE TWELFTH ANNUAL GENERAL MEETING OF THE MEMBERS OF HT MEDIA LIMITED HELD ON TUESDAY, THE 16<sup>TH</sup> SEPTEMBER, 2014 AT 11.00 A.M. AT SRI SATHYA SAI INTERNATIONAL CENTRE, PRAGATI VIHAR, LODHI ROAD, NEW DELHI - 110003**

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**PRESENT**

Shri Priyavrat Bhartia *Wholetime Director and Authorised Representative of Stakeholders' Relationship Committee*

Shri K.N. Memani *Director & Chairman of Audit Committee; and Nomination and Remuneration Committee*

Shri Rajiv Verma *Wholetime Director & Chief Executive Officer*

8590 Members / Authorized Representatives and 127 Proxies were present in the meeting, as per Attendance Slips received and entries in the Attendance Register.

**IN ATTENDANCE**

Shri Piyush Gupta *Group Chief Financial Officer*

Shri Dinesh Mittal *Company Secretary and as a member of the Company*

Shri Tridibes Basu *Partner, S.R. Batliboi & Co. LLP, Statutory Auditors*

Shri Vishal Sharma *Executive Director, S.R. Batliboi & Co. LLP, Statutory Auditors*



Since Smt. Shobhana Bhartia, Chairperson could not attend the meeting; Shri Priyavrat Bhartia was unanimously elected as the Chairman of the meeting, in terms of Article 12.6 of the Articles of Association of the Company.

Shri Priyavrat Bhartia took the Chair and welcomed the members present to the twelfth Annual General Meeting (AGM) of the members of the Company. He introduced the Directors and Executives present on the dais to the members of the Company.

The requisite quorum being present, the meeting was called to order.

The members were informed that the Company has received 128 valid proxies for 17,49,00,336 equity shares, which constitutes 75.15% of the paid-up equity share capital of the Company. The members were also informed that the Register of Directors and Key Managerial Personnel and their shareholding (*maintained u/s 170 of the Companies Act, 2013*), Register of Contracts or Arrangements in which Directors are interested (*maintained u/s 189 of the Companies Act, 2013*), a certificate dated 25<sup>th</sup> July, 2014 in terms of SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 of S.R. Batliboi & Co. LLP, Chartered Accountants, Statutory Auditors of the Company, for the financial year ended on 31st March, 2014 and Proxy Register are available for inspection by the members during the meeting. These register/ documents remained open for inspection till the conclusion of this AGM. It was stated that the Audited Financial Statements for the financial year ended on 31<sup>st</sup> March, 2014, Auditors' Report thereon and the Directors' Report for FY-14 are also available for inspection of the members.

With the consent of the members present, the notice dated 14<sup>th</sup> August, 2014 convening the AGM & the Statement pursuant to Section 102 of the Companies Act, 2013 together with the financial statements and the Directors' Report circulated to the members were taken as read. Shri Dinesh Mittal, Group General Counsel & Company Secretary informed the members that as there are no qualifications or observations in the



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

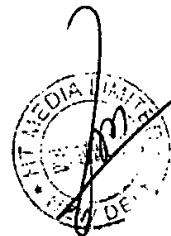
The Company Secretary apprised the members present that the applicable provisions of the Companies Act, 2013 and rules notified thereunder have come into effect from 1<sup>st</sup> April, 2014 and therefore, the proceedings of this AGM shall be conducted in accordance with the provisions of the Companies 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 14<sup>th</sup> August, 2014, convening this AGM -

- by electronic means, in proportion to their shareholding as on the cut-off date i.e. 1<sup>st</sup> 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 10<sup>th</sup> September, 2014 (0930 hours onwards hosting Server time) till 12<sup>th</sup> 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 18<sup>th</sup> September, 2014. The voting results will be hosted on the Company's website viz. [www.htmédia.in](http://www.htmédia.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 stamp contains some illegible text and a central emblem. The signature appears to be a stylized name, possibly 'Arun Kumar Soni'.

On behalf of members present, Shri Dinesh Mittal, Group General Counsel & Company Secretary proposed vote of thanks to the Chair.

Thereafter, Shri N.C. Khanna and Shri Arun Kumar Soni, Scrutinizers appointed for the Poll, were invited to take over the Poll proceedings.

**Conduct of Poll**

Shri N.C. Khanna and Shri Arun Kumar Soni, Scrutinizers appointed for the Poll, showed two empty ballot boxes to the members and then locked the empty ballot boxes in the presence of members and proxies present in the AGM. Thereafter, the members participated in the poll using the ballot forms distributed at the entry of the hall. After ensuring that all the members and proxies participating in the Poll had cast their votes, Poll was closed and the Scrutinizers took the custody of Ballot boxes.

On the basis of the Scrutinizer's Report for e-voting dated 13<sup>th</sup> September, 2014; and Reports of the two Scrutinizers dated 16<sup>th</sup> September, 2014 on the Poll conducted at AGM, as per result of the voting, all resolutions for the ordinary and special business set out at Item nos. 1 to 12 of the notice dated 14<sup>th</sup> August, 2014 convening the AGM of the members of the Company, have been duly passed by the members with requisite majority. The consolidated summary of voting done through electronic means and Poll, is as under:

Promoter/ Public	No. of shares held (1)	No. of valid votes polled (2)	% of valid 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
Resolution No. 1:- Adoption of audited financial statements including consolidated financial statements of the Company for the financial year ended 31 <sup>st</sup> March, 2014 and the reports of the Board of Directors and Auditors thereon							
Resolution required:- ORDINARY							
Promoter & Promoter Group	16,17,77,093	16,17,54,487	99.99	16,17,54,487	0	100	0
Public - Institutional	4,91,60,584	3,47,49,360	70.69	3,47,49,360	0	100	0



Promoter/ Public	No. of shares held (1)	No. of valid votes polled (2)	% of valid 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
holders							
Public – Others	2,18,10,637	40,47,020	18.56	40,47,020	0	100	0
<b>TOTAL</b>	<b>23,27,48,314</b>	<b>20,05,50,867</b>	<b>86.17</b>	<b>20,05,50,867</b>	<b>0</b>	<b>100</b>	<b>0</b>

**Resolution No. 2:- Declaration of dividend on Equity Shares for the financial year ended on 31<sup>st</sup> March, 2014.**

Resolution required:- ORDINARY

Promoter & Promoter Group	16,17,77,093	16,17,54,487	99.99	16,17,54,487	0	100	0
Public Institutional holders	4,91,60,584	3,54,49,360	72.11	3,54,49,360	0	100	0
Public – Others	2,18,10,637	40,47,020	18.56	40,47,020	0	100	0
<b>TOTAL</b>	<b>23,27,48,314</b>	<b>20,12,50,867</b>	<b>86.47</b>	<b>20,12,50,867</b>	<b>0</b>	<b>100</b>	<b>0</b>

**Resolution No. 3:- Appointment of a Director in place of Shri Shamit Bharti, who retires from office by rotation, and being eligible, offers himself for re-appointment.**

Resolution required:- ORDINARY

Promoter & Promoter Group	16,17,77,093	16,17,54,465	99.99	16,17,54,465	0	100	0
Public Institutional holders	4,91,60,584	3,54,49,360	72.11	1,87,50,737	1,66,98,623	52.89	47.11
Public – Others	2,18,10,637	40,47,020	18.56	40,46,720	300	99.99	0.01
<b>TOTAL</b>	<b>23,27,48,314</b>	<b>20,12,50,867</b>	<b>86.47</b>	<b>18,45,51,944</b>	<b>1,66,98,923</b>	<b>91.70</b>	<b>8.30</b>

**Resolution No. 4:- Appointment of Auditors and fix their remuneration**

Resolution required:- ORDINARY

Promoter & Promoter Group	16,17,77,093	16,17,54,487	99.99	16,17,54,487	0	100	0
Public Institutional holders	4,91,60,584	3,54,49,360	72.11	3,54,49,360	0	100	0
Public – Others	2,18,10,637	40,47,020	18.56	40,46,914	106	99.997	0.003
<b>TOTAL</b>	<b>23,27,48,314</b>	<b>20,12,50,867</b>	<b>86.47</b>	<b>20,12,50,761</b>	<b>106</b>	<b>100.000</b>	<b>0.000</b>

**Resolution No. 5:- Appointment of Shri N.K. Singh as an Independent Director**

Resolution required:- ORDINARY

Promoter & Promoter Group	16,17,77,093	16,17,54,487	99.99	16,17,54,487	0	100	0
Public Institutional holders	4,91,60,584	3,54,49,360	72.11	3,54,49,360	0	100	0
Public – Others	2,18,10,637	40,47,020	18.56	40,46,719	301	99.9926	0.0074
<b>TOTAL</b>	<b>23,27,48,314</b>	<b>20,12,50,867</b>	<b>86.47</b>	<b>20,12,50,566</b>	<b>301</b>	<b>99.9999</b>	<b>0.0001</b>

**Resolution No. 6:- Appointment of Shri K.N. Memani as an Independent Director**

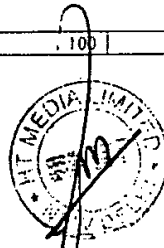
Resolution required:- ORDINARY

Promoter & Promoter Group	16,17,77,093	16,17,54,487	99.99	16,17,54,487	0	100	0
Public Institutional holders	4,91,60,584	3,47,49,360	70.69	3,47,48,494	866	99.998	0.002
Public – Others	2,18,10,637	40,47,020	18.56	40,46,719	301	99.993	0.007
<b>TOTAL</b>	<b>23,27,48,314</b>	<b>20,05,50,867</b>	<b>86.17</b>	<b>20,05,49,700</b>	<b>1,167</b>	<b>99.999</b>	<b>0.001</b>

**Resolution No. 7:- Appointment of Shri Ajay Relan as an Independent Director**

Resolution required:- ORDINARY

Promoter & Promoter Group	16,17,77,093	16,17,54,487	99.99	16,17,54,487	0	100	0
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Promoter/ Public	No. of shares held (1)	No. of valid votes polled (2)	% of valid 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
Group							
Public - Institutional holders	4,91,60,584	3,54,49,360	72.11	3,54,49,360	0	100	0
Public - Others	2,18,10,637	40,47,020	18.56	40,46,719	301	99.993	0.007
<b>TOTAL</b>	<b>23,27,48,314</b>	<b>20,12,50,867</b>	<b>86.47</b>	<b>20,12,50,566</b>	<b>301</b>	<b>100.000</b>	<b>0.000</b>
<b>Resolution No. 8:- Appointment of Dr. Mukesh Aghi as an Independent Director</b>							
Resolution required:- ORDINARY							
Promoter & Promoter Group	16,17,77,093	16,17,54,487	99.99	16,17,54,487	0	100	0
Public - Institutional holders	4,91,60,584	3,54,49,360	72.11	3,54,49,360	0	100	0
Public - Others	2,18,10,637	40,47,020	18.56	40,46,719	301	99.993	0.007
<b>TOTAL</b>	<b>23,27,48,314</b>	<b>20,12,50,867</b>	<b>86.47</b>	<b>20,12,50,566</b>	<b>301</b>	<b>100.000</b>	<b>0.000</b>
<b>Resolution No. 9:- Revision in remuneration of Smt. Shobhana Bhartia, Chairperson and Editorial Director of the Company w.e.f. 1st April, 2014</b>							
Resolution required:- ORDINARY							
Promoter & Promoter Group	16,17,77,093	16,17,54,465	99.99	16,17,54,465	0	100	0
Public - Institutional holders	4,91,60,584	3,47,49,360	70.69	3,45,91,249	1,58,111	99.545	0.455
Public - Others	2,18,10,637	40,47,020	18.56	40,46,680	340	99.992	0.008
<b>TOTAL</b>	<b>23,27,48,314</b>	<b>20,05,50,867</b>	<b>86.17</b>	<b>20,03,92,416</b>	<b>1,58,451</b>	<b>99.921</b>	<b>0.079</b>
<b>Resolution No. 10:- Revision in remuneration of Shri Priyavrat Bhartia, Whole-time Director of the Company w.e.f. 1st April, 2014</b>							
Resolution required:- ORDINARY							
Promoter & Promoter Group	16,17,77,093	16,17,54,465	99.99	16,17,54,465	0	100	0
Public - Institutional holders	4,91,60,584	3,47,49,360	70.69	3,45,91,249	1,58,111	99.545	0.455
Public - Others	2,18,10,637	40,47,020	18.56	40,46,680	340	99.992	0.008
<b>TOTAL</b>	<b>23,27,48,314</b>	<b>20,05,50,867</b>	<b>86.17</b>	<b>20,03,92,416</b>	<b>1,58,451</b>	<b>99.921</b>	<b>0.079</b>
<b>Resolution No. 11:- Revision in remuneration of Shri Shamit Bhartia, Whole-time Director of the Company w.e.f. 1<sup>st</sup> April, 2014</b>							
Resolution required:- ORDINARY							
Promoter & Promoter Group	16,17,77,093	16,17,54,465	99.99	16,17,54,465	0	100	0
Public - Institutional holders	4,91,60,584	3,47,49,360	70.69	3,45,91,249	1,58,111	99.545	0.455
Public - Others	2,18,10,637	40,47,020	18.56	40,46,680	340	99.992	0.008
<b>TOTAL</b>	<b>23,27,48,314</b>	<b>20,05,50,867</b>	<b>86.17</b>	<b>20,03,92,416</b>	<b>1,58,451</b>	<b>99.921</b>	<b>0.079</b>
<b>Resolution No. 12:- Re-appointment of Shri Rajiv Verma as Whole-time Director of the Company designated as CEO for a term of 5 years w.e.f. 1<sup>st</sup> April, 2014</b>							
Resolution required:- ORDINARY							
Promoter & Promoter Group	16,17,77,093	16,17,54,487	99.99	16,17,54,487	0	100	0
Public - Institutional holders	4,91,60,584	3,47,49,360	70.69	3,45,91,249	1,58,111	99.545	0.455
Public - Others	2,18,10,637	40,47,020	18.56	40,46,720	300	99.993	0.007
<b>TOTAL</b>	<b>23,27,48,314</b>	<b>20,05,50,867</b>	<b>86.17</b>	<b>20,03,92,456</b>	<b>1,58,411</b>	<b>99.921</b>	<b>0.079</b>



The resolutions passed by the members are recorded hereunder as part of the proceedings of the AGM held on 16<sup>th</sup> September, 2014 -

**ORDINARY BUSINESS**

**ITEM NO. 1**

**To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2014, including Balance Sheet as at 31<sup>st</sup> March, 2014 and Statement of Profit & Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon – Ordinary Resolution**

*"RESOLVED THAT the audited financial statements of the Company for the financial year ended 31st March, 2014, including Balance Sheet as at 31st March, 2014 and Statement of Profit & Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon, be and are hereby received, considered and adopted."*

**ITEM NO. 2**

**To declare dividend on Equity Shares for the financial year ended 31<sup>st</sup> March, 2014 – Ordinary Resolution**

*"RESOLVED THAT pursuant to the recommendation made by the Board of Directors of the Company, dividend on the Equity Share Capital @ Re. 0.40/- per Equity Share of Rs. 2/- each (i.e. @ 20%) for the Financial Year 2013-14, be and is hereby declared."*

**ITEM NO. 3**

**To appoint a Director in place of Shri Shamit Bhartia, who retires from office by rotation, and being eligible, offers himself for re-appointment – Ordinary Resolution**

*"RESOLVED THAT Shri Shamit Bhartia, Director (holding DIN: 00020623), who retires by rotation at this Annual General Meeting and being eligible for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation."*





**ITEM NO. 4**

**To appoint Auditors and to fix their remuneration – Ordinary Resolution**

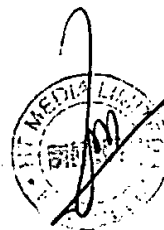
*"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. S.R. Balliboi & Co., LLP, Chartered Accountants (Firm Registration No. 301003E), be and are hereby re-appointed as the auditors of the Company, to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Fourteenth AGM to be held in the calendar year 2016 (subject to ratification of their appointment by the members at the Thirteenth AGM to be held in the calendar year 2015), on such remuneration as may be agreed upon between the Board of Directors and the Auditors, in addition to the reimbursement of Service Tax and out of pocket expenses in connection with audit of the accounts of the Company."*

**SPECIAL BUSINESS**

**ITEM NO. 5**

**To appoint Shri N.K. Singh as an Independent Director – Ordinary Resolution**

*"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Shri N.K. Singh (holding DIN: 00020669), Director of the Company who retires by rotation at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to 31<sup>st</sup> March, 2019."*



**ITEM NO.6**

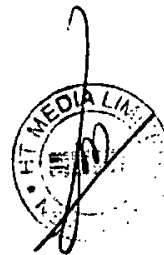
**To appoint Shri K.N. Memani as an Independent Director – Ordinary Resolution**

*"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Shri K.N. Memani (holding DIN: 00020696), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to 31<sup>st</sup> March, 2019."*

**ITEM NO. 7**

**To appoint Shri Ajay Relan as an Independent Director – Ordinary Resolution**

*"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Shri Ajay Relan (holding DIN: 00002632), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to 31<sup>st</sup> March, 2019."*



**ITEM NO. 8**

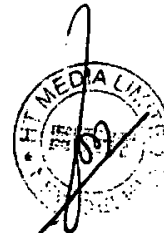
**To appoint Dr. Mukesh Aghi as an Independent Director – Ordinary Resolution**

*"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Dr. Mukesh Aghi (holding DIN: 00292205), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to 31<sup>st</sup> March, 2019."*

**ITEM NO. 9**

**To revise remuneration of Smt. Shobhana Bhartia, Chairperson and Editorial Director of the Company– Ordinary Resolution**

*"RESOLVED THAT pursuant to the provisions of Sections 196 and 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and such other consents and approvals as may be required, consent of the Company be and is hereby accorded for revision in remuneration of Smt. Shobhana Bhartia (holding DIN: 00020648), Chairperson and Editorial Director of the Company with effect from 1st April, 2014, as set out below, for the remaining period of her present tenure of appointment, with liberty to the Board of Directors to alter and vary the terms and conditions, not exceeding the limits specified under Schedule V to the Companies Act, 2013:-*



1.	Basic Salary	Rs.20,00,000/- per month with authority to the Board of Directors (which expression shall include a Committee thereof) to revise the basic salary from time to time taking into account the performance of the Company, subject however to a ceiling of Rs.40,00,000/- per month.
2.	Housing	Fully furnished residential accommodation, the cost of which shall not exceed 60% of the basic salary per annum or House Rent Allowance in lieu thereof.
3.	Gas/ Water/ Electricity	Actual expenditure upto a maximum of Rs.18,00,000/- per annum.
4.	Medical Expenses	Reimbursement of medical expenses incurred in India and abroad (including insurance premium for medical and hospitalization policy, if any) on actual basis for self and family, subject to ceiling of one month's basic salary in a year or three months' basic salary over a period of three years.
5.	Leave Travel Allowance	For self and family, once a year in accordance with Rules of the Company.
6.	Club Fees	Membership of one Club in India (including admission and membership fee).
7.	Entertainment expenses and other business expenses	Entertainment, travelling and all other expenses incurred for the business of the Company shall be reimbursed as per Rules of the Company. Reimbursement of travelling expenses of spouse accompanying the Chairperson and Editorial Director on any official trip as per Rules of the Company.
8.	Car & Telephone	The Company shall provide car with driver and telephone at the residence of the Chairperson and Editorial Director. for the Company's business.



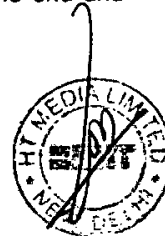
9.	Personal Insurance	For an amount, premium of which shall not exceed one month's basic salary.
10.	PF Contribution	Contribution to Provident Fund shall be as per Rules of the Company.
11.	Gratuity	Gratuity payable shall not exceed half a month's basic salary for each completed year of service.
12.	Superannuation	Contribution to Superannuation Fund, if any shall be as per Rules of the Company.
13.	Other allowances, benefits and perquisites	Any other allowances, benefits and perquisites admissible to the senior Officers of the Company as per Rules of the Company, from time to time.

The next salary increment will be due on 1st April, 2015.

**RESOLVED FURTHER THAT** where in any financial year the Company has no profits or inadequate profits, the remuneration as decided by the Board from time to time, shall be paid to Smt. Shobhana Bhartia as minimum remuneration with the approval of the Central Government, if required.

**RESOLVED FURTHER THAT** so long as Smt. Shobhana Bhartia functions as Chairperson & Editorial Director of the Company, she will not be paid any fees for attending the meetings of the Board or any Committee thereof.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing resolution, the Board 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, doubt that may arise in respect of revision in remuneration of Smt. Shobhana Bhartia as aforesaid 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."

**ITEM NO. 10**

**To revise remuneration of Shri Priyavrat Bhartia, Whole-time Director of the Company – Ordinary Resolution**

**"RESOLVED THAT** pursuant to the provisions of Sections 196 and 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactments thereof, for the time being in force), and such other consents and approvals as may be required, consent of the Company be and is hereby accorded for revision in remuneration of Shri Priyavrat Bhartia (holding DIN: 00020603), Whole-time Director of the Company with effect from 1st April, 2014, as set out below, for the remaining period of his present tenure of appointment, with liberty to the Board of Directors to alter and vary the terms and conditions, not exceeding the limits specified under Schedule V to the Companies Act, 2013:-

1.	Basic Salary	Rs. 12,00,000/- per month with authority to the Board of Directors (which expression shall include a Committee thereof) to revise the basic salary from time to time taking into account the performance of the Company, subject however to a ceiling of Rs. 25,00,000/- per month.
2.	Housing	Fully furnished residential accommodation, the cost of which shall not exceed 60% of the basic salary per annum or House Rent Allowance in lieu thereof.
3.	Gas/ Water/ Electricity	Actual expenditure upto a maximum of Rs.12,00,000/- per annum.



4.	Medical Expenses	Reimbursement of medical expenses incurred in India and abroad (including insurance premium for medical and hospitalization policy, if any) on actual basis for self and family, subject to ceiling of one month's basic salary in a year or three months basic salary over a period of three years.
5.	Leave Travel Allowance	For self and family, once a year in accordance with Rules of the Company.
6.	Club Fees	Membership of one Club in India (including admission and membership fee).
7.	Entertainment expenses and other business expenses	Entertainment, travelling and all other expenses incurred for the business of the Company shall be reimbursed as per Rules of the Company. Reimbursement of travelling expenses of spouse accompanying the Wholetime Director on any official trip as per Rules of the Company.
8.	Car & Telephone	The Company shall provide car with driver and telephone at the residence of the Wholetime Director, for the Company's business.
9.	Personal Insurance	For an amount, premium of which shall not exceed one month's basic salary.
10.	PF Contribution	Contribution to Provident Fund shall be as per Rules of the Company.
11.	Gratuity	Gratuity payable shall not exceed half a month's basic salary for each completed year of service.
12.	Superannuation	Contribution to Superannuation Fund, if any shall be as per Rules of the Company.
13.	Other allowances, benefits and perquisites	Any other allowances, benefits and perquisites admissible to the senior Officers of the Company as per Rules of the Company, from time to time.



The next salary increment will be due on 1st April, 2015.

**RESOLVED FURTHER THAT** where in any financial year the Company has no profits or inadequate profits, the remuneration as decided by the Board from time to time, shall be paid to Shri Priyavrat Bhartia as minimum remuneration with the approval of the Central Government, if required.

**RESOLVED FURTHER THAT** so long as Shri Priyavrat Bhartia functions as Whole-time Director of the Company, he will not be paid any fees for attending the meetings of the Board or any Committee thereof.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing resolution, the Board 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, doubt that may arise in respect of revision in remuneration of Shri Priyavrat Bhartia as aforesaid 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. "

**ITEM NO. 11**

**To revise remuneration of Shri Shamit Bhartia, Whole-time Director of the Company- Ordinary Resolution**

**"RESOLVED THAT** pursuant to the provisions of Sections 196 and 197 read with Schedule V and other applicable provisions, if any of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactments thereof, for the time being in force), and such other consents and approvals as may be required, consent of the Company be and is hereby accorded for revision in remuneration of Shri Shamit Bhartia (holding DIN: 00020623), Whole-time Director of the Company with





effect from 1st April, 2014, as set out below, for the remaining period of his present tenure of appointment, with liberty to the Board of Directors to alter and vary the terms and conditions, not exceeding the limits specified under Schedule V to the Companies Act, 2013:-

1.	Basic Salary	Rs. 12,00,000/- per month with authority to the Board of Directors (which expression shall include a Committee thereof) to revise the basic salary from time to time taking into account the performance of the Company, subject however to a ceiling of Rs. 25,00,000/- per month.
2.	Housing	Fully furnished residential accommodation, the cost of which shall not exceed 60% of the basic salary per annum or House Rent Allowance in lieu thereof.
3.	Gas/ Water/ Electricity	Actual expenditure upto a maximum of Rs.12,00,000/- per annum.
4.	Medical Expenses	Reimbursement of medical expenses incurred in India and abroad (including insurance premium for medical and hospitalization policy, if any) on actual basis for self and family, subject to ceiling of one month's basic salary in a year or three months basic salary over a period of three years.
5.	Leave Travel Allowance	For self and family, once a year in accordance with Rules of the Company.
6.	Club Fees	Membership of one Club in India (including admission and membership fee).
7.	Entertainment expenses and other business expenses	Entertainment, travelling and all other expenses incurred for the business of the Company shall be reimbursed as per Rules of the Company. Reimbursement of travelling expenses of spouse accompanying the Wholetime Director on any official trip as per Rules of the Company.



8.	Car & Telephone	The Company shall provide car with driver and telephone at the residence of the Wholetime Director, for the Company's business.
9.	Personal Insurance	For an amount, premium of which shall not exceed one month's basic salary.
10.	PF Contribution	Contribution to Provident Fund shall be as per Rules of the Company.
11.	Gratuity	Gratuity payable shall not exceed half a month's basic salary for each completed year of service.
12.	Superannuation	Contribution to Superannuation Fund, if any shall be as per Rules of the Company.
13.	Other allowances, benefits and perquisites	Any other allowances, benefits and perquisites admissible to the senior Officers of the Company as per Rules of the Company, from time to time.

The next salary increment will be due on 1st April, 2015.

**RESOLVED FURTHER THAT** where in any financial year the Company has no profits or inadequate profits, the remuneration as decided by the Board from time to time, shall be paid to Shri Shamit Bhartiya as minimum remuneration with the approval of the Central Government, if required.

**RESOLVED FURTHER THAT** so long as Shri Shamit Bhartiya functions as Whole-time Director of the Company, he will not be paid any fees for attending the meetings of the Board or any Committee thereof.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing resolution, the Board 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, doubt that may arise in respect of revision in



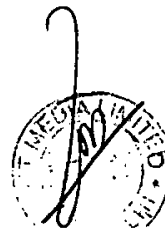
remuneration of Shri Shamit Bhartia as aforesaid without being required to seek any further consent or approval of the Members of Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

**ITEM NO. 12**

**To re-appoint Shri Rajiv Verma as Whole-time Director of the Company designated as Chief Executive Officer- Ordinary Resolution**

**"RESOLVED THAT** pursuant to the provisions of Sections 196 and 197 read with Schedule V and other applicable provisions, if any of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactments thereof, for the time being in force), and such other consents and approvals as may be required, consent of the Company be and is hereby accorded for re-appointment of Shri Rajiv Verma (holding DIN: 000171110) as Whole-time Director of the Company designated as Chief Executive Officer, for a period of 5 (five) years with effect from 1st April, 2014, including payment of remuneration on the terms and conditions as set out below, with liberty to the Board of Directors to alter and vary the terms and conditions, not exceeding the limits specified under Schedule V to the Companies Act, 2013:-

1.	Salary and Special Pay	Rs.22,26,667/- per month including Salary of Rs. 13,75,000/- per month, with authority to Chairperson to revise the Salary and Special Pay from time to time, subject however to a ceiling of Rs. 40,00,000/- per month.
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2.	Housing	Either Company's owned/hired/leased fully-furnished residential accommodation, or House Rent Allowance of equivalent amount in lieu thereof, or a combination of both, the cost of which shall not exceed Rs. 5,41,667/- per month, with authority to Chairperson to revise the limit from time to time, subject however to a ceiling of Rs. 12,00,000/- per month.
3.	Gas/ Water/ Electricity	Reimbursement of actual expenditure upto a maximum of Rs. 15,00,000/- per annum.
4.	Medical re-imburement	Re-imburement of medical expenses incurred in India and abroad (including insurance premium for medical and hospitalization policy, if any) on actual basis for self and family, subject to ceiling of one month's salary in a year or three months' Salary over a period of three years.
5.	Leave Travel Allowance	For self and family, once a year in accordance with Rules of the Company upto a maximum of Rs. 8,00,000/- per annum with authority to Chairperson to revise the Leave Travel Allowance from time to time, subject however to a ceiling of Rs. 20,00,000/- per annum.
6.	Club Fees	Membership of two clubs in India (including admission and membership fee).
7.	Entertainment expenses and other business expenses	Entertainment expenses incurred for the business of the Company shall be reimbursed as per Rules of the Company. Reimbursement of travelling expenses of spouse accompanying the Wholetime Director on any official trip as per Rules of the Company.
8.	Car & Telephone	The Company shall provide two car(s) with driver and telephone at the residence of the Wholetime Director, for the Company's business.
9.	Personal Insurance	For an amount, premium of which shall not exceed Rs. 10,00,000/- per annum.



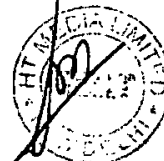
10.	PF Contribution	Contribution to Provident Fund shall be as per Rules of the Company.
11.	Gratuity	Gratuity payable shall not exceed half a month's Salary for each completed year of service.
12.	Superannuation	Contribution to Superannuation Fund, if any shall be as per Rules of the Company.
13.	Other allowances, benefits, perquisites and variable pay	Aggregate of - (i) any other allowances, benefits, perquisites admissible to senior Officers of the Company as per Rules of the Company from time to time; and (ii) variable pay to be fixed by Chairperson on the basis of Company's performance, upto a maximum of 300% of aggregate of extant salary, special pay, housing etc. under (1) to (12) above, per annum.

Shri Rajiv Verma will also be entitled to Stock Options as per Company policy from time to time. The next salary increment will be due on 1st April, 2015.

**RESOLVED FURTHER THAT** where in any financial year, the Company has no profits or inadequate profits, the remuneration as decided by the Board from time to time, shall be paid to Shri Rajiv Verma as minimum remuneration with the approval of the Central Government, if required.

**RESOLVED FURTHER THAT** so long as Shri Rajiv Verma functions as Whole-time Director of the Company designated as Chief Executive Officer, he will not be paid any fees for attending the meetings of the Board or any Committee thereof.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing resolution, the Board 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, doubt that may arise in respect of re-appointment of Shri Rajiv Verma as aforesaid 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."*

The consolidated results of e-voting and Poll taken at the AGM were declared by the Company on 18<sup>th</sup> September, 2014. The above results were hosted on the website of the Company viz. [www.htmmedia.in](http://www.htmmedia.in) and intimated to the Stock Exchanges (i.e. NSE and BSE) on the same day.

