

HT Media Limited

Proceedings of the Eighth Annual General Meeting of the Members of HT Media Limited held on Monday, the 2nd August, 2010 at 12.00 Noon at FICCI Golden Jubilee Auditorium, Tansen Marg, New Delhi - 110 001

PRESENT

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

IN ATTENDANCE

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

and 5,053 Members/Authorised Representatives and 127 Proxy-holders, as per Attendance Register.

The Chairperson welcomed the Members present to the Annual General Meeting and introduced the members of the Company to the Directors and Officers 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 139 valid proxies for 34771252 shares. It was also informed that the Statutory Registers and a certificate dated 10th May, 2010 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, 2010 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 28th June, 2010 convening the 8th Annual General Meeting, already circulated to the Members was taken as read.

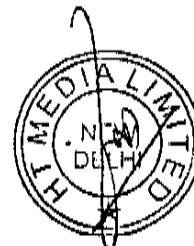
As required under Section 230 of the Companies Act, 1956, on the request of the Chairperson Shri Dinesh Mittal, Company Secretary read out the Auditors' Report for the year ended 31st March, 2010.

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 2010, the Profit and Loss Account 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:



“RESOLVED THAT the audited Balance Sheet of the Company as at 31st March, 2010, 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 B.R. Nayyar seconded the resolution.

Before putting the resolution to vote, the Chairperson 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 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, 2010

Shri Prem Chachara 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.0.36/- per Equity Share** of Rs.2/- each (i.e. @ 18%) for the Financial Year 2009-10, be and is hereby declared.”

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. 3

To appoint a Director in place of Shri Priyavrat Bhartia, who retires from office by rotation, and being eligible, offers himself for re-appointment.

Shri Ajay Khurana proposed the following resolution as an Ordinary Resolution:

“RESOLVED THAT Shri Priyavrat 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 Sanjiv Jain 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 Yash Pal Chopra 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 Bhupendra Singh Reen 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. Batliboi & Co., Chartered Accountants [Firm Registration No. 301003E] as Statutory Auditors and to fix their remuneration

Smt. Manjula Rani proposed the following resolution as an Ordinary Resolution:

“RESOLVED THAT M/s. S.R. Batliboi & Co., Chartered Accountants, 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 Ramesh Chandra Agarwal 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 Shri Ajay Relan, 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 Ajay Relan as a candidate for the office of Director

Shri Tridib Kumar Barat proposed the following resolution as an Ordinary Resolution:

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

Smt. Manjula Rani 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 re-appoint Shri Rajiv Verma, 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 Rajiv Verma as a candidate for the office of Director

Shri Surinder Nath Vohra proposed the following resolution as an Ordinary Resolution:



9.	Personal Insurance	For an amount, premium of which shall not exceed Rs.5 Lac 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 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.

Shri Rajiv Verma will also be entitled to Stock Options as per Company policy from time to time. The next salary increment will not be due before 1st April, 2010.

RESOLVED FURTHER THAT if 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 the 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 purpose of giving effect to the foregoing resolution, the Board of Directors of the Company 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."

Shri Naresh Gupta 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.

