

Ref: HTML/CS/02/2016

21.09.2016

The Listing Department  
**BSE Limited**  
P.J. Tower, Dalal Street  
**MUMBAI – 400 001****The National Stock Exchange of  
India Limited**  
Exchange Plaza, 5<sup>th</sup> Floor  
Plot No C/1, G Block  
Bandra-Kurla Complex  
Bandra (East)  
**MUMBAI – 400 051**Scrip Code: 532662  
Trading Symbol: HTMEDIA

Dear Sirs,

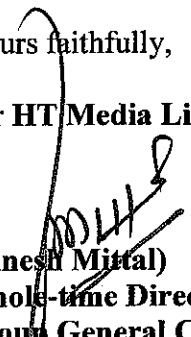
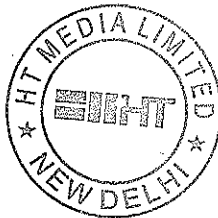
**Sub: Proceedings of the 14<sup>th</sup> Annual General Meeting held on 20<sup>th</sup> September, 2016**Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the gist of the proceedings of the 14<sup>th</sup> Annual General Meeting of HT Media Limited held today i.e. 20<sup>th</sup> September, 2016.

The above is for your information and records.

Thanking you,

Yours faithfully,

For HT Media Limited

  
(Dinesh Mittal)  
Whole-time Director,  
Group General Counsel & Company SecretaryAs  
Encl: As above



**HT MEDIA LIMITED**

**GIST OF PROCEEDINGS OF THE 14<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF HT MEDIA LIMITED HELD ON 20<sup>TH</sup> SEPTEMBER, 2016 (TUESDAY)**

**Date, Time & Venue**

The 14<sup>th</sup> Annual General Meeting (AGM) of the Members of the Company was held on Tuesday, the September 20, 2016 at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi- 110 003 .

The meeting commenced at 11.00 a.m. and got closed at 11.25 a.m. on the same day.

**Gist of proceedings**

The meeting was chaired by Smt. Shobhana Bhartia, Chairperson & Editorial Director. Shri K.N. Memani, Chairman of Audit Committee and Nomination & Remuneration Committee was present at the meeting. Shri Priyavrat Bhartia, Director was representing the Chairman of the Stakeholders Relationship Committee. The statutory auditors of the Company viz. S.R. Batliboi & Co., LLP, was represented at the meeting by Shri Tridibes Basu, Partner. The Secretarial Auditor, Shri Arun Kumar Soni was also present at the meeting.

The Chairperson informed the members present that Shri N.C. Khanna, Practicing Company Secretary has been appointed as Scrutinizer to scrutinize the voting and remote e-voting process, in a fair and transparent manner.

The Chairperson also apprised the members that the results of remote e-voting and voting through ballot shall be disseminated to the stock exchanges and also uploaded on the website of the Company & Karvy Computershare Private Limited (agency providing remote e-voting facility) in accordance with statutory time-lines.



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

**Brief details of items**

The following items as set out in the notice convening the AGM dated August 10, 2016, were approved with requisite majority.

**Ordinary Business:**

1. Consideration and adoption of the Audited Financial Statements (including audited consolidated financial statements) of the Company for the financial year ended March 31, 2016, including Balance Sheet as at March 31, 2016 and Statement of Profit & Loss for the year ended on that date, and the reports of the Board of Directors and Auditors thereon.
2. Declaration of dividend on the Equity Share Capital @ Re. 0.40/- per Equity Share of Rs.2/- each (i.e. @ 20%) for the financial year ended March 31, 2016.
3. Re-appointment of Shri Shamit Bhartia (DIN: 00020623) as Director, who retires by rotation.
4. Re-appointment of M/s. S.R. Batliboi & Co. LLP, Chartered Accountants (Registration No. 301003E/E300005), as Statutory Auditors of the Company to hold office from the conclusion of this AGM upto the conclusion of the AGM to be held in the calendar year, 2017 and fixing their remuneration.

**Special Business:**

5. Authorization to Board of Directors to offer or invite subscription to secured/unsecured redeemable non-convertible debentures/bonds during a period of one year from passing of this resolution on private placement basis, aggregating upto Rs. 400 Crore.
6. Adoption of new set of Articles of Association of the Company.
7. Appointment of Shri Dinesh Mittal as a Director liable to retire by rotation, and Whole-time Director of the Company.

Few shareholders raised queries/questions on operations/ business of the Company which were replied by the Chief Executive Officer.



**Manner of approval**

Members whose name appeared in the Register of Members/list of Beneficial Owners as on Tuesday, the September 13, 2016 (cut-off date) were given the facility of remote e-voting on the resolutions set out in the AGM notice dated August 10, 2016. The remote e-voting commenced on September 17, 2016 (9.00 a.m. Server time) and concluded on September 19, 2016 (5.00 p.m. Server time). Members who could not cast their vote through remote e-voting, were provided the facility to vote through ballot at the venue of the AGM.

**All the resolutions set out in the notice convening the AGM dated August 10, 2016, are deemed to be passed on the date of the 14<sup>th</sup> Annual General Meeting i.e. September 20, 2016.**



For HT Media Limited

(Dinesh Mittal)

Whole-time Director,  
Group General Counsel & Company Secretary

New Delhi  
September 21, 2016