



HT MEDIA LIMITED
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CIN : L22121DL2002PLC117874

Ref: HTML/CS/02/2017

26th September, 2017

The Listing Department
BSE Limited
P.J. Towers, Dalal Street
MUMBAI - 400 001

**The National Stock Exchange of
India Limited**
Exchange Plaza, 5th 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 Annual General Meeting held on 25th September, 2017

In furtherance to our letter of even reference dated 26th September, 2017, furnishing the results of voting at the 15th Annual General Meeting of the Members of the Company held on 25th September, 2017, and pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the gist of proceedings of the said Annual General Meeting.

The above is for your information and records.

Thanking you,

Yours faithfully,

For HT Media Limited

(Authorized Signatories)

Encl: As above



HT MEDIA LIMITED

GIST OF PROCEEDINGS OF THE 15TH ANNUAL GENERAL MEETING OF THE MEMBERS OF HT MEDIA LIMITED HELD ON 25TH SEPTEMBER, 2017 (MONDAY)

Date, Time & Venue

The 15th Annual General Meeting (AGM) of the Members of the Company was held on Monday, the 25th September, 2017 at Siri Fort Auditorium I, A-25 Balbir Saxena Marg, Siri Fort Institutional Area, Gulmohar Park, New Delhi – 110 049.

The meeting commenced at 11.00 a.m. and concluded at 11.55 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 the Audit Committee and Nomination and Remuneration Committee was present at the meeting. Shri Priyavrat Bhartia, Director was representing the Chairman of the Stakeholders Relationship Committee. Also, Shri Shamit Bhartia, Director was present at the meeting. The Statutory Auditors of the Company viz. S.R.Batliboi & Co. LLP, was represented at the meeting by Shri Vishal Sharma, Partner. The Secretarial Auditor, Shri N.C Khanna was also present at the meeting

The Chairperson informed the Members present that Shri Arun Kumar Soni, Practicing Company Secretary, has been appointed as Scrutinizer to scrutinize the voting through ballot and remote e-voting process, in a fair and transparent manner.

The attention of Members was drawn to the records/registers/other documents made available for inspection by the Members.

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

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

Brief details of items

The following items of business as set out in the Notice convening this AGM dated 23rd August, 2017, were transacted at the meeting.

Ordinary Business:

1. Consideration and adoption of:
 - a) the audited financial statements of the Company for the financial year ended 31st March, 2017 and the reports of the Board of Directors and Auditors thereon; and



- b) the audited consolidated financial statements of the Company for the financial year ended 31st March, 2017 and report of the 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 31st March, 2017.
 3. Re-appointment of Shri Priyavrat Bhartia (DIN: 00020603) as Director, who retires by rotation.
 4. Appointment of Price Waterhouse & Co Chartered Accountants LLP (*Firm Registration No. 304026E/E-300009*), as Auditors of the Company to hold office for a term of 5(five) consecutive years from the conclusion of this AGM till the conclusion of the sixth AGM from this AGM (*subject to ratification of their appointment by the Members at every AGM to be held in the intervening period, if so required under the Act*) and fixing their remuneration.

Special Business:

5. To offer or invite subscriptions to Non- Convertible Debentures/Bonds aggregating upto Rs. 400 Crore.

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 Monday, the 18th September, 2017 (cut-off date) were given the facility of remote e-voting on all the resolutions set out in the Notice of AGM dated 23rd August, 2017. The remote e-voting commenced on 21st September, 2017 (9.00 a.m. Server time) and concluded on 24th September, 2017 (5.00 p.m. Server time). Members who could / did not cast their vote through remote e-voting, were provided the facility to vote through ballot at the venue of the AGM. The Chairperson thereafter, handed over the process of voting through ballot paper to Mr. Arun Kumar Soni, Scrutinizer.

The Scrutinizer's report dated 25th September, 2017 was received. All the resolutions set out in the Notice convening the AGM dated 23rd August, 2017, were passed through requisite majority and are deemed to be passed on the date of the Annual General Meeting i.e. 25th September, 2017.



For HT Media Limited

(Dinesh Mittal)

Whole-time Director, Group General Counsel & Company Secretary

New Delhi
26th September, 2017