

HT Media Limited

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

PRESENT

Shri Priyavrat Bhartia	<i>Wholetime Director and Authorised Representative of Stakeholders' Relationship Committee</i>
Shri K.N. Memani	<i>Director & Chairman of Audit Committee; and Nomination and Remuneration Committee</i>
Shri Rajiv Verma	<i>Wholetime Director & Chief Executive Officer</i>

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	<i>Group Chief Financial Officer</i>
Shri Dinesh Mittal	<i>Company Secretary and as a member of the Company</i>
Shri Tridibes Basu	<i>Partner, S.R. Batliboi & Co. LLP, Statutory Auditors</i>
Shri Vishal Sharma	<i>Executive Director, S.R. Batliboi & Co. LLP, Statutory Auditors</i>



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 25th 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 31st 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 14th 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

