

ABSTRACT UNDER SECTION 302 OF THE COMPANIES ACT, 1956

To
The Members
HT Media Limited

The Board of Directors of the Company at the meeting held on 18th January, 2011 have, subject to the approval of the members in general meeting, unanimously approved the re-appointment of Shri Priyavrat Bhartia as Whole-time Director of the Company, for a period of 5 (five) years with effect from 1st February, 2011, including payment of remuneration, with liberty to the Board of Directors to alter and vary the terms & conditions, not exceeding the limits specified under Schedule XIII of the Companies Act, 1956 or any statutory enactment thereof.

Pursuant to the provisions of Section 302 of the Companies Act, 1956, the following abstract of the terms & conditions of re-appointment of Shri Priyavrat Bhartia, as Whole-time Director of the Company, togetherwith the memorandum of interest, is being circulated to the members for their information -

1.	Basic Salary	Rs.5 Lac 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.8 Lac per month.
2.	Housing	Fully furnished residential accommodation, the cost of which shall not exceed 60% of basic salary per annum or House Rent Allowance in lieu thereof.
3.	Gas/Water/ Electricity	Actual expenditure upto a maximum of Rs.12 Lac 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, traveling 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 Whole-time Director on any official trip as per Rules of the Company.
8.	Car & Telephone	The Company shall provide a car with driver and telephone at the residence of the Whole-time Director, for Company's business.
9.	Personal Insurance	For an amount, premium of which shall not exceed Rs.2,00,000 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 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.

In case the Company has no profits or inadequate profits in any financial year, 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.

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.

Memorandum of concern or interest of Directors

Smt. Shobhana Bhartia, Shri Priyavrat Bhartia and Shri Shamit Bhartia being related to each other are interested/ concerned in the above re-appointment.

Inspection

Copy of the Board resolution dated 18th January, 2011 in respect of the above is available for inspection at the Company's Registered Office at Hindustan Times House, 18-20, Kasturba Gandhi Marg, New Delhi 110 001 between 10.00 a.m. and 1.00 p.m. on any working day except Saturday, Sunday and public holidays.

By order of the Board
For HT Media Limited

Dinesh Mittal
Group General Counsel and Company Secretary

Place: New Delhi
Date: January 27, 2011