

HT Media Limited

**PROCEEDINGS OF THE THIRTEENTH ANNUAL GENERAL MEETING OF THE
MEMBERS OF HT MEDIA LIMITED HELD ON FRIDAY, THE 25TH SEPTEMBER, 2015
BETWEEN 11.00 A.M. AND 11.25 A.M. AT SRI SATHYA SAI INTERNATIONAL
CENTRE, PRAGATI VIHAR, LODHI ROAD, NEW DELHI – 110003**

PRESENT

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

9,944 Members / Authorized Representatives and 77 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>Group General Counsel & Company Secretary and as a member of the Company</i>
Shri Vijendra Rana	<i>Authorised Representative, S.R. Batliboi & Co. LLP, Statutory Auditors</i>
Shri Arun Kumar Soni	<i>Secretarial Auditor</i>

INVITEE

Shri N.C. Khanna	<i>Practising Company Secretary, Scrutinizer</i>
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The Chairperson welcomed the Members present to the Annual General Meeting and introduced the Directors and Executives present on the dias to the members of the Company. She also explained the reasons for inability of other Directors to attend the AGM.



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

The Chairperson addressed the members and shared the performance highlights, growth strategies and other matters relating to the performance of the Company.

The members were informed that the Company has received 87 valid proxies for 42,82,070 equity shares, which constitutes 1.84% 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 15th July, 2015, of S.R. Batliboi & Co. LLP, Chartered Accountants, Statutory Auditors of the Company, in respect of 'HTML Employee Stock Option Scheme' and 'HTML Employee Stock Option Scheme-2009' for the financial year ended on 31st March, 2015 and Proxy Register are available for inspection by the members during the meeting. It was stated that the Audited Financial Statements for the financial year ended on 31st March, 2015, Auditors' Report thereon, the Secretarial Auditor's Report for the financial year ended on 31st March, 2015 and the Board's Report for the financial year ended on 31st March, 2015 along with all annexures thereto, were available for inspection by the members. The aforesaid registers/documents remained open for inspection till the conclusion of the AGM.

With the consent of the members present, the notice dated 20th August, 2015 convening the AGM circulated to the members was taken as read. Shri Dinesh Mittal, Group General Counsel & Company Secretary apprised the members that since there are no qualifications, observations or comments in the report of Statutory Auditors and Secretarial Auditor, the same were not required to be read.

The members were further apprised that pursuant to the provisions of Section 108 of the Companies Act, 2013 & Rule 20 of the Companies (Management & Administration) Rules, 2014 (as amended) and Clause 35B of the Listing Agreement with Stock Exchanges, the Company had extended to its members (holding shares either in physical or demat form), the facility to exercise their right to vote on all the items set-out in the notice dated 20th August, 2015 convening this AGM, by electronic means (Remote e-voting), in proportion to their shareholding as on the cut-off date i.e. 18th September, 2015. The aforesaid facility was extended to the members through Karvy Computershare



Private Limited. The e-voting facility commenced from 22nd September, 2015 (9.00 am - Server time) and remained open till 24th September, 2015 (5.00 pm - Server time).

It was stated that the members, who could not cast their vote by remote e-voting, may cast their vote on all the resolutions of ordinary and special businesses set out in item nos. 1 to 11 of the notice convening this AGM, after the conclusion of this meeting through ballot forms, at the venue of this AGM.

The members were informed that Shri N.C. Khanna, Practising Company Secretary has been appointed by the Board of Directors as Scrutinizer to scrutinize the voting, by electronic means and physical ballot voting pursuant to the applicable provisions of Companies Act, 2013 and rules made thereunder, in a fair and transparent manner.

At the request of the Chairperson, Shri Dinesh Mittal, Group General Counsel & Company Secretary briefed the members about the eleven resolutions as set out in the Notice of AGM.

Smt. Shobhana Bhartia, may be deemed to be interested in resolution no.10 as set out in the Notice of AGM.

Thereafter, Shri Dinesh Mittal, invited members present to put up questions on the operations and performance of the Company, if any. The queries of the Members were suitably replied by the management team. Some suggestions given by the members were also noted by the management.

The Chairperson then requested the members, who had not caste their vote by electronic means, to vote through ballot papers already distributed. The process of voting by ballot, including manner of casting of vote, was explained in detail to the members.

The Chairperson declared that on receipt of the Consolidated Scrutinizers' report, the result of voting by remote e-voting and voting through ballot process on all resolutions, shall be declared on 25th September, 2015. The voting results and Consolidated Scrutinizers' report will be hosted on the Company's website viz. www.htmedia.in and intimated to the Stock exchanges (i.e. NSE and BSE). The voting results and Consolidated Scrutinizers' report will also be hosted on the website of Karvy Computershare Private Limited, Registrar and Transfer Agent of the Company.



The Chairperson thanked the members present for their participation in the AGM and declared that the AGM stands concluded.

On behalf of members present, Shri Dinesh Mittal, Group General Counsel & Company Secretary offered vote of thanks to the Chair.

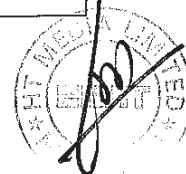
Thereafter, Shri N.C. Khanna, Scrutinizer was requested to take over the process of voting through ballot

Conduct of voting through ballot process

Shri N.C. Khanna, Scrutinizer, showed two empty ballot boxes to the members and then locked the empty ballot boxes in presence of the members. After completion of the polling process, the ballot boxes were unlocked and the ballot papers were scrutinized by Mr. N.C. Khanna, in the presence of two witnesses, Mr. Pritesh Jain and Ms. Seema Sardiwal; who were not employees of the Company.

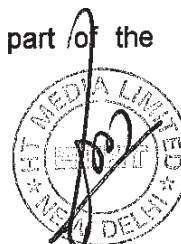
On the basis of the consolidated report of the scrutinizer on the results of voting through electronic means and ballot process, all resolutions for the ordinary and special business set out at Item nos. 1 to 11 of the notice dated 20th August, 2015 convening the AGM, have been duly passed by the members with requisite majority. The consolidated details of voting done through electronic means and ballot process is as under:

Item No.	Subject matter of Resolution	Votes in favour of Resolution		Votes against the Resolution		Invalid Votes
		Nos.	%	Nos.	%	Nos.
1	Adoption of the audited stand-alone and consolidated financial statements of the Company for the financial year ended March 31, 2015, including Balance Sheet as at March 31, 2015 and Statement of Profit & Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon. (Ordinary Resolution)	20,46,19,252	100	0	0	5,66,135
2	Declaration of dividend on Equity Shares for financial year ended on March 31, 2015 (Ordinary Resolution)	20,51,85,380	100	0	0	7
3	Appointment of a Director in place of Shri Priyavrat Bharti (DIN: 00020603), who retires	20,51,60,320	99.9878	25,048	0.0122	19



Item No.	Subject matter of Resolution	Votes in favour of Resolution		Votes against the Resolution		Invalid Votes
		Nos.	%	Nos.	%	Nos.
	from office by rotation, and being eligible, offers himself for re-appointment. (Ordinary Resolution)					
4	Ratification of appointment of M/s. S. R. Batliboi & Co. LLP, Chartered Accountants, as Statutory Auditors of the Company and to fix their remuneration (Ordinary Resolution)	2,035,10,471	99.9783	44,192	0.02171	16,30,724
5	Appointment of Shri Vikram Singh Mehta as an Independent Director of the Company (Ordinary Resolution)	20,51,85,185	99.9999	195	0.0001	7
6	Approval of payment of annual commission to the Non-executive Directors of the Company (Special Resolution)	20,51,85,063	99.9999	305	0.0001	19
7	Approval of borrowing(s) in excess of aggregate of paid-up share capital and free reserves in terms of Section 180(1)(c) of the Companies Act, 2013 (Special Resolution)	20,51,85,135	99.9999	245	0.0001	7
8	Approval of offer or invitation to subscribe to non-convertible debentures/bonds issued on private placement basis (Special Resolution)	20,38,79,256	99.3634	13,06,124	0.6366	7
9	Approval of transfer of 'Hindustan' and certain other Hindi publication related trademarks to Hindustan Media Ventures Limited (subsidiary company) (Special Resolution)	3,19,68,977	96.0374	13,19,058	3.9626	17,18,97,352
10	Appointment of Shri Shamit Bharti as Managing Director (designated as Joint Managing Director) of the Company (Special Resolution)	19,50,29,521	99.9932	13,179	0.0068	1,01,42,687
11	Revision of remuneration of Shri Rajiv Verma, Whole-time Director of the Company (designated as CEO) (Special Resolution)	19,32,25,017	99.9033	1,86,978	0.09667	1,17,73,392

The resolutions passed by the members are recorded hereunder as part of the proceedings of the AGM held on September 25, 2015 –



ORDINARY BUSINESS

ITEM NO. 1

To receive, consider and adopt the audited stand-alone and consolidated financial statements of the Company for the financial year ended March 31, 2015, including Balance Sheet as at March 31, 2015 and Statement of Profit & Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon – Ordinary Resolution

"RESOLVED THAT the audited stand-alone and consolidated financial statements of the Company for the financial year ended March 31, 2015, including Balance Sheet as at March 31, 2015 and Statement of Profit & Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon, be and are hereby received, considered and adopted."

ITEM NO. 2

To declare dividend on Equity Shares for the financial year ended 31st March, 2015 – Ordinary Resolution

"RESOLVED THAT pursuant to the recommendation made by the Board of Directors of the Company, dividend on the Equity Share Capital @ **Re. 0.40/- per Equity Share** of Rs. 2/- each (i.e. @ 20%) for the Financial Year 2014-15, be and is hereby declared."

ITEM NO. 3

To appoint a Director in place of Shri Priyavrat Bhartia (DIN: 00020603), who retires from office by rotation, and being eligible, offers himself for re-appointment – Ordinary Resolution

"RESOLVED THAT Shri Priyavrat Bhartia, Director (holding DIN: 00020603), who retires by rotation at this Annual General Meeting and being eligible for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation."



ITEM NO. 4

To ratify the appointment of M/s. S. R. Batliboi & Co. LLP, Chartered Accountants, as Statutory Auditors of the Company and to fix their remuneration – Ordinary Resolution

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the appointment of M/s. S.R. Batliboi & Co. LLP, Chartered Accountants [Firm Registration No. 301003E] as Statutory Auditors of the Company to hold office till the conclusion of the Annual General Meeting to be held in the calendar year 2016, be and is hereby ratified, on such remuneration as may be agreed upon between the Board of Directors and the Auditors, in addition to the reimbursement of Service Tax and out of pocket expenses in connection with audit of the accounts of the Company.”

SPECIAL BUSINESS

ITEM NO. 5

To appoint Shri Vikram Singh Mehta as an Independent Director - ORDINARY RESOLUTION

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Vikram Singh Mehta (DIN: 00041197), who was appointed as an Additional Director of the Company w.e.f June 20, 2015, under Section 161 of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto March 31, 2020, not liable to retire by rotation.”

ITEM NO.6

To approve payment of annual commission to the Non-executive Directors of the Company - SPECIAL RESOLUTION

“RESOLVED THAT pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in



force) and subject to such approvals, consents, permissions, sanctions of appropriate authorities as may be required, consent of the Company be and is hereby accorded to payment of annual commission to one or more of the Non-executive Directors of the Company (other than the Managing/Whole-time Directors) for a period of five years from the financial year commencing on April 1, 2015, a sum not exceeding 1% of the net profits of the Company in each of the said financial years, calculated in accordance with the provisions of Sections 197 and 198 of the Act, subject to a maximum limit of Rs.10 Lac per Director per annum in a financial year; to be paid and distributed amongst the Non-executive Directors, as aforesaid, in such amounts or proportions and in such manner as the Board of Directors may, from time to time, determine; in addition to the fee payable to them for attending the meetings of the Board of Directors of the Company or any Committee(s) thereof and reimbursement of expenses, if any.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee of the Board, for the time being duly authorized by the Board exercising the powers conferred by this resolution) 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 without being required to seek any further consent or approval of the Members of Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

ITEM NO. 7

To approve borrowing(s) in excess of aggregate of paid-up share capital and free reserves in terms of Section 180(1)(c) of the Companies Act, 2013- SPECIAL RESOLUTION

"RESOLVED THAT in supersession of the Special Resolution passed by the Members under Section 180(1)(c) of the Companies Act, 2013 by way of Postal Ballot for which results were declared on September 12, 2014, the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee of the Board, for the time being duly authorized by the Board exercising the powers conferred by this resolution), be and is hereby authorized in accordance with the provisions of Section 180(1)(c) and all other applicable provisions, if any, of the



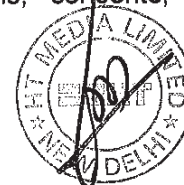
Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), to borrow any sum or sums of money either in rupees or in such other foreign currencies as may be permitted by law from time to time, at its discretion, for the purpose of the business of the Company, from, including without limitation, any one or more banks, financial institutions and other persons, firms, bodies corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained/to be obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up share capital of the Company and its free reserves (that is to say, reserves which are available for distribution as dividend), provided however, that the total amount(s) so borrowed by the Board and outstanding at any point of time shall not exceed the sum of Rs. 1,000 Crore (Rupees One Thousand Crore) over and above the then aggregate of the paid-up share capital of the Company and its free reserves (that is to say, reserves which are available for distribution as dividend) and that the Board be and is hereby authorized to finalize the terms and conditions of all such monies to be borrowed from time to time, as to interest, repayment, security or otherwise, as it may in its absolute discretion, think fit.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board 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 respect of aforesaid without being required to seek any further consent or approval of the Members of Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

ITEM NO. 8

To approve offer or invitation to subscribe to Non-Convertible Debentures/Bonds issued on private placement basis - SPECIAL RESOLUTION

"RESOLVED THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable regulations issued by the Securities and Exchange Board of India (SEBI)/Reserve Bank of India (RBI); and subject to such approvals, consents,



permissions, sanctions of appropriate authorities as may be required, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee of the Board, for the time being duly authorized by the Board exercising the powers conferred by this resolution) to offer or invite subscriptions to secured/unsecured redeemable non-convertible debentures/bonds, in one or more series/tranches during a period of one year from the date of passing of this special resolution, on private placement basis, aggregating upto Rs. 400 Crore (Rupees Four Hundred Crore) within the overall borrowing limits of the Company approved by the Members from time to time, from such persons and on such terms and conditions, as the Board may, from time to time, determine and consider proper and most beneficial to the Company including, without limitation, as to when the said debentures/bonds are to be issued, the consideration for the issue, mode of payment, coupon rate, redemption period, utilization of the issue proceeds and all matters connected therewith or incidental thereto.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board 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 respect of aforesaid without being required to seek any further consent or approval of the Members of Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

ITEM NO. 9

To approve transfer of 'Hindustan' and certain other Hindi publication related trademarks to Hindustan Media Ventures Limited (subsidiary company) - SPECIAL RESOLUTION

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals, consents, permissions, sanctions of appropriate authorities as may be required, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any Committee of the Board, for the time being duly



authorized by the Board exercising the powers conferred by this resolution) to enter into a contract with Hindustan Media Ventures Limited (HMVL), subsidiary company, to transfer and vest the trademarks Hindustan, Hindustan.in, Nandan, Kadambini, Hum Tum and certain other Hindi publication related trademarks, including the trademarks mentioned in the accompanying statement u/s 102 of the Companies Act, 2013 to this item, to HMVL, at Fair Market Value of Rs. 62 Crore exclusive of applicable taxes, with effect from such date, and on such other terms & conditions as may be mutually agreed upon between the Board and HMVL.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board 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 respect of aforesaid without being required to seek any further consent or approval of the Members of Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

ITEM NO. 10

To appoint Shri Shamit Bhartia as Managing Director (designated as Joint Managing Director) of the Company - SPECIAL RESOLUTION

"RESOLVED THAT pursuant to the provisions of Sections 196 and 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals, consents, permissions, sanctions of appropriate authorities as may be required, consent of the Company be and is hereby accorded to the appointment of Shri Shamit Bhartia (DIN: 00020623) as Managing Director of the Company (designated as Joint Managing Director), liable to retire by rotation, for a period of 5(five) years with effect from May 15, 2015, including payment of remuneration, on the terms and conditions set out below, with liberty to the Board of Directors to alter and vary the terms and conditions, not exceeding the limits specified under Schedule V to the Companies Act, 2013:

1.	Basic Salary	Rs.16,00,000/- 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
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		the Company, subject however to a ceiling of Rs.35,00,000/- per month.
2.	Housing	Fully furnished residential accommodation, the cost of which shall not exceed 60% of the basic salary per annum or House Rent Allowance in lieu thereof.
3.	Gas / Water / Electricity	Actual expenditure upto a maximum of Rs.12,00,000/- 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 traveling expenses of spouse accompanying the Joint Managing Director on any official trip as per rules of the Company
8.	Car & Telephone	The Company shall provide car with driver and telephone at the residence of the Joint Managing Director, for the Company's business
9.	Personal Insurance	For an amount, premium of which shall not exceed one month's basic salary.
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.	Super-annuation	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.



The next salary increment will be due on April 1, 2016.

RESOLVED FURTHER THAT if in any financial year, the Company has no profits or inadequate profits, the remuneration as decided by the Board of Directors from time to time, shall be paid to Shri Shamit Bhartia as minimum remuneration with the approval of the Central Government, if required.

RESOLVED FURTHER THAT so long as Shri Shamit Bhartia functions as Managing Director of the Company, and draws the remuneration as mentioned above, he will not be paid any fees for attending the meetings of the Board of Directors or any Committee thereof.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board of Directors 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 respect of aforesaid without being required to seek any further consent or approval of the Members of Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

ITEM NO. 11

To revise remuneration of Shri Rajiv Verma, Whole-time Director of the Company - SPECIAL RESOLUTION

"RESOLVED THAT pursuant to the provisions of Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals, consents, permissions, sanctions of appropriate authorities as may be required, consent of the Company be and is hereby accorded for revision in remuneration of Shri Rajiv Verma (DIN: 00017110), Whole-time Director of the Company (designated as Chief Executive Officer) w.e.f. April 1, 2015 for the remaining period of his present tenure of appointment, as set out below, with liberty



to the Board of Directors to alter and vary the terms and conditions, not exceeding the limits specified under Schedule V to the Companies Act, 2013:

1.	Salary and Special Pay	Rs.24,25,000/- per month including Salary of Rs. 15,00,000/- per month, with authority to Chairperson to revise the Salary and Special Pay from time to time, subject however to a ceiling of Rs. 40,00,000/- per month.
2.	Housing	Either Company's owned/hired/leased fully-furnished residential accommodation, or House Rent Allowance of equivalent amount in lieu thereof, or a combination of both, the cost of which shall not exceed Rs. 5,91,600/- per month, with authority to Chairperson to revise the limit from time to time, subject however to a ceiling of Rs. 12,00,000/- per month.
3.	Gas/ Water/ Electricity	Reimbursement of actual expenditure upto a maximum of Rs. 15,00,000/- per annum.
4.	Medical re-imburement	Re-imburement 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 salary in a year or three months' 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 upto a maximum of Rs. 8,00,000/- per annum with authority to Chairperson to revise the Leave Travel Allowance from time to time, subject however to a ceiling of Rs. 20,00,000/- per annum.
6.	Club Fees	Membership of two clubs in India (including admission and membership fee).
7.	Entertainment expenses and other business expenses	Entertainment 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 two car(s) with driver and telephone at the residence of the Whole-time Director, for the Company's business.
9.	Personal Insurance	For an amount, premium of which shall not exceed Rs. 18,00,000/- per annum as per Rules of the Company.
10.	PF	Contribution to Provident Fund shall be as per Rules of the



	Contribution	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, perquisites and variable pay	Aggregate of - (i) any other allowances, benefits, perquisites admissible to senior Officers of the Company as per Rules of the Company from time to time; and (ii) variable pay to be fixed by Chairperson on the basis of Company's performance, upto a maximum of 400% of aggregate of extant salary, special pay, housing etc. under (1) to (12) above, per annum.

Shri Rajiv Verma will be entitled to Stock Options as per Company policy from time to time. The next salary increment will be due on April 1, 2016.

RESOLVED FURTHER THAT if in any financial year, the Company has no profits or inadequate profits, the remuneration as decided by the Board of Directors 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 Whole-time Director of the Company and draws the remuneration as mentioned above, he will not be paid any fees for attending the meetings of the Board or any Committee thereof.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board of Directors 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 respect of aforesaid without being required to seek any further consent or approval of the Members of Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

The consolidated results of e-voting and voting through ballot paper at the AGM were declared by the Company on 25th September, 2015. The results were duly countersigned by the Chairperson. The above results were hosted on the website of the Company viz. www.htmedia.in and intimated to the Stock Exchanges (i.e. NSE and BSE).



[Signature]
Anish Mittal