



HT Media Limited

CIN: L22121DL2002PLC117874

Registered Office: Hindustan Times House, 18-20, Kasturba Gandhi Marg, New Delhi - 110 001

Ph.: +91 11 6656 1608 Fax: +91 11 6656 1445

E-mail: investor@hindustantimes.com Website: www.htmedia.in

Notice of Annual General Meeting

NOTICE is hereby given that the Fifteenth Annual General Meeting of the Members of HT Media Limited will be held on Monday, September 25, 2017 at 11.00 AM at Siri Fort Auditorium I, A-25, Balbir Saxena Marg, Siri Fort Institutional Area, Gulmohar Park, New Delhi - 110 049, to transact the following businesses:

ORDINARY BUSINESS

ITEM NO. 1

1. To receive, consider and adopt:

- a) the audited financial statements of the Company for the financial year ended March 31, 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 March 31, 2017 and report of the Auditors thereon

ITEM NO. 2

To declare dividend on Equity Shares for the financial year ended on March 31, 2017.

ITEM NO. 3

To appoint Shri Priyavrat Bhartia (DIN: 00020603) as Director, who retires by rotation and, being eligible, offers himself for re-appointment.

ITEM NO. 4

To appoint Price Waterhouse & Co Chartered Accountants LLP (Firm Registration No. 304026E/E-300009), as Auditors of the Company, and to fix their remuneration, and in this regard, to consider and, if thought fit, to pass the following resolution as an

ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modifications or re-enactment thereof for the time being in force), and on the recommendation of the Audit Committee and the Board of Directors, Price Waterhouse & Co Chartered Accountants LLP [Firm Registration No. 304026E/E-300009], be and is hereby appointed as Auditors of the Company, to hold office for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting (AGM) till the conclusion of the sixth Annual General Meeting from this AGM (subject to ratification of their appointment by the Members at every Annual General Meeting to be held in the intervening period, if so required under the Act), at such remuneration as may be fixed by the Board of Directors."

SPECIAL BUSINESS

ITEM NO. 5

To offer or invite subscriptions to Non-Convertible Debentures/Bonds aggregating upto Rs. 400 Crore and in this regard, to consider and, if thought fit, to pass the following resolutions as **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, 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 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 of Directors 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 of Directors be and is hereby authorized to do all such acts, deeds and things and execute all such deeds, documents and writings on an ongoing basis, 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."

By Order of the Board
For HT Media Limited

(Dinesh Mittal)

Whole-time Director,

Group General Counsel & Company Secretary

Place: New Delhi

Date: August 23, 2017

NOTES:

1. **A Member entitled to attend and vote at the Annual General Meeting (“Meeting” or “AGM”) is entitled to appoint a proxy to attend the meeting and vote in his/her stead, and the proxy need not to be a Member of the Company. The instrument appointing a proxy, in order to be effective, must be deposited at the registered office of the Company, duly completed, stamped and signed, not less than 48 hours before the scheduled time for holding the Meeting. A blank proxy form is annexed to this Notice.**

A person can act as proxy on behalf of Members not exceeding 50 (fifty) in number, and holding in aggregate, not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as a proxy for any other Member. Proxies executed/submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolution/ authority, as applicable. The Proxy-holder shall prove his identity at the time of attending the Meeting.

2. Corporate Members intending to depute their authorized representative(s) to attend the Meeting are requested to forward to the Company, certified copy of the Board Resolution/Power of Attorney together with specimen signature of the representative(s), authorizing the said person to attend and vote on their behalf at the Meeting.
3. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
4. The statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting (Item No. 5 of the Notice) is annexed hereto.
5. In accordance with the provisions of the Companies Act, 2013, the Audit Committee and Board of Directors have recommended the appointment of Price Waterhouse & Co Chartered Accountants LLP (Firm Registration No. 304026E/E-300009) as Auditors of the Company for a term of 5 (five) consecutive years from the conclusion of this AGM till the conclusion of the sixth Annual General Meeting from this AGM. The first year of a Audit by the aforesaid Auditors will be of the financial statements of the Company for the financial year ending March 31, 2018.

Price Waterhouse & Co Chartered Accountants LLP, have consented to, and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Companies Act, 2013. They have also confirmed that they are not disqualified to be appointed as Auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Companies Act, 2013 and the provisions of the Companies (Audit and Auditors) Rules, 2014.

6. Pursuant to the provisions of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Regulations) and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, details of the Shri Priyavrat Bhartia, Non-executive Director, seeking re-appointment at the Meeting, is annexed herewith.
7. Register of Members and Share Transfer Books of the Company shall remain closed from Monday, September 18, 2017 to Monday, September 25, 2017 (both days inclusive) for the purpose of AGM and for determining entitlement of Members to dividend on Equity Shares, if any, for the financial year ended March 31, 2017.
8. The dividend on Equity Shares, as recommended by the Board of Directors, if declared by the Members at the Meeting, for the financial year ended March 31, 2017, will be credited / paid on or after Tuesday, September 26, 2017:
- (i) in respect of shares held in physical form, to those Members whose names appear on the Register of Members of the Company on Monday, September 25, 2017, after giving effect to all valid share transfer documents lodged with RTA/Company at its registered office, before Monday, September 18, 2017.
- (ii) in respect of shares held in electronic form, to those beneficial owners whose names appear in the statement of beneficial ownership furnished by National Securities Depository Limited and Central Depository Services (India) Limited as at the end of business day on Friday, September 15, 2017 for this purpose.
9. The certificate of Auditors that ‘HTML Employee Stock Option Scheme’ and ‘HTML Employee Stock Option Scheme-2009’ is implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (read with SEBI’s circular no. CIR/CFD/POLICY CELL/2/2015 dated June 16, 2015) and in accordance with the resolutions passed by the Members, shall be available for inspection by Members at the venue of AGM.
10. Members are requested to visit the website of the Company viz. www.htmedia.in for viewing the quarterly financial results, annual financial statements and other information of the Company.
11. Pursuant to Sections 101 and 136 of the Companies Act, 2013 read with the Rules framed thereunder, the notice convening the AGM along with the Annual Report for FY 17 is being sent via electronic mode to those Members whose e-mail addresses are registered with the Depository or the Company’s Registrar and Share Transfer Agent, unless the Member(s) has requested for a physical copy of the same. Members who have not registered their e-mail address are being provided physical copy of the Notice of AGM & Annual Report by the permitted mode.

Members are requested to participate in the green initiative in Corporate Governance by providing their name, shareholding details, e-mail id and consent to receive the notice calling the AGM, Annual Report & other documents permissible to be sent through electronic mode, by sending e-mail at einward.ris@karvy.com. For any other investor related queries, communication may be sent by e-mail to investor@hindustantimes.com.

12. Karvy Computershare Private Limited (Karvy) is the Registrar & Share Transfer Agent of the Company. All investor related communication may be addressed to Karvy at the following address:

Karvy Computershare Private Limited
Karvy Selenium Tower B, Plot No. 31 & 32
Financial District, Nanakramguda
Serilingampally Mandal
Hyderabad - 500 032

Tel : + 91-40-67162222
Fax : + 91-40-23001153
E-mail : einward.ris@karvy.com

13. Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded the details of unpaid and unclaimed dividend amounts lying with the Company

as on September 20, 2016 (date of last Annual General Meeting) on the website of the Company (www.htmedia.in) and also on the website of the Ministry of Corporate Affairs (MCA). Members who have not encashed/received dividend so far in respect of financial years ended on March 31, 2010 to March 31, 2016, are requested to write to Karvy, who shall arrange to remit the unclaimed dividend amount.

Further, pursuant to the provisions of Section 124 of Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, ('IEPF Rules, 2016'), which came into effect from September 7, 2016 during the year, the Company has transferred the unpaid and unclaimed dividend pertaining to FY 2008-2009 to the IEPF.

14. Members holding shares in physical form can avail the facility of nomination pursuant to the provisions of Section 72 of the Companies Act, 2013 and are advised to send their nomination, if so desired, in the prescribed Form No. SH-13 to Karvy at the above mentioned address. Members holding shares in electronic form may contact their respective Depository Participant(DP) for availing this facility.
15. For effecting change(s) in address / bank details / NECS (National Electronic Clearing Services) mandate; Members are requested to notify:
 - (i) Karvy, if shares are held in physical form; and
 - (ii) their respective Depository Participant (DP), if shares are held in electronic form.
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic mode are, therefore, requested to submit their PAN to the DPs with whom they are maintaining their demat accounts. Members holding shares in physical mode can submit their PAN to the Company / Karvy. Further, for registration of transfer of securities, both, transferee(s) as well as transferor(s) are required to furnish a copy of their PAN card (wherever applicable) to the Company/Karvy.
17. Members/Proxies/Authorised representative(s) may kindly note the following:
 - (i) Copies of Annual Report will not be distributed at the venue of the Meeting;
 - (ii) Attendance Slip, sent herewith, is required to be produced at the venue duly filled-in and signed, for attending the Meeting;
 - (iii) Entry to the hall will be in exchange for duly completed and signed Attendance Slips; and
 - (iv) In all correspondence with the Company and/or Karvy, Folio No. or DP & Client Id No., as the case may be, must be quoted.
18. Members are requested to send their queries, if any, on the financial statements/operations of the Company, to reach the Company Secretary at the Company's Registered Office, atleast 7 days before the Meeting, so that the information can be compiled in advance.
19. Register of Directors and Key Managerial Personnel and their shareholding; and the Register of Contracts or Arrangements in which the Directors are interested, maintained in terms of applicable provisions of the Companies Act, 2013, will be available for inspection by the Members at AGM.
20. Relevant documents referred to in the Notice are available for inspection without any fee by the Members on all business days (except Saturday, Sunday and Public Holidays) during 10.00 A.M. to 4.00 P.M. upto the date of AGM at the Registered Office of the Company and as well as during AGM, at the venue thereof.
21. This notice of AGM and the Annual Report of the Company for FY 17 is available on the Company's website viz. www.htmedia.in.
22. **Members may please note that briefcase, bag, mobile phone, and/or eatables shall not be allowed to be taken inside the hall for security reasons.**
23. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended, and the provisions of Regulation 44 of the SEBI Regulations, Members have been provided the facility to cast their vote on all resolutions set forth in this Notice, through remote e-voting (i.e. facility of casting votes by using an electronic voting system from a place other than the venue of AGM) on Karvy's e-voting platform.
The Company will also provide facility to vote through ballot paper at the venue of AGM. Members attending the AGM who have not already cast their vote by remote e-voting shall be able to exercise the right to vote at the Meeting.
24. Any person, whose name appears in the Register of Members/list of Beneficial Owners as on Monday, September 18, 2017 (cut-off date) only, shall be entitled to vote through ballot paper at the venue of AGM/ remote e-voting on the resolutions set forth in this Notice. A person who is not a Member as on the cut-off date, should treat this Notice for purpose of information only.
25. The remote e-voting facility will be available during the following period:

Commencement of remote e-voting	From 9.00 a.m. (Server time) On September 21, 2017 (Thursday)
End of remote e-voting	Up to 5.00 p.m. (Server time) On September 24, 2017 (Sunday)

 Remote e-voting will not be allowed beyond the aforesaid date and time, and the e-voting module shall be disabled by Karvy upon expiry of aforesaid period.
26. The Board of Directors has appointed Shri Arun Kumar Soni, Company Secretary in practice (C.P. No. 1726) or in his absence, Shri N.C. Khanna, Company Secretary in practice (C.P. No. 5143) as Scrutinizers to scrutinize the voting at AGM and through remote e-voting process, in a fair and transparent manner.
27. The Scrutinizer shall, after the conclusion of voting at the AGM, count the votes cast at the Meeting, Thereafter, they will unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours from conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against the resolution, invalid votes, if any and whether the resolution(s) has/have been carried or not, to the Chairperson or any other Director of the Company authorised by Chairperson, who shall countersign the same and declare the results of the voting.
28. The result of voting along with the Scrutinizers' Report shall be placed on the website of the Company (www.htmedia.in) and on Karvy's website (<https://evoting.karvy.com>) immediately after the same is declared, and shall be simultaneously forwarded to the Stock Exchanges where the Company's shares are listed. The results shall also be displayed at the Registered Office of the Company.

29. The resolutions shall be deemed to be passed on the date of AGM, subject to receipt of requisite number of votes being cast in favour of the resolution(s).
30. Route map of the venue of the Meeting is annexed to the Notice.
31. Members are requested to carefully read the "Procedure and instructions for remote e-voting" outlined hereunder.

PROCEDURE AND INSTRUCTIONS FOR REMOTE E-VOTING

The procedure and instructions for remote e-voting, are as under:

- (i) **In case a Member receives an email from Karvy** [for Members whose email addresses are registered with the Company/ Depository Participants(s)]:
- a) Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - b) Enter the login credentials (i.e. User ID and password mentioned in a separate communication annexed to this Notice). In case of physical folio, User ID will be **EVEN** (E-Voting Event Number) followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - c) After entering these details appropriately, click on "**LOGIN**".
 - d) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**
 - e) You need to login again with the new credentials.
 - f) On successful login, the system will prompt you to select the "**EVEN**" for 'HT Media Limited'.
 - g) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under either "FOR" or "AGAINST" or alternatively, you may partially enter any number under "FOR" or partially "AGAINST" but the total number in "FOR" / "AGAINST" taken together shall not exceed your total shareholding as on the cut-off date. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
 - h) Members holding shares under multiple folios/demat accounts shall choose the voting process separately for each of the folio/demat accounts.
 - i) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as "ABSTAIN".
 - j) You may then cast your vote by selecting an appropriate option and click on "SUBMIT".
 - k) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote.
 - l) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter/ Power of Attorney, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail address: **investor@hindustantimes.com** with a copy marked to **evoting@karvy.com**. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "**Corporate Name_EVENT NO.**".
- (ii) **In case of a Member receiving physical copy of the Notice** [for Members whose email addresses are not registered with the Company/Depository Participant(s)]:
- EVEN, User ID and Password are mentioned in a separate communication annexed to this Notice.
 - Please follow all steps from Sr. No. (a) to (l) as mentioned in (i) above, to cast your vote by electronic means.
- (iii) During the voting period, Members can login any number of times till they have voted on the Resolution(s). Once the vote on a resolution(s) is cast by a Member, the Member shall not be allowed to change it subsequently.
- Further, the Members who have cast their vote through remote e-voting may attend the AGM but shall not be allowed to vote again thereat.
- (iv) A Member can opt for only single mode of voting i.e. through Remote e-voting or voting at the AGM. If a Member casts votes by both modes then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- (v) In case of any query/ grievance, in respect of remote e-voting, Members may refer to Help & FAQs section / E-voting user manual available at the "Downloads" section of Karvy's website: <https://evoting.karvy.com> or contact Mr. G Ramesh Desai, Manager at Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot No. 31-32, Financial District, Nanakramguda, Hyderabad - 500 032 or at email address: evoting@karvy.com or contact no. 040-6716 2222 or Karvy's toll free No. 1800-345-4001 (from 9.00 A.M. to 6.00 P.M.).
- (vi) You can also update your mobile number and e-mail address in the user profile details of the folio which may be used for sending future communication(s).
- (vii) The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date i.e. Monday, September 18, 2017.
- (viii) Any person who becomes a Member of the Company after dispatch of AGM Notice and holding shares as on the cut-off date for remote e-voting, may obtain the User ID and Password in the manner as mentioned below:
- i. If the mobile number of the Member is registered against Folio No./ DP ID Client ID, the Member may send SMS:
 - MYEPWD** <space> E-Voting Event Number + Folio No. or DP ID Client ID to +91 92129 93399
 - Example for NSDL : MYEPWD <SPACE> IN12345612345678
 - Example for CDSL : MYEPWD <SPACE> 1402345612345678
 - Example for Physical : MYEPWD <SPACE> XXXX1234567890

- ii. If e-mail address or mobile number of the Member is registered against Folio No./DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the Member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- iii. Member may call Karvy's toll free number 1800-345-4001 (from 9.00 A.M. to 6.00 P.M)
- iv. Member may also send an e-mail request to evoting@karvy.com and Karvy shall endeavour to send User ID and Password to those new Members whose email address are available.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 5

As the Members may be aware, at the 14th Annual General Meeting held on September 20, 2016, approval was accorded to the Board of Directors of the Company, to offer or invite subscriptions to secured/unsecured redeemable non-convertible debentures/bonds in one or more tranches, during a period of one year from the date of passing of the Special Resolution, on private placement basis, aggregating upto Rs.400 Crore (Rupees Four Hundred Crore). The aforesaid approval is valid upto September 19, 2017. The Members may kindly note that so far, no offer has been made or subscriptions have been invited for secured/unsecured redeemable non-convertible debentures/bonds in terms of the above mentioned approval by the Members.

However, in order to augment long term resources for financing, *inter-alia*, ongoing capital expenditure and for general corporate purposes, the Board of Directors may, at an appropriate time, offer or invite subscription to secured/unsecured redeemable non-convertible debentures/bonds upto Rs.400 Crore. Accordingly, in terms of the applicable provisions of the Companies Act, 2013 and Rules made thereunder, the Members are requested to accord their approval to authorize the Board of Directors of the Company to offer or invite subscriptions to secured/unsecured redeemable non-convertible debentures/bonds, in one or more tranches, on private placement basis, aggregating upto Rs. 400 Crore as may be required by the Company, during a period of one year from the date of passing of the accompanying Special Resolution.

None of the Directors or Key Managerial Personnel and their relatives are, in any way, concerned or interested, financial or otherwise, in this resolution.

The Board commends the Special Resolution set out in item no. 5 of the Notice for approval by the Members.

**By Order of the Board
For HT Media Limited**



**(Dinesh Mittal)
Whole-time Director,
Group General Counsel & Company Secretary**

Place: New Delhi

Date: August 23, 2017

Details of the Director seeking re-appointment at the ensuing Annual General Meeting to be held on Monday, September 25, 2017, pursuant to the provisions of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India.

Name of Director	Shri Priyavrat Bhartia
Age (years)	40
Relationship with other Directors <i>inter-se</i> and Key Managerial Personnel	<ul style="list-style-type: none"> • Son of Smt. Shobhana Bhartia, <i>Chairperson & Editorial Director</i> • Brother of Shri Shamit Bhartia, <i>Non-executive Director</i>
Date of Appointment	October 28, 2005
Expertise in specific functional areas	'Digital Strategy' and business policy decisions
Qualifications	MBA from Stanford University
Terms and conditions of re-appointment	Director, liable to retire by rotation
No. of Equity Shares of Rs. 2/- each held in the Company	6 (out of which 5 shares jointly held with The Hindustan Times Limited)
Remuneration last drawn (including sitting fees, if any)	Not applicable
List of other Indian companies in which Directorships are held[#]	<ul style="list-style-type: none"> (i) Hindustan Media Ventures Limited (<i>Listed entity</i>) (ii) Jubilant Industries Limited (<i>Listed entity</i>) (iii) Jubilant Life Sciences Limited (<i>Listed entity</i>) (iv) The Hindustan Times Limited (v) HT Digital Ventures Limited (vi) HT Digital Media Holdings Limited (vii) Jubilant Agri & Consumer Products Limited (viii) Earthstone Holding (Two) Limited (ix) Jubilant Realty Private Limited (x) Jubilant Enpro Private Limited (xi) SB Trusteeship Services Private Limited (xii) PSB Trustee Company Private Limited (xiii) SSBPB Investment Holding Private Limited (xiv) SPB Trustee Company Private Limited (xv) SSP Trustee Company Private Limited (xvi) ARS Trustee Company Private Limited
List of the Committees of Board of Directors (across all Indian companies) in which Chairmanship/ Membership is held**	<p>HT Media Limited</p> <ul style="list-style-type: none"> • Stakeholders' Relationship Committee - Member <p>The Hindustan Times Limited</p> <ul style="list-style-type: none"> • Audit Committee – Member <p>Jubilant Industries Limited</p> <ul style="list-style-type: none"> • Stakeholders' Relationship Committee - Member <p>Hindustan Media Ventures Limited</p> <ul style="list-style-type: none"> • Audit Committee - Member • Stakeholders' Relationship Committee - Member
No. of Board Meetings attended during FY-17	3

[#]As per latest disclosure received from the Director.

^{**}Pursuant to SEBI Regulations, only two Committees viz. Audit Committee and Stakeholders' Relationship/ Shareholders'/ Investors' Grievance Committee have been considered.



ATTENDANCE SLIP

HT Media Limited

CIN: L22121DL2002PLC117874

Registered Office: Hindustan Times House, 18-20, Kasturba Gandhi Marg, New Delhi - 110 001

Ph.: +91 11 6656 1608 Fax: +91 11 6656 1445

E-mail: investor@hindustantimes.com Website: www.htmedia.in

Please complete & sign this Attendance Slip and hand it over at the entrance of the meeting hall

Form with fields: Ledger Folio/DP & Client Id No., No. of Equity Shares held, Name of Member/Proxy, Address

I/We certify that I/We am/are Member(s)/Proxy for the Member(s) of the Company.

I hereby record my presence at the 15th Annual General Meeting of the Company held on Monday, September 25, 2017 at 11:00 A.M. at Siri Fort Auditorium I, A-25, Balbir Saxena Marg, Siri Fort Institutional Area, Gulmohar Park, New Delhi - 110 049.

Signature of Member/Proxy

I hereby give my consent to receive the Notice of Annual General Meeting alongwith Annual Report and other documents permissible to be sent through electronic mode, on my following e-mail id, instead of physical mode -

Empty box for e-mail id

Signature of Member

Note: Only Members of the Company and/or their proxy will be allowed to attend the Meeting.

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]



PROXY FORM

HT Media Limited

CIN: L22121DL2002PLC117874

Registered Office: Hindustan Times House, 18-20, Kasturba Gandhi Marg, New Delhi - 110 001

Ph.: +91 11 6656 1608 Fax: +91 11 6656 1445

E-mail: investor@hindustantimes.com Website: www.htmedia.in

Name of the Member(s):

Registered address:

E-mail Id:

Folio No. DP Id Client Id:

I/We, being the Member(s) of shares of the above named company, hereby appoint

1. Name: E-mail Id:

Address: Signature:

or failing him/her,

2. Name: E-mail Id:

Address: Signature:

or failing him/her,

1. Name: E-mail Id:

Address: Signature:

as my/our proxy to attend and vote through ballot paper for me/us and on my/our behalf at the 15th Annual General Meeting of the Company, to be held on Monday, September 25, 2017 at 11:00 A.M. at Siri Fort Auditorium I, A-25, Balbir Saxena Marg, Siri Fort Institutional Area, Gulmohar Park, New Delhi - 110 049, and at any adjournment thereof in respect of such resolutions as are indicated below:

Table with 4 columns: S.No, Resolutions, For*, Against*. Contains 5 rows of resolutions.

Signed this day of, 2017



Signature of Member

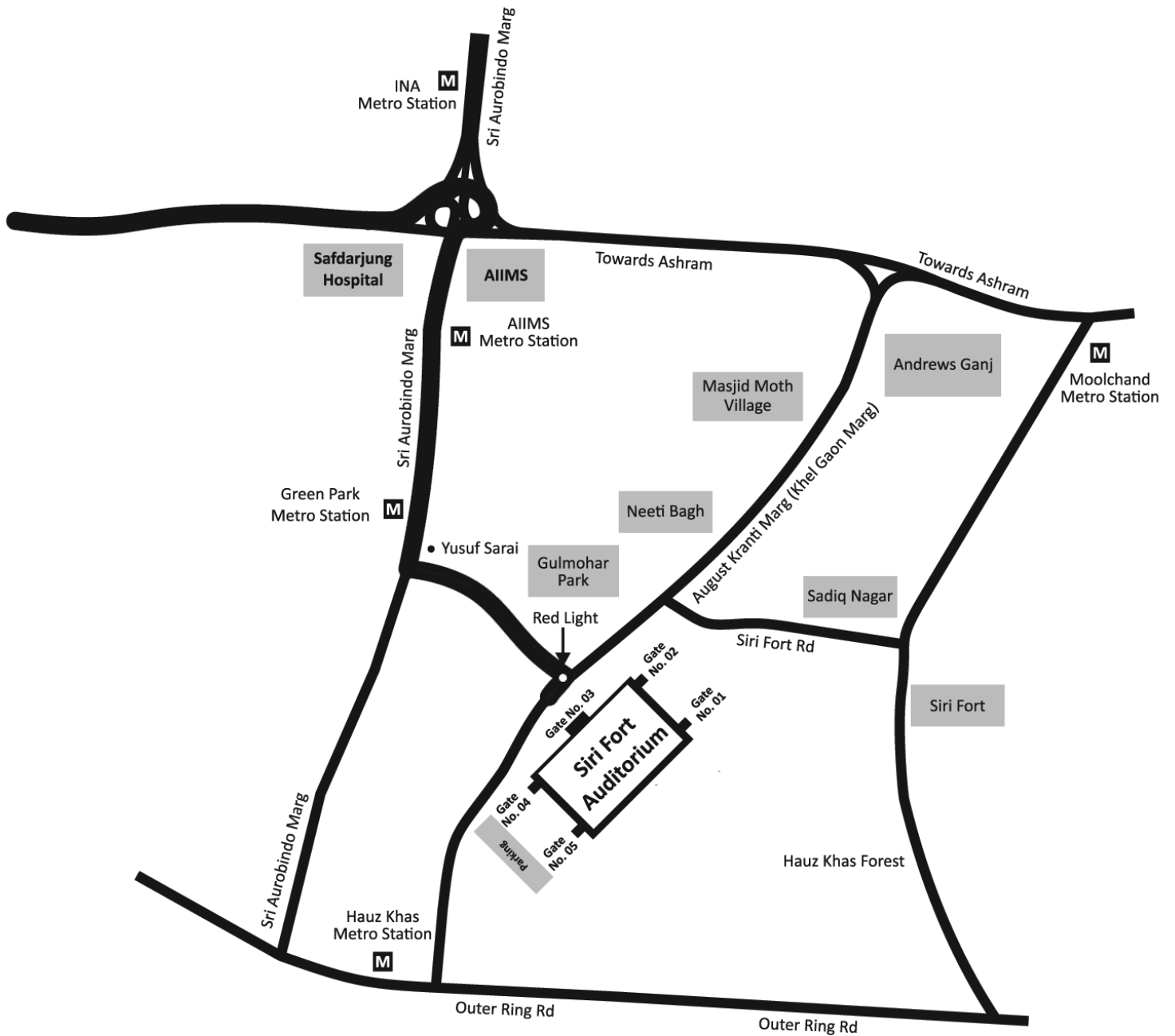
Signature of Proxy holder(s)

*It is optional to indicate your preference. If you leave 'For' or 'Against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

Notes:

- 1. This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. The Proxy form should be signed across the stamp as per specimen signature registered with the Registrar & Share Transfer Agent/Depository.
3. If Company receives multiple proxies for the same holding of a Member, the Proxy which is dated last shall be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple Proxies shall be treated as invalid.

Route map to the venue of the 15th Annual General Meeting of HT Media Limited



Siri Fort Auditorium I, A-25, Balbir Saxena Marg,
Siri Fort Institutional Area, Gulmohar Park,
New Delhi - 110 049