**HT MEDIA LIMITED**

Regd. Office : Hindustan Times House
18-20, Kasturba Gandhi Marg
New Delhi - 110001
Tel.: 66561234 Fax : 66561270
www.hindustantimes.com
E-mail : corporatedept@hindustantimes.com
CIN : L22121DL2002PLC117874

Ref: HTML/CS/02/2019

26-Sep-2019

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 (AGM) of HT Media Limited held on
September 26, 2019 (Thursday)**

We have to inform you that the AGM of members of the Company was held today, i.e. September 26, 2019 at 11.00 AM at Siri Fort Auditorium I, A-25 Balbir Saxena Marg, Siri Fort Institutional Area, Gulmohar Park, New Delhi – 110 049. In this regard, please find enclosed the proceedings of the AGM in compliance with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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 17TH ANNUAL GENERAL MEETING OF THE MEMBERS OF HT MEDIA LIMITED HELD ON SEPTEMBER 26, 2019 (THURSDAY)

Date, Time & Venue

The 17th Annual General Meeting (AGM) of the Members of the Company was held on Thursday, September 26, 2019 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 11.45 a.m on the same day.

Gist of proceedings

The meeting was chaired by Smt. Shobhana Bhartia, Chairperson & Editorial Director. Shri Vivek Mehra, Chairman of the Audit Committee and Shri Ajay Relan, Chairman of Nomination & Remuneration Committee and Stakeholder's Relationship Committee were present in the meeting. Also, Smt. Sindhushree Khullar, Non-executive Independent Director, Shri Priyavrat Bhartia, Director, Shri Shamit Bhartia, Director, Shri Praveen Someshwar, Managing Director & CEO and Shri Dinesh Mittal, Group General Counsel & Company Secretary, were present at the meeting.

Price Waterhouse Chartered Accountants LLP (Firm Registration No: 304026E/E-300009) Statutory Auditor of the Company, who have audited Financial Statements for the financial year ended on March 31, 2019, was represented at the meeting by Shri Anupam Dhawan. B S R and Associates, Chartered Accountants [Firm Registration No. 128901W], the present Statutory Auditor of the Company was represented at the meeting by Shri Kunal Kapur. The Secretarial Auditor, Shri N.C. Khanna was also present at the Meeting.

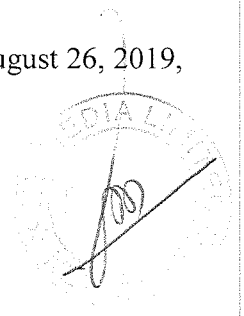
The Chairperson informed the Members present that Shri Sanket Jain, Practicing Company Secretary has been appointed as Scrutinizer to scrutinize the voting through ballot and remote e-voting process, in a fair and transparent manner. Chairperson drew the attention of Members to the records/registers/other documents which were made available at the venue of the meeting for inspection by the Members.

The Chairperson also apprised the Members that the results of voting via remote e-voting and polling shall be disseminated to the stock exchange(s) and also uploaded on the website of the Company & Karvy Fintech Private Limited (agency providing e-voting facility) as per statutory timelines.

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

Brief details of items

Following items of business as set out in the Notice convening this AGM dated August 26, 2019, were transacted at the meeting.



Ordinary Business:

1. To consider and adopt:
 - a) the audited standalone financial statements of the Company for the financial year ended March 31, 2019, 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, 2019 and report of the Auditors thereon.
2. To declare dividend of Re. 0.40 per Equity Share (i.e. @ 20%) for the financial year ended on March 31, 2019.
3. To appoint Shri Priyavrat Bhartia (DIN: 00020603) as a Director, who retires by rotation, and being eligible, offers himself for re-appointment.
4. To appoint B S R and Associates, Chartered Accountants [Firm Registration No. 128901W] as Statutory Auditor of the Company:
 - for filling the casual vacancy and to hold office as such upto the conclusion of this AGM; and
 - for a tenure of 5 years from the conclusion of this AGM till the conclusion of AGM to be held in the calendar year 2024

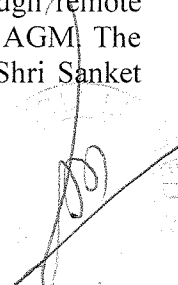
Special Business:

5. To ratify the remuneration of Rs.65,000/- to be paid to Ramanath Iyer & Co, Cost Accountants, as Cost Auditor to conduct cost audit of the cost records of FM Radio business of the Company for the financial year ending on March 31, 2020.
6. To appoint Smt. Sindhushree Khullar (DIN: 01493839) as an Independent Director, not liable to retire by rotation.
7. To re-appoint Shri Vikram Singh Mehta (DIN: 00041197) as an Independent Director, not liable to retire by rotation (Special Resolution).

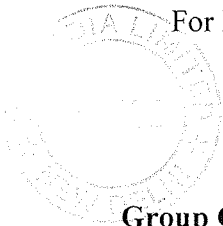

Few shareholders raised queries/questions on operations/ business of the Company which were replied by the Group Chief Financial Officer.

Manner of approval

Members whose name appeared in the Register of Members / list of Beneficial Owners as on Thursday, September 19, 2019 (cut-off date) were given the facility of remote e-voting on all the resolutions set out in the Notice of AGM dated August 26, 2019. The remote e-voting commenced on September 22, 2019 (9.00 a.m. Server time) and concluded on September 25, 2019 (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 paper at the venue of the AGM. The Chairperson thereafter, handed over the process of voting through ballot paper to Shri Sanket Jain, Scrutinizer.



The Chairperson announced that the results of voting shall be announced within 48 hours of conclusion of the meeting. The results of voting will be displayed at the registered office of the Company and placed on the website of the Company & Karvy Fintech Private Limited, once they are declared. She thanked members for attending the meeting.

 For HT Media Limited

(Dinesh Mittal)
Group General Counsel &
Company Secretary

Place: New Delhi

Date : September 26, 2019