



HT Media Limited
Regd. Office : Hindustan Times House
18-20, Kasturba Gandhi Marg
New Delhi - 110 001
Tel.: 66561234 Fax : 66561270
www.hindustantimes.com

24 - MAY - 2013

Ref: HTML/CS/02/2013

The Listing Department
Bombay Stock Exchange Limited
P.J. Tower, 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
Company Code: HTMEDIA

Dear Sirs,

Re: **Abstract under section 302 of the Companies Act, 1956**

Pursuant to Clause 31 of the Listing Agreement, please find enclosed herewith three copies of Abstract under section 302 of the Companies Act, 1956 regarding :-

1. Re-appointment of Smt. Shobhana Bhartia as Chairperson and Editorial Director of the Company, for a period of 5 years including payment of remuneration, w.e.f. 1st July, 2013.
2. Re-appointment of Shri Shamit Bhartia as Whole-time Director of the Company, for a period of 5 years including payment of remuneration, w.e.f. 1st September, 2013.
3. Revision in the remuneration of Shri Rajiv Verma, Whole-time Director of the Company designated as Chief Executive Officer, w.e.f. 1st April, 2013.

Please be informed that the aforementioned Abstracts under section 302 has been sent to the members of the Company.

Thanking you,

Yours faithfully,
For HT Media Limited

(Dinesh Mittal)
Group General Counsel & Company Secretary

Encl: As above



HT Media Limited

Registered Office: Hindustan Times House, 18-20, Kasturba Gandhi Marg, New Delhi - 110001

ABSTRACT UNDER SECTION 302 OF THE COMPANIES ACT, 1956

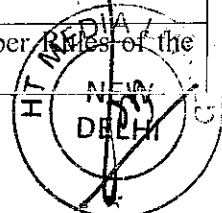
To,
The Member(s),
HT Media Limited

ITEM NO.1

The Board of Directors of the Company at its meeting held on 14th May, 2013, has, subject to the approval of Members at their General Meeting, unanimously approved the re-appointment of Smt. Shobhana Bhartia as Chairperson & Editorial Director of the Company (Managing Director under the Companies Act, 1956), for a period of five years w.e.f. 1st July, 2013, including payment of remuneration, with liberty to the Board of Directors to alter and vary the terms and conditions, not exceeding the limits specified under Schedule XIII of the Companies Act, 1956 or any statutory re-enactment thereof.

Pursuant to the provisions of Section 302 of the Companies Act, 1956, the following Abstract of the terms of re-appointment of Smt. Shobhana Bhartia as Chairperson & Editorial Director of the Company, together with the Memorandum of Interest, is being circulated to the Members for their information:

1.	Basic Salary	Rs.15 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.25 Lac 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.18 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 Chairperson & Editorial 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 Chairperson & Editorial 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.	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.
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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 Smt. Shobhana Bhartia as minimum remuneration, with the approval of the Central Government, if required.

So long as Smt. Shobhana Bhartia functions as Chairperson & Editorial Director of the Company, she will not be paid any fees for attending the meetings of the Board or any Committee thereof. The period of office of Smt. Shobhana Bhartia shall not be liable to determination by retirement by rotation. The next salary increment will not be due before 1st April, 2014.

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.

Information pursuant to Clause 49 IV(G)(i) of the Listing Agreement

Smt. Shobhana Bhartia has been associated with the Company since its incorporation and has been instrumental in formulation of the long-term vision and strategy of the Company. She has more than 25 years of experience in the newspaper industry. She has been honored by the Government of India with "Padmashri". She is a graduate from the Calcutta University. Smt. Shobhana Bhartia holds 5 equity shares of Rs.2/- each in the Company jointly with 'The Hindustan Times Limited'.

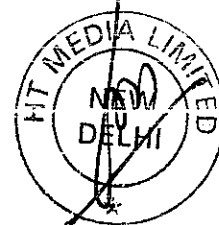
Smt. Shobhana Bhartia holds directorships / memberships of committees of the board, in the following companies:-

The Hindustan Times Limited [Chairperson & Managing Director, Chairperson - Audit Committee], HTL Investment & Trading Co. Limited, Hindustan Media Ventures Limited, Nilgiri Plantations Limited, Goldmerry Investment & Trading Co. Limited, Britex (India) Limited, Ronson Traders Limited, Usha Flowell Limited, Shradhanjali Investment & Trading Co. Limited, Udit (India) Limited, Yashovardhan Investment & Trading Co. Limited, Firefly e-Ventures Limited, Earthstone Holding (One) Private Limited, Earthstone Holding (Two) Private Limited, Earthstone Holding (Three) Private Limited, Earthstone Holding Private Limited, Shine Foundation (company u/s 25), HT Global Education (company u/s 25), SBSSB Realty Holding Private Limited, SHS Realty Holding Private Limited, SSBSB Realty Holding Private Limited, SBSB Realty Holding Private Limited, SSB Trustee Company Private Limited, SB Trusteeship Services Private Limited, PSB Trustee Company Private Limited, Shobhana Trustee Company Private Limited.

ITEM NO.2

The Board of Directors of the Company at its meeting held on 14th May, 2013, has, subject to the approval of the Members at their General Meeting, unanimously approved the re-appointment of Shri Shamit Bhartia as Whole-time Director of the Company, for a period of five years w.e.f. 1st September, 2013, including payment of remuneration, with liberty to the Board of Directors to alter and vary the terms and conditions, not exceeding the limits specified under Schedule XIII of the Companies Act, 1956 or any statutory re-enactment thereof.

Pursuant to the provisions of Section 302 of the Companies Act, 1956, the following Abstract of the terms of re-appointment of Shri Shamit Bhartia as Whole-time Director of the Company, together with the Memorandum of Interest, is being circulated to the Members for their information:



1	Basic Salary	Rs.8 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.15 Lac 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 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 traveling 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 car 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 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.	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 Shamit Bhartia as minimum remuneration, with the approval of the Central Government, if required.

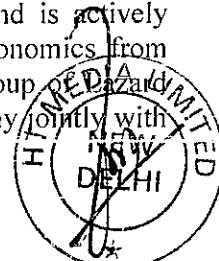
So long as Shri Shamit Bhartia functions as Whole-time Director of the Company, he will not be paid any fees for attending the meetings of the Board or any Committee thereof. The period of office of Shri Shamit Bhartia shall be liable to determination by retirement by rotation. The next salary increment will not be due before 1st April, 2014.

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.

Information pursuant to Clause 49 IV(G)(i) of the Listing Agreement

Shri Shamit Bhartia has been associated with the Company since its incorporation and is actively involved in the business policy decisions of the Company. He holds a Degree in Economics from Dartmouth College, USA. He has also worked in the Corporate Finance and M&A Group of PricewaterhouseCoopers, New York. Shri Shamit Bhartia holds 5 equity shares of Rs.2/- each in the Company.



‘The Hindustan Times Limited’.

Shri Shamit Bhartia holds directorships / memberships of committees of the board, in the following companies:-

The Hindustan Times Limited, The Birla Cotton Spg. & Wvg. Mills Limited, Firefly e-Ventures Limited [Chairman - Audit Committee], Usha Flowell Limited, HT Digital Media Holdings Limited [Member - Audit Committee], HT Learning Centers Limited, Goldmerry Investment & Trading Co. Limited, Hindustan Media Ventures Limited, Jubilant Industries Limited, Jubilant Agri & Consumer Products Limited, BCM Holding Limited, Birla Real Estate Limited, Earthstone Investment & Finance Limited, Indian Country Homes Private Limited, Earthstone Holding Private Limited, Earthstone Holding (One) Private Limited, Earthstone Holding (Two) Private Limited, Earthstone Holding (Three) Private Limited, High Street Capital Private Limited, Jubilant Enpro Private Limited, Enpro Oil Private Limited, Jubilant Stock Holding Pvt. Limited, Jubilant Motorworks Pvt. Limited, India Education Services Private Limited, Shine Foundation (company u/s 25), SSB Trustee Company Private Limited, Shobhana Trustee Company Private Limited, SS Trustee Company Private Limited, SBS Trustee Company Private Limited.

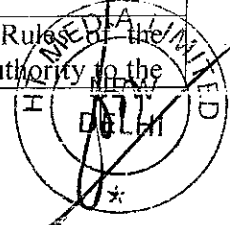
ITEM NO.3

The Members of the Company, at their Annual General Meeting held on 2nd August, 2010, had approved the appointment of Shri Rajiv Verma as Wholetime Director of the Company designated as Chief Executive Officer, for a period of 5 (five) years w.e.f. 1st September, 2009, including payment of remuneration, with liberty to the Chairperson / Board of Directors to alter and vary the terms and conditions, not exceeding the limits specified under Schedule XIII of the Companies Act, 1956 or any statutory re-enactment thereof.

Further, the Board of Directors at its meeting held on 14th May, 2013, has, subject to the approval of the Members, unanimously approved a revision in the remuneration payable to Shri Rajiv Verma as Wholetime Director of the Company designated as Chief Executive Officer, w.e.f. 1st April, 2013, for the unexpired period of his present tenure.

Pursuant to the provisions of Section 302 of the Companies Act, 1956, the following Abstract of the revised remuneration of Shri Rajiv Verma as Wholetime Director of the Company designated as Chief Executive Officer, together with the Memorandum of Interest, is being circulated to the Members for their information.

1.	Salary and Special Pay	Rs.20.20 Lac per month including Salary of Rs.11.45 Lac per month, with authority to the Chairperson/Board of Directors to revise the Salary and Special Pay from time to time, subject however to a ceiling of Rs.30 Lac 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.4.5 Lac per month, with authority to the Chairperson / Board of Directors to revise the limit from time to time, subject however to a ceiling of Rs.6 Lac per month.
3.	Gas/Water/ Electricity	Reimbursement of actual expenditure upto a maximum of Rs.12 Lac per annum.
4.	Medical re-imburement	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 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 Lac per annum with authority to the



		Chairperson/Board of Directors to revise the Leave Travel Allowance from time to time, subject however to a ceiling of Rs.15 Lac 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 Company's business.
9.	Personal Insurance	For an amount, premium of which shall not exceed Rs.8 Lac 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 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 including bonuses upto 100% of Salary and Special Pay.

Shri Rajiv Verma will also be entitled to Stock Options as per Company policy from time to time.

In case the Company has no profits or inadequate profits in any financial year, the above remuneration and benefits and subsequent revisions, if any, shall be paid to Shri Rajiv Verma, as minimum remuneration, with the approval of the Central Government, if required.

So long as Shri Rajiv Verma functions as Whole-time Director of the Company designated as the Chief Executive Officer, he will not be paid any fees for attending the meetings of the Board or any Committee thereof. The period of office of Shri Rajiv Verma shall be liable to determination by retirement by rotation. The next salary increment will not be due before 1st April, 2014.

Memorandum of concern or interest of Directors

Except Shri Rajiv Verma, no other Director of the Company is interested / concerned in the above.

INSPECTION

Copies of the Board Resolution(s) dated 14th May 2013 in respect of Item nos. 1 to 3, are 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 & Company Secretary

Place : New Delhi
Date : 24th May, 2013

