

# HT

## HT Media Limited

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

### Notice of Annual General Meeting

**NOTICE** is hereby given that the Eleventh Annual General Meeting of the Members of HT Media Limited will be held on Tuesday, the 27<sup>th</sup> August, 2013 at 11.00 AM at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi - 110 003, to transact the following businesses:

#### **ORDINARY BUSINESS**

##### **ITEM NO. 1**

To receive, consider and adopt the audited Balance Sheet of the Company as at 31<sup>st</sup> March 2013, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.

##### **ITEM NO. 2**

To declare dividend on Equity Shares for the year ended on 31<sup>st</sup> March, 2013.

##### **ITEM NO. 3**

To appoint a Director in place of Shri Ajay Relan, who retires from office by rotation, and being eligible, offers himself for re-appointment.

##### **ITEM NO. 4**

To appoint a Director in place of Shri Rajiv Verma, who retires from office by rotation, and being eligible, offers himself for re-appointment.

##### **ITEM NO. 5**

To appoint Auditors and to fix their remuneration and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as **ORDINARY RESOLUTION**:

**"RESOLVED THAT** S.R. Batliboi & Co. LLP, Chartered Accountants [Registration No. 301003E], be and are hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, on such remuneration as shall be fixed by the Board of Directors of the Company."

#### **SPECIAL BUSINESS**

##### **ITEM NO. 6**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as **SPECIAL RESOLUTION**:

**"RESOLVED THAT** pursuant to the provisions of Sections 198, 269, 309, 311 and 317 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and all guidelines for managerial remuneration issued by the Central Government from time to time, and such other consents and approvals as may be required, consent of the Company be and is hereby accorded for the re-appointment of Smt. Shobhana Bhartia, as Chairperson and Editorial Director of the Company, with substantial powers of management to be exercised by her, subject to the superintendence, control and direction of the Board of Directors of the Company (Managing Director under the Companies Act, 1956) for a period of 5 (five) years with effect from 1<sup>st</sup> July 2013, 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 XIII to the Companies Act, 1956 or any statutory modification(s) or re-enactment thereof :

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, travelling 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 and 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 and 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

The next salary increment will not be due before 1<sup>st</sup> April, 2014.

**RESOLVED FURTHER THAT** if in any financial year the Company has no profits or inadequate profits, 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.

**RESOLVED FURTHER THAT** so long as Smt. Shobhana Bhartia functions as the Chairperson and Editorial Director of the Company, she 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 of the Company 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."

**ITEM NO. 7**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as **SPECIAL RESOLUTION**:

**"RESOLVED THAT** pursuant to the provisions of Sections 198, 269, 309 and 311 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and all guidelines for managerial remuneration issued by the Central Government from time to time, and such other consents and approvals as may be required, consent of the Company be and is hereby accorded for the re-appointment of Shri Shamit Bhartia, as Whole-time Director of the Company for a period of 5 (five) years with effect from 1<sup>st</sup> September 2013, 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 XIII to the Companies Act, 1956 or any statutory modification(s) or re-enactment thereof:

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

The next salary increment will not be due before 1<sup>st</sup> April, 2014.

**RESOLVED FURTHER THAT** if in any financial year, the Company has no profits or inadequate profits, 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.

**RESOLVED FURTHER THAT** 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 of Directors or any Committee thereof.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing resolution, the Board of Directors of the Company 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."

**ITEM NO. 8**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as **SPECIAL RESOLUTION**:

**"RESOLVED THAT** pursuant to the provisions of Sections 198, 269 and 309 read with Schedule XIII and all guidelines for managerial remuneration issued by the Central Government from time to time, other applicable provisions, if any, of the Companies Act, 1956 and such other consents and approvals as may be required, consent of the Company be and is hereby accorded for the revision in remuneration of Shri Rajiv Verma, Whole-time Director designated as Chief Executive Officer of the Company with effect from 1<sup>st</sup> April, 2013 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 XIII to the Companies Act, 1956 or any statutory modification(s) or re-enactment thereof:

1.	Salary and Special Pay	Rs.21.02 Lac per month including Salary of Rs.13.75 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 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 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. The next salary increment will not be due before 1<sup>st</sup> April, 2014.

**RESOLVED FURTHER THAT** if in any financial year the Company has no profits or inadequate profits, the remuneration as decided by the Board 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, 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 of the Company 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."

#### ITEM NO. 9

To consider and, if thought fit, to pass with or without modification(s), the following resolution as **SPECIAL RESOLUTION**:

**"RESOLVED THAT** pursuant to Section 297 of the Companies Act, 1956 (the Act), approval of the Central Government under the Proviso to Sub-section (1) of Section 297 of the Act vide reference no. 4/452T-1/2012/D/7162 dated 30<sup>th</sup> November 2012, post-facto approval of the members be and is hereby accorded to the Media-space Sales Agreement entered into by the Company with India Education Services Private Limited (IESPL), subject to the condition that the aggregate amount of advertisement charges to be paid by IESPL to the Company on account of Media-space sales in various media platforms of the Company shall not exceed the following limits for the respective periods:

Particulars of Contract	Period	Amount (Rs./lac)
Contract for advertising India Education Services Private Limited - Contractee Company's brand and services in various media platforms of the Company (Applicant Company) viz. newspapers and FM Radio and in consideration thereof, advertisement charges shall be paid by the Contractee Company to the Applicant Company.	01.04.2013 - 31.03.2014	90.00
	01.04.2014 - 31.03.2015	190.00

**RESOLVED FURTHER THAT** (a) the contract entered into with IESPL is competitive, at arm's length without conflict of interest and is not less advantageous to it as compared to similar contracts with other parties and the Company has not made any default u/s 297 of the Act in the past and there is no default in repayment of any of its debts (including public deposits) or debentures or interest payable thereon and has filed its upto date Balance Sheet and Annual Return with the Registrar of Companies; (b) the contract falls within the provisions of Section 297 of the Act and provisions of Sections 198, 269, 309, 314 and 295 of the Act are not applicable; and (c) the Company and its Directors have complied with the provisions of Section 173, 287, 299, 300, 301 and other applicable provisions of the Act with regard to the said contract."

#### ITEM NO. 10

To consider and, if thought fit, to pass with or without modification(s) the following resolution as **SPECIAL RESOLUTION**:

**"RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 1956, ("Act"), the Articles of Association of the Company, any other applicable laws and regulations and Listing Agreement(s) entered into by the Company with the stock exchanges and subject to the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 ("SEBI Guidelines") (including any statutory modifications or re-enactment of the Act or SEBI Guidelines for the time being in force) read with SEBI Circular no. CIR/CFD/DIL/3/2013 dated January 17, 2013 and SEBI Circular no. CIR/CFD/DIL/7/2013 dated May 13, 2013 ("SEBI Circulars"), other approvals, permissions and sanctions as may be necessary, and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, and which may be agreed to by the Board of Directors of the Company (which term shall be deemed to mean and include the Compensation Committee constituted by the Board, to exercise its powers including the powers conferred by this Resolution), consent of the Company be and is hereby accorded to the 'HTML Employee Stock Option Scheme', modified and aligned with the SEBI Guidelines and SEBI Circulars.

**RESOLVED FURTHER THAT** for the purpose of the above, the Board be and is hereby authorised to do, subject to applicable laws, all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulties or doubts that may arise in the said regard.

**RESOLVED FURTHER THAT** all acts and deeds done by the Board till date to further the objective of the foregoing resolution be and are hereby ratified and approved."

**ITEM NO. 11**

To consider and, if thought fit, to pass with or without modification(s) the following resolution as **SPECIAL RESOLUTION**:

**"RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 1956, ("Act"), the Articles of Association of the Company, any other applicable laws and regulations and Listing Agreement(s) entered into by the Company with the stock exchanges and subject to the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 ("SEBI Guidelines") (including any statutory modifications or re-enactment of the Act or SEBI Guidelines for the time being in force) read with SEBI Circular no. CIR/CFD/DIL/3/2013 dated January 17, 2013 and SEBI Circular no. CIR/CFD/DIL/7/2013 dated May 13, 2013 ("SEBI Circulars"), other approvals, permissions and sanctions as may be necessary, and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, and which may be agreed to by the Board of Directors of the Company (which term shall be deemed to mean and include the Compensation Committee constituted by the Board, to exercise its powers including the powers conferred by this Resolution), consent of the Company be and is hereby accorded to the 'HTML Employees Stock Option Scheme 2009', modified and aligned with the SEBI Guidelines and SEBI Circulars.

**RESOLVED FURTHER THAT** for the purpose of the above, the Board be and is hereby authorised to do, subject to applicable laws, all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulties or doubts that may arise in the said regard.

**RESOLVED FURTHER THAT** all acts and deeds done by the Board till date to further the objective of the foregoing resolution be and are hereby ratified and approved."

**ITEM NO. 12**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as **SPECIAL RESOLUTION**:

**"RESOLVED THAT** in partial modification of the special resolution passed by the members of the Company on 14<sup>th</sup> July, 2010, vide postal ballot notice dated 2<sup>nd</sup> June 2010 and pursuant to Section 309 and other applicable provisions of the Companies Act, 1956 (the Act) or any amendment or re-enactment thereof, if any and subject to such permissions, sanctions of appropriate authorities as may be required, consent of the Company be and is hereby accorded to payment of revised annual commission to one or more of the Non-executive Directors of the Company (other than the Managing / Whole-time Director) w.e.f. 1<sup>st</sup> April, 2013 for the unexpired tenure out of the period of 5 years from the financial year commencing 1<sup>st</sup> April, 2010, a sum not exceeding 1% of the Net Profits of the Company, for each of the said financial years, calculated in accordance with the provisions of Section 198(1) of the Act, subject to a limit of Rs.10 Lac per Director per annum, 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 or reimbursement of expenses, if any; 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.

**RESOLVED FURTHER THAT** for 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 members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

By Order of the Board



(Dinesh Mittal)

Group General Counsel & Company Secretary

Place : New Delhi  
Date : 2<sup>nd</sup> July, 2013

**NOTES:**

- 1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend the meeting and vote on a Poll, if any, in his/her stead and the proxy need not be a member of the Company. The instrument appointing proxies, in order to be effective, must be received by the Company at the Registered Office, not less than 48 hours before the scheduled time of the meeting. A blank proxy form is annexed to this Notice.**
2. Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, relating to the Special Businesses to be transacted at the meeting (Item No. 6 to 12 of the Notice) is annexed hereto.
3. Copy of the Board resolutions dated 1<sup>st</sup> September, 2009, 10<sup>th</sup> May, 2010, 13<sup>th</sup> October, 2012 & 14<sup>th</sup> May, 2013, shareholders' resolution dated 1<sup>st</sup> August, 2008, 14<sup>th</sup> July, 2010 & 2<sup>nd</sup> August, 2010, Abstract under Section 302 of the Companies Act, 1956 dated 24<sup>th</sup> May 2013, Media Space Sales Agreement dated 20<sup>th</sup> February 2013, Central Government approval dated 30<sup>th</sup> November 2012, revised HTML Employee Stock Option Scheme and revised HTML Employee Stock Option Scheme - 2009 are open for inspection on all business days (except Saturday and Sunday) during 10.00 a.m. to 4.00 p.m. upto the date of the Annual General Meeting.
4. As required by Clause 49 of the Listing Agreement entered into with the stock exchanges, the relevant details of Smt. Shobhana Bhartia, Shri Shamit Bhartia, Shri Ajay Relan and Shri Rajiv Verma, Directors, are annexed herewith.
5. Register of Members and Share Transfer Books of the Company shall remain closed from Thursday, the 22<sup>nd</sup> August, 2013 to Tuesday, the 27<sup>th</sup> August, 2013 (both days inclusive) for determining the names of Members eligible for dividend on Equity Shares, if any, declared at the meeting.
6. Dividend on Equity Shares, if declared at the meeting, shall be paid on or after Friday, the 30<sup>th</sup> August, 2013, to the shareholders whose names appear on the Register of Members of the Company on Tuesday, the 27<sup>th</sup> August, 2013. In case of shares held in dematerialized form, the dividend thereon shall be paid to the beneficial owners, as per list provided by the depositories for the said purpose.
7. Members are requested to visit the website of the Company viz. [www.htmmedia.in](http://www.htmmedia.in) for viewing the quarterly and annual financial results and for more information on the Company.
8. Shareholders 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 Annual Reports and Accounts and other documents permissible to be sent through electronic mode,

by sending an e-mail at [htm.cs@karvy.com](mailto:htm.cs@karvy.com). For any other investor-related queries, communication may be sent by e-mail to [investor@hindustantimes.com](mailto:investor@hindustantimes.com).

9. Karvy Computershare Private Limited 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  
Unit: HT Media Limited  
Plot Nos. 17-24, Vithal Rao Nagar  
Madhapur  
Hyderabad - 500 086 (India)  
Tel : + 91-40-2342 0818  
Fax : + 91-40-2342 0814  
E-mail : [einward.ris@karvy.com](mailto:einward.ris@karvy.com)
10. Shareholders who have not encashed/received dividend for the financial years ended on 31<sup>st</sup> March, 2006 to 31<sup>st</sup> March, 2012 may please approach the Company and/or Karvy for payment of such unpaid dividend. The last dates for transfer of unclaimed dividend of each financial year to the Investor Education and Protection Fund are available on the Company's website viz. [www.htmedia.in](http://www.htmedia.in).
11. Pursuant to Section 109A of the Companies Act, 1956, shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form No.2B in duplicate (which will be made available on request) to Karvy.
12. For effecting changes 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.
13. Members/Proxies are requested to 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.
14. Members are requested to send their queries, if any, on the operations of the Company, to reach the Company Secretary at the Company's Registered Office, atleast 5 days before the meeting, so that the information can be compiled in advance.
15. 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.
16. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution / Power of Attorney authorizing their representative to attend and vote on their behalf at the meeting.
17. The Annual Report of the Company for the year 2012-13 circulated to the members is available on the Company's website, viz. [www.htmedia.in](http://www.htmedia.in).
- 18. 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.**

## EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

### ITEM NO. 6

Members may kindly note that the present term of Smt. Shobhana Bhartia as Chairperson and Editorial Director of the Company, entrusted with substantial powers of management under the superintendence, control and directions of the Board of Directors, shall end on 30<sup>th</sup> June 2013.

The Board of Directors of the Company, at its meeting held on 14<sup>th</sup> May, 2013 have, subject to the approval of the members, unanimously approved the re-appointment of Smt. Shobhana Bhartia as Chairperson and Editorial Director of the Company (Managing Director under the Companies Act, 1956) w.e.f. 1<sup>st</sup> July, 2013 for a further period of 5 (five) years, including payment of remuneration. An abstract under Section 302 of the Companies Act, 1956 dated 24<sup>th</sup> May 2013, regarding the re-appointment and remuneration of Smt. Shobhana Bhartia has already been circulated to the members.

Smt. Shobhana Bhartia has been associated with the Company since incorporation and has been instrumental in formulation of long-term vision and strategy of the Company. As Editorial Director, she is in charge of formulating and directing the editorial policies of the Company. She has more than 25 years of experience in the newspaper industry. In the year 2006, she was honoured by the Government of India with "*Padma Shri*". In addition, she has also received several awards including Media Person of the Year 2012 at IAA Leadership Awards, Businesswoman of the Year (2007) by The Economic Times, Entrepreneur of the Year (2005) by Ernst and Young and Global Leader of Tomorrow (1996) by the World Economic Forum, Davos. She is a former member of Rajya Sabha, the Upper House of Indian Parliament.

Members' approval is required for the re-appointment of Smt. Shobhana Bhartia as Chairperson and Editorial Director, for a further period of 5 years with effect from 1<sup>st</sup> July, 2013 and payment of remuneration as set out in the accompanying resolution.

Smt. Shobhana Bhartia holds 5 equity shares (jointly with The Hindustan Times Limited) in the Company.

None of the Directors, except Smt. Shobhana Bhartia, Shri Priyavrat Bhartia and Shri Shamit Bhartia, are in anyway, concerned or interested in the resolution set out at item no. 6 of the Notice.

The Board recommends the resolution set out at item no.6 of the Notice, for your approval.

### ITEM NO.7

The members of the Company at their Sixth Annual General Meeting held on 1<sup>st</sup> August, 2008 had approved the re-appointment of Shri Shamit Bhartia, as Whole-time Director of the Company w.e.f. 1<sup>st</sup> September, 2008, for a period of 5 (five) years, including payment of remuneration. The said tenure of appointment of Shri Shamit Bhartia will end on 31<sup>st</sup> August, 2013.

The Board of Directors of the Company at its meeting held on 14<sup>th</sup> May, 2013 have, subject to the approval of the members, unanimously approved the re-appointment of Shri Shamit Bhartia as Whole-time Director of the Company w.e.f. 1<sup>st</sup> September, 2013 for a further period of 5 years including payment of remuneration. An abstract under Section 302 of the Companies Act, 1956 dated 24<sup>th</sup> May 2013, regarding the re-appointment and remuneration of Shri Shamit Bhartia has already been circulated to the members.

Shri Shamit Bhartia has been associated with the Company since 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 Lazard Frere, New York.

Members' approval is required for the re-appointment of Shri Shamit Bhartia as Whole-time Director, for a further period of 5 years with effect from 1<sup>st</sup> September, 2013 and payment of remuneration as set out in the accompanying resolution.

Shri Shamit Bhartia holds 5 equity shares (jointly with The Hindustan Times Limited) in the Company.

None of the Directors, except Smt. Shobhana Bhartia, Shri Priyavrat Bhartia and Shri Shamit Bhartia, are in anyway, concerned or interested in the resolution set out at item no. 7 of the Notice.

The Board recommends the resolution set out at item no.7 of the Notice, for your approval.

#### ITEM NO. 8

The Board of Directors of the Company had appointed Shri Rajiv Verma as Whole-time Director designated as Chief Executive Officer of the Company w.e.f. 1<sup>st</sup> September, 2009, for a period of 5 (five) years which was approved by the members at their Eighth Annual General Meeting held on 2<sup>nd</sup> August, 2010.

Shri Rajiv Verma is actively involved in the business policy decisions of the Company. He holds a degree in Mechanical Engineering from Delhi College of Engineering and was a student of AMP Class of 2001 at Kellogg Business School, Northwestern University. Shri Rajiv Verma has more than 28 years of working experience at senior positions in Hindustan Unilever Limited, Nestle and Whirlpool, across the geographies of India, South East Asia and Europe.

The Board of Directors of the Company at its meeting held on 14<sup>th</sup> May, 2013 have, subject to approval of the members, unanimously approved revision in the remuneration payable to Shri Rajiv Verma w.e.f. 1<sup>st</sup> April 2013 for the remaining period of his present tenure as Whole-time Director, designated as CEO of the Company.

An abstract under Section 302 of the Companies Act, 1956 dated 24<sup>th</sup> May 2013, regarding revised remuneration of Shri Rajiv Verma as Whole-time Director of the Company has already been circulated to the members.

Members' approval is required for the proposed revision in remuneration. The Board recommends the resolution set out in item no. 8 of the Notice for your approval.

Other than vested options under the stock option plans in force, Shri Rajiv Verma does not hold any shares in the Company.

None of the Directors, except Shri Rajiv Verma, are in anyway, concerned or interested in the resolution set out at item no. 8 of the Notice.

#### ITEM NO.9

The Board of Directors of the Company in its meeting held on 13<sup>th</sup> October, 2012, subject to prior approval of the Central Government under Section 297 of the Companies Act, 1956, authorized the Company to enter into a Media-space Sales Agreement with India Education Services Private Limited (IESPL), a joint venture company, wherein Shri Priyavrat Bhartia, Shri Shamit Bhartia and Shri Rajiv Verma, Directors of the Company are also Non-executive Directors. In terms of the said Media-space Sales Agreement, the aggregate amount of advertisement charges to be paid by IESPL to the Company on account of Media-space sales in various media platforms of the Company shall not exceed the following limits for the respective periods:

Particulars of Contract	Period	Amount (Rs./lac)
Contract for advertising India Education Services Private Limited - Contractee Company's brand and services in various media platforms of the Company (Applicant Company) viz. newspapers and FM Radio and in consideration thereof, advertisement charges shall be paid by the Contractee Company to the Applicant Company.	01.04.2013 - 31.03.2014	90.00
	01.04.2014 - 31.03.2015	190.00

The Central Government accorded its approval to the Company under the Proviso to Sub-section (1) of Section 297 of the Companies Act, 1956 vide reference no.4/452T-1/2012/D/7162 dated 30<sup>th</sup> November, 2012, for entering into contract with IESPL. The Central Government in its approval has, inter-alia, prescribed that the contract shall be placed in the next general meeting of the shareholders of the Company for their post-facto approval. Accordingly, the resolution set-out at Item no.9 of the Notice is proposed.

The Media-space Sales Agreement dated 20<sup>th</sup> February, 2013 and the approval of the Central Government mentioned above, shall be available for inspection by the members at the registered office of the Company on all business days (except Saturday and Sunday) during 10.00 a.m. to 4.00 p.m. upto the date of the Annual General Meeting.

None of the Directors, except Shri Priyavrat Bhartia, Shri Shamit Bhartia and Shri Rajiv Verma, are in anyway, concerned or interested in this resolution.

The Board recommends the resolution set out in item no. 9 of the notice for your approval.

#### ITEM NO.10

The Company has implemented the 'HTML Employee Stock Option Scheme' in order to attract and retain talented employees in the Company.

In accordance with the provisions of 'HTML Employee Stock Option Scheme' and also the Trust Deed, options have been granted to/ exercised by the eligible employees from time to time and the Trust has acquired shares of the Company from secondary market in various tranches prior to January 16, 2013.

The Securities and Exchange Board of India (SEBI) vide Circular no. CIR/CFD/DIL/3/2013 dated January 17, 2013 and Circular no. CIR/CFD/DIL/7/2013 dated May 13, 2013 has mandated that the existing employee stock options schemes involving acquisition of shares from secondary market should be aligned to the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 ("**SEBI Guidelines**"). Consequently, the existing 'HTML Employee Stock Option Scheme' has been modified in order to align the same to the SEBI Guidelines.

The information required to be given pursuant to the SEBI Guidelines, is as under:

S. No.	Particulars	Terms of 'HTML Employee Stock Option Scheme ("the Scheme")
A.	Total number of options to be granted	The total number of Options to be granted under the plan shall not exceed such number of Equity Shares of face value of Rs. 2/- each as do not exceed 1% per cent of the issued Equity Share Capital of the Company as on the date of initial approval of the Scheme by the Shareholders of the Company i.e. 21 <sup>st</sup> October, 2005.
B.	Classes of employees entitled to participate under the Scheme	The following employees can participate in the Scheme: (a) the full-time permanent employees of the Company, Directors of the Company whether a Whole-time Director or not but do not include (i) Directors of the Company who, either by himself/herself or through any relative or body corporate, hold more than 10% of the

		Equity Share Capital of the Company, (ii) employees who are Promoters of the Company or belong to the Promoter Group; and  (b) the permanent employees of the present and future Indian/Foreign subsidiary companies, Directors of the present and future Indian/Foreign subsidiary companies, whether a Whole-time Director or not but do not include (i) Directors of the subsidiary companies who, either by himself/herself or through any relative or body corporate, hold more than 10% of the outstanding Equity Share Capital of the Company; and (ii) employees of the subsidiary companies who are Promoters of the Company or belong to the Promoter Group of the Company.
C.	Vesting requirement and vesting schedule	(a) There shall be a minimum period of one year between the grant of options and vesting of options.  (b) Subject to eligible employee's continued employment with the Company, the options granted under the Scheme shall vest as per following vesting schedule: (i) 25% of the options shall vest at the end of 1 (one) years from the grant date; (ii) 25% of the options shall vest at the end of 2 (two) years from the grant date; (iii) 25% of the options shall vest at the end of 3 (three) years from the grant date and (iv) 25% of the options shall vest at the end of 4 (four) years from the grant date.  However, in the event of permanent incapacitation or death of an Eligible Employee, all options granted to him till the date of occurrence of any of the aforesaid events shall vest in the permanently incapacitated Eligible Employee or the nominees/legal heirs of such Eligible Employees as the case may be on that date.
D.	Maximum Vesting Period	Subject to entry C above, the maximum vesting period may be decided by the Compensation Committee.
E.	Exercise Price	The Exercise Price for the purpose of grant of options will be the 'Market Price' as defined in SEBI Guidelines.
F.	Exercise Period	The Options granted under the Scheme shall be exercisable from the relevant Vesting Date till the completion of ten [10] years after the scheduled Vesting Date of the last tranche of the Options in the manner stipulated by the Compensation Committee.
G.	Exercise process	The eligible employee can exercise the vested options within the exercise period. Such exercise may be in full or in tranches.
H.	Appraisal process	The eligibility criteria for the employees under the Scheme will be determined by the Compensation Committee.
I.	Maximum number of options to be issued per employee and in aggregate	The maximum number of options that can be granted to any one employee in aggregate will not exceed 5,00,000 options. Options to be granted under the Scheme shall not exceed 1% of the issued Equity Share Capital (excluding outstanding warrants and conversions) of the Company as on the date of initial approval of the Scheme by the Shareholders of the Company i.e. 21 <sup>st</sup> October, 2005.
J.	Method of Accounting/ Accounting policies and adherence to Guidelines	The Company will comply with the disclosures and accounting policies prescribed by SEBI and any other appropriate authority in this regard.
K.	Method of valuation of the options	The Company will adopt intrinsic value method to value the options granted.
L.	Statement with respect to Employee Compensation Cost	The Company will calculate the employee compensation cost using the intrinsic value of the stock options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options, shall be disclosed in the Directors' Report and also the impact of this difference on profits and on EPS of the Company shall also be disclosed in the Directors' Report.

The revised 'HTML Employee Stock Option Scheme' incorporating the necessary modifications to align the same with SEBI Guidelines and SEBI Circulars is available for inspection by the members on all business days (except Saturday and Sunday) during 10.00 a.m. to 4.00 p.m. upto the date of the Annual General Meeting.

Members' approval is required for the proposed modification in the 'HTML Employee Stock Option Scheme'. The Board recommends the resolution set out at Item No. 10 of the Notice.

None of the Directors are interested or concerned in the passing of the special resolution proposed under Item No. 10 of the Notice except as member of the Company/Subsidiary Companies and to the extent that they may be eligible for Options under the 'HTML Employee Stock Option Scheme'.

#### ITEM NO.11

The Company has implemented the 'HTML Employee Stock Option Scheme 2009' in order to attract and retain talented employees in the Company.

In accordance with the provisions of the 'HTML Employee Stock Option Scheme 2009' and also the Trust Deed, options have been granted to/exercised by the eligible employees from time to time and the Trust had acquired shares of the Company from secondary market in various tranches prior to January 16, 2013.

The Securities and Exchange Board of India (SEBI) vide Circular no. CIR/CFD/DIL/3/2013 dated January 17, 2013 and Circular no. CIR/CFD/DIL/7/2013 dated May 13, 2013 has mandated that the existing employee stock options schemes involving acquisition of shares from secondary market should be aligned to the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 ("SEBI Guidelines"). Consequently, the existing 'HTML Employee Stock Option Scheme 2009' has been modified in order to align the same to the SEBI Guidelines.

The information required to be given pursuant to the SEBI Guidelines, is as under:

S. No.	Particulars	Terms of 'HTML Employee Stock Option Scheme -2009' ("the Scheme")
A.	Total number of options to be granted	The total number of Options to be granted under the plan shall not exceed such number of Equity Shares of face value of Rs. 2/- each as do not exceed 1% of the issued Equity Share Capital of the Company as on the date of initial approval of the Scheme by the shareholders of the Company, i.e. 30 <sup>th</sup> September, 2009
B.	Classes of employees entitled to participate under the Scheme	The following employees can participate in the Scheme: (a) the permanent employees of the Company, Directors of the Company whether a Whole-time Director or not but do not include (i) Directors of the Company who, either by himself/herself or through any relative or body corporate, hold more than 10% of the outstanding Equity Share Capital of the Company, (ii) employees who are Promoters of the Company or belong to the Promoter Group; and (b) the permanent employees of the present and future Indian/Foreign subsidiary companies, Directors of present and future Indian/Foreign subsidiary companies, whether a Whole-time Director or not but do not include (i) Directors of the subsidiary companies who, either by himself/herself or through any relative or body corporate, hold more than 10% of the outstanding Equity Share Capital of the Company; and (ii) employees of the subsidiary companies who are Promoters of the Company or belong to the Promoter Group of the Company
C.	Vesting requirement and vesting schedule	(a) There shall be a minimum period of one year between the grant of options and vesting of options (b) Subject to eligible employee's continued employment with the Company, the options granted under the Scheme shall vest as per following vesting schedule: (i) 75% of the options shall vest at the end of 1 (one) year from the grant date; and (ii) 25% of the options shall vest at the end of 2 (two) years from the grant date However, in the event of permanent incapacitation or death of an Eligible Employee, all options granted to him till the date of occurrence of any of the aforesaid events shall vest in the permanently incapacitated Eligible Employee or the nominees/legal heirs of such Eligible Employees as the case may be on that date
D.	Maximum Vesting Period	Subject to entry C above, the maximum vesting period may be decided by the Compensation Committee
E.	Exercise Price	The Exercise Price for the purpose of grant of options will be the 'Market Price' as defined in SEBI Guidelines.
F.	Exercise Period	The Options granted under the Scheme shall be exercisable from the relevant Vesting Date till the completion of ten [10] years after the scheduled Vesting Date of the last tranche of the Options in the manner stipulated by the Compensation Committee
G.	Exercise process	The eligible employee can exercise the vested options within the exercise period. Such exercise may be in full or in tranches
H.	Appraisal process	The eligibility criteria for the employees under the Scheme will be determined by the Compensation Committee
I.	Maximum number of options to be issued per employee and in aggregate	The maximum number of options that can be granted to any one employee in aggregate will not exceed 5,00,000 options. Options to be granted under the Scheme shall not exceed 1% of the issued Equity Share Capital (excluding outstanding warrants and conversions) of the Company as on the date of initial approval of the Scheme by the Shareholders of the Company, i.e. 30 <sup>th</sup> September, 2009
J.	Method of Accounting/ Accounting policies and adherence to Guidelines	The Company will comply with the disclosures and accounting policies prescribed by SEBI and any other appropriate authority in this regard
K.	Method of valuation of the options	The Company will adopt intrinsic value method to value the options granted
L.	Statement with respect to Employee Compensation Cost	The Company will calculate the employee compensation cost using the intrinsic value of the stock options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options, shall be disclosed in the Directors' Report and also the impact of this difference on profits and on EPS of the Company shall also be disclosed in the Directors' Report

The revised 'HTML Employee Stock Option Scheme 2009' incorporating the necessary modifications to align the same with SEBI Guidelines and SEBI Circulars, is available for inspection by the members on all business days (except Saturday and Sunday) during 10.00 a.m. to 4.00 p.m. upto the date of the Annual General Meeting.

Members' approval is required for the proposed modification in the 'HTML Employee Stock Option Scheme 2009'. The Board recommends the resolution set out at Item No. 11 of the Notice.

None of the Directors are interested or concerned in the passing of the special resolution proposed under Item No. 11 of the Notice except as member of the Company/Subsidiary Companies and to the extent that they may be eligible for Options under the 'HTML Employee Stock Option Scheme 2009'.

#### ITEM NO. 12

As the Members are aware, the Board of Directors of the Company are benefited by the contribution of Non-executive Directors, who are persons of eminence, possessing wide and rich experience of managing affairs of large and successful corporations. The prevalent Corporate Governance norms call for greater participation, involvement and commitment of these Non-executive Directors. In order to recognise the efforts of the Non-executive Directors and bring their remuneration in line with the current trends and commensurate with the time devoted



vis-à-vis the contribution made by them, the Board of Directors at its meeting held on 10<sup>th</sup> May, 2010, had recommended for approval of members, payment of annual commission to one or more of the Non-executive Directors of the Company (other than Managing/Whole-time Director), for a period of 5 years, from the financial year commencing 1<sup>st</sup> April, 2010, a sum not exceeding 1% of the Net Profits of the Company for each of the financial years, calculated in accordance with the provisions of Section 198(1) of the Act, subject to a limit of Rs.5 Lacs per Director per annum, 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; 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. The payment of the above commission was approved by the members on 14<sup>th</sup> July, 2010, vide postal ballot notice dated 2<sup>nd</sup> June 2010.

In view of the continuing participation and commitment of Non-executive Directors of the Company, the Board of Directors at its meeting held on 14<sup>th</sup> May, 2013 have recommended, for approval of the members, an upward revision in the annual commission to one or more Non-executive Director(s) of the Company (other than the Managing/ Whole-time Director) of the Company w.e.f. 1<sup>st</sup> April, 2013 for the unexpired tenure out of the period of 5 years from the financial year commencing 1<sup>st</sup> April, 2010, a sum not exceeding 1% of the Net Profits of the Company for each of the said financial years, calculated in accordance with the provisions of Sections 198, 349 and 350 of the Act, subject to a limit of Rs.10 Lac per Director per annum, 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 or reimbursement of expenses, if any; 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.

All the Non-executive Directors of the Company may be deemed to be concerned or interested in this Special Resolution.

The Board recommends the resolution set out at Item no. 12 of the Notice for your approval.

**By Order of the Board**



**(Dinesh Mittal)**

**Group General Counsel & Company Secretary**

**Place :** New Delhi  
**Date :** 2<sup>nd</sup> July, 2013

**Details of the Directors seeking appointment / re-appointment in the Eleventh Annual General Meeting to be held on 27<sup>th</sup> August 2013, pursuant to Clause 49 of Listing Agreement of Stock Exchanges**

<b>Name of the Director</b>	<b>Smt. Shobhana Bhartia</b>	<b>Shri Rajiv Verma</b>	<b>Shri Ajay Relan</b>	<b>Shri Shamit Bhartia</b>
<b>Date of Birth</b>	04.01.1957	16.09.1958	09.12.1953	27.04.1979
<b>Relationship with other Directors <i>inter-se</i></b>	Mother of Shri Priyavrat Bhartia and Shri Shamit Bhartia	None	None	1. Son of Smt. Shobhana Bhartia 2. Brother of Shri Priyavrat Bhartia
<b>Date of Appointment</b>	3-12-2002	01-09-2009	24-08-2009	03-12-2002
<b>Expertise in specific functional areas</b>	Industrialist	General management and establishing foreign collaborations	Investment Banker	Industrialist
<b>Qualification</b>	Graduate from Calcutta University	Degree in Mechanical Engineering from Delhi College of Engineering. Student of AMP Class of 2001 at Kellogg Business School, Northwestern University	B.A. (Hons.) in Economics (St. Stephen's College, Delhi University); MBA (IIM, Ahmedabad)	Degree in Economics (Dartmouth College, USA)
<b>No. of Equity Shares of Rs. 2/- held in the Company</b>	5 (Jointly held with The Hindustan Times Limited)	NIL	NIL	5 (Jointly held with The Hindustan Times Limited)
<b>List of other companies in which Directorships are held</b>	<ul style="list-style-type: none"> <li>• The Hindustan Times Limited</li> <li>• Firefly e-Ventures Limited</li> <li>• Hindustan Media Ventures Limited</li> <li>• Nilgiri Plantations Limited</li> <li>• Goldmerry Investment &amp; Trading Co. Limited</li> <li>• Britex (India) Limited</li> <li>• Ronson Traders Limited</li> <li>• Usha Flowell Limited</li> <li>• Shradhanjali Investment &amp; Trading Co. Limited</li> <li>• Udit (India) Limited</li> <li>• Yashovardhan Investment &amp; Trading Co. Limited</li> <li>• HTL Investment &amp; Trading Co. Limited</li> </ul>	<ul style="list-style-type: none"> <li>• HT Music and Entertainment Company Limited</li> <li>• Firefly e-Ventures Limited</li> <li>• HT Digital Media Holdings Limited</li> <li>• HT Education Limited</li> <li>• HT Burda Media Limited</li> <li>• HT Mobile Solutions Limited</li> <li>• HT Learning Centers Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Hindustan Media Ventures Limited</li> <li>• Thyrocare Technologies Limited</li> <li>• Monnet Ispat &amp; Energy Limited</li> <li>• NTL Electronics India Limited</li> <li>• Security &amp; Intelligence (India) Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Hindustan Media Ventures Limited</li> <li>• Firefly e-Ventures Limited</li> <li>• Goldmerry Investment &amp; Trading Company Limited</li> <li>• Usha Flowell Limited</li> <li>• HT Digital Media Holdings Limited</li> <li>• HT Learning Centers Limited</li> <li>• The Birla Cotton Spg. &amp; Wvg. Mills Limited</li> <li>• Jubilant Industries Limited</li> <li>• Jubilant Agri &amp; Consumer Products Limited</li> <li>• BCM Holding Limited</li> <li>• Birla Real Estate Limited</li> <li>• Earth Stone Investment &amp; Finance Limited</li> <li>• The Hindustan Times Limited</li> </ul>
<b>List of Committees of the Board of Directors (across all companies) in which Chairmanship / Membership is held</b>	<p><b><u>Chairperson</u></b></p> <ul style="list-style-type: none"> <li>• Audit Committee of The Hindustan Times Limited</li> </ul>	<p><b><u>Chairman</u></b></p> <ul style="list-style-type: none"> <li>• Audit Committee of HT Burda Media Limited</li> </ul> <p><b><u>Member</u></b></p> <ul style="list-style-type: none"> <li>• Audit Committee of HT Music and Entertainment Company Limited</li> <li>• Audit Committee of Firefly e-Ventures Limited</li> <li>• Audit Committee of HT Digital Media Holdings Limited</li> <li>• Audit Committee of HT Education Limited</li> <li>• Audit Committee of HT Learning Centers Limited</li> <li>• Audit Committee of HT Mobile Solutions Limited</li> </ul>	<p><b><u>Chairman</u></b></p> <ul style="list-style-type: none"> <li>• Investors' Grievance Committee of Hindustan Media Ventures Limited</li> </ul> <p><b><u>Member</u></b></p> <ul style="list-style-type: none"> <li>• Audit Committee of HT Media Limited</li> <li>• Audit Committee of Hindustan Media Ventures Limited</li> <li>• Investor Grievance Committee of HT Media Limited</li> </ul>	<p><b><u>Chairman</u></b></p> <ul style="list-style-type: none"> <li>• Audit Committee of Firefly e-Ventures Limited</li> </ul> <p><b><u>Member</u></b></p> <ul style="list-style-type: none"> <li>• Audit Committee of HT Media Limited</li> <li>• Audit Committee of HT Digital Media Holdings Limited</li> <li>• Audit Committee of HT Learning Centers Limited</li> </ul>

**Notes:**

1. As per latest disclosures received from the Directors, the directorship(s) mentioned above do not include directorship(s) of Foreign Companies, Section 25 Companies and Private Limited Companies.
2. Pursuant to Clause 49 of the Listing Agreement, only two Committees viz. Audit Committee and Shareholders' / Investors' Grievance Committee have been considered.



HT Media Limited

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

ATTENDANCE SLIP

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

<b>Ledger Folio / DP &amp; Client ID No :</b>	<b>No. of Shares held:</b>
<b>Name:</b>	
<b>Address:</b>	

I hereby record my presence at the 11<sup>th</sup> Annual General Meeting of the Company held on Tuesday, 27<sup>th</sup> August, 2013 at 11.00 A.M. at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi - 110 003.

\*I hereby give my consent to receive the Annual Reports and Accounts and other documents permissible to be sent through electronic mode instead of physical form, on my e-mail ID –

Signature of Shareholder/Proxy:

\*Delete if not required

.....✂.....✂.....



HT Media Limited

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

PROXY FORM

I/We ..... of ..... being a member of HT Media Limited, hereby appoint.....of.....or failing him..... of ..... as my/our proxy, to attend and vote for me/us and on my/our behalf at the 11<sup>th</sup> Annual General Meeting of the Company to be held on Tuesday, the 27<sup>th</sup> August, 2013 at 11.00 A.M. at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi - 110 003, and/or at any adjournment thereof.

Signed this ..... day of ....., 2013

Affix Revenue Stamp of Re.0.30/-

Signature

<b>Ledger Folio / DP &amp; Client ID No :</b>	<b>No. of Shares held:</b>
<b>Name:</b>	
<b>Address:</b>	

NOTE:

- a) The Proxy in order to be effective must be deposited at the Registered Office of the Company duly stamped and signed, at least 48 hours before the time for holding of meeting. The Proxy need not be a member of the Company.
- b) The Proxy form should be signed across the stamp as per specimen signature registered with the Registrar & Share Transfer Agent/Depository.