



## Notice of Annual General Meeting

NOTICE is hereby given that the Sixth Annual General Meeting of the Members of HT Media Limited will be held on Friday, the 1<sup>st</sup> August, 2008 at 11.30 A.M. at FICCI Golden Jubilee Auditorium, Tansen Marg, New Delhi – 110 001, 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, 2008, the Profit and Loss Account 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, 2008.

#### ITEM NO. 3

To appoint a Director in place of Shri K.N. Memani, 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 Y.C. Deveshwar, 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 an Ordinary Resolution:

**“RESOLVED THAT** M/s. S.R. Batliboi & Co., Chartered Accountants, New Delhi, 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 a 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 Vice-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, 2008, 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 of the Companies Act, 1956 or any statutory modification or re-enactment thereof:

1. Basic Salary Rs. 10 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

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| 5. Leave Travel Allowance                             | 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.<br>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 Vice-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 Vice-Chairperson and Editorial Director, for the Company's business.   |
| 9. Personal Accident Insurance                        | For an amount, premium of which shall not exceed Rs. 20,000/- 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 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.  |

**RESOLVED FURTHER THAT** where 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 Vice-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 purpose of giving effect to the foregoing resolution, the Board of Directors of the Company be and is hereby authorised 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 a 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, 2008, 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 of the Companies Act, 1956 or any statutory modification or re-enactment thereof:

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| 1. Basic Salary          | Rs. 5 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. 8 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. |



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| 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 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 Accident Insurance                        | For an amount, premium of which shall not exceed Rs. 20,000/- 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 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.  |

**RESOLVED FURTHER THAT** where 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 the 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 purpose of giving effect to the foregoing resolution, the Board of Directors of the Company be and is hereby authorised 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 a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 198, 269, 309 and 310 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and such other consents and approvals as may be required, approval of the Company be and is hereby accorded for payment of remuneration to Shri Priyavrat Bhartia, Whole-time Director of the Company with effect from 1<sup>st</sup> September, 2008 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 of the Companies Act, 1956 or any statutory modification or re-enactment thereof:

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|---|---|
| 1. Basic Salary                                       | Rs. 5 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. 8 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, 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 Whole-time Director on any official trip as per Rules of the Company.                      |



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| 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 Accident Insurance                 | For an amount, premium of which shall not exceed Rs. 20,000/- 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 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. |

**RESOLVED FURTHER THAT** where 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 Priyavrat Bhartia as minimum remuneration with the approval of the Central Government, if required.

**RESOLVED FURTHER THAT** so long as Shri Priyavrat Bhartia functions as the 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 purpose of giving effect to the foregoing resolution, the Board of Directors of the Company be and is hereby authorised 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."

By Order of the Board

(Dinesh Mittal)

Vice President – Legal, Tax & Company Secretary

New Delhi  
20<sup>th</sup> June, 2008

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

**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. An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, relating to the Special Businesses to be transacted at the meeting (Item Nos. 6 to 8 of the notice) is annexed hereto.
3. As required by Clause 49 of the Listing Agreement entered into with the Stock Exchanges the relevant details of Shri K.N. Memani and Shri Y.C. Deveshwar, Directors retiring by rotation and seeking re-appointment under Item No. 3 and Item No.4 of the Notice respectively, are annexed herewith.
4. Register of Members and Share Transfer Books of the Company shall remain closed from Thursday, the 24<sup>th</sup> July, 2008 to Friday, the 1<sup>st</sup> August, 2008 (both days inclusive) for determining the names of Members eligible for dividend on Equity Shares, if any, declared at the meeting.
5. Dividend on Equity Shares, if declared at the meeting, shall be paid on or after 4<sup>th</sup> August, 2008 to the shareholders whose names appear on the Register of Members of the Company on Friday, the 1<sup>st</sup> August, 2008. 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.
6. Members are requested to visit the website of the Company 'www.htmedia.in' for viewing the quarterly & annual financial results and for more information on the Company.

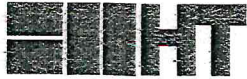


7. For any investor-related queries, communication may be sent by e-mail to 'investor@hindustantimes.com'.
8. Karvy Computershare Private Limited (Karvy) is the Registrar & Share Transfer Agent (R&T Agent) of the Company. All investor related communication may be addressed to Karvy at the following address:

**Karvy Computershare Private Limited**  
*Unit: HT Media Limited*  
Plot Nos. 17-24, Vittal Rao Nagar, Madhapur  
Hyderabad – 500 081

Tel : +91 40 2342 0815 - 20  
Fax : +91 40 2342 0814/1971  
E-mail: mailmanager@karvy.com

9. Shareholders who have not encashed/received dividend for the financial years ended on 31<sup>st</sup> March 2006 and 31<sup>st</sup> March, 2007 may please approach the Company and/or R&T Agent for payment of such unpaid dividend.
10. 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 the R&T Agent.
11. For effecting changes in address/bank details/ECS (Electronic Clearing Service) mandate, members are requested to notify:
  - (i) the R&T Agent of the Company, viz. Karvy, *if shares are held in physical form*; and
  - (ii) their respective Depository Participant (DP), *if shares are held in electronic form*.
12. Members/Proxies are requested to kindly take note of the following:
  - (i) copies of Annual Report will not be distributed at the venue of the meeting;
  - (ii) Attendance Slip, as 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 strictly on the basis of the entrance pass, which shall be provided at the counters at the venue, in exchange for duly completed and signed Attendance Slips; and
  - (iv) in all correspondence with the Company and/or the R&T Agent, Folio No./DP & Client ID no. must be quoted.
13. 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 10 days before the meeting, so that the information can be compiled in advance.
14. 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.
15. 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.
16. The Annual Report of the Company for the year 2007-08 circulated to the members of Company will also be made available on the Company's website www.htmedia.in.
17. 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 Vice-Chairperson and Editorial Director of the Company entrusted with substantial powers of management to be exercised subject to the superintendence, control and direction of the Board of Directors, shall expire on 30<sup>th</sup> June, 2008.

The Board of Directors of the Company at the meeting held on 16<sup>th</sup> May, 2008 has, subject to the approval of the members, unanimously approved the re-appointment of Smt. Shobhana Bhartia as Vice-Chairperson and Editorial Director of the Company (Managing Director under the Companies Act, 1956) w.e.f. 1<sup>st</sup> July, 2008 for a further period of 5 (five) years, including payment of remuneration. An abstract of the terms of appointment pursuant to Section 302 of the Companies Act, 1956 dated 27<sup>th</sup> May, 2008 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 20 years of experience in the newspaper industry. In the year 2005, she was honoured by the Government of India with "Padmashri". In addition, she has also received several awards including Business Woman of the Year 2007 by Economic Times, Outstanding Business Woman of the Year 2001 by PHD Chamber of Commerce & Industry, Global Leader of Tomorrow 1996 by the World Economic Forum and National Press India Award, 1992. She is presently a member of Rajya Sabha, the Upper House of Indian Parliament.

Members' approval is required for the re-appointment of Smt. Shobhana Bhartia as Vice-Chairperson and Editorial Director of the Company w.e.f. 1<sup>st</sup> July, 2008 and payment of remuneration as set out in the accompanying resolution.

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

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

**ITEM NO. 7**

The members of the Company at their Extra-ordinary General Meeting held on 16<sup>th</sup> October, 2003 had approved the appointment of Shri Shamit Bhartia, as Whole-time Director of the Company w.e.f. 1<sup>st</sup> September, 2003, for a period of 5 (five) years. The said period of appointment of Shri Shamit Bhartia as Whole-time Director of the Company will expire on 31<sup>st</sup> August, 2008.

The Board of Directors of the Company at the meeting held on 16<sup>th</sup> May, 2008 has, 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, 2008 for a further period of 5 (five) years including payment of remuneration. An abstract of the terms of appointment pursuant to Section 302 of the Companies Act, 1956 dated 27<sup>th</sup> May, 2008 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 of the Company w.e.f. 1<sup>st</sup> September, 2008 and payment of remuneration as set out in the accompanying resolution.

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

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

**ITEM NO. 8**

The Board of Directors of the Company had appointed Shri Priyavrat Bhartia as Director of the Company w.e.f. 28<sup>th</sup> October, 2005. Subsequently, the Board of Directors at the meeting held on 16<sup>th</sup> January, 2006 had appointed Shri Priyavrat Bhartia as Whole Time Director of the Company w.e.f. 1<sup>st</sup> February, 2006 for a period of 5 (five) years which was approved by the members at the Fourth Annual General Meeting of the Company held on 2<sup>nd</sup> August, 2006.



Shri Priyavrat Bhartia is actively involved in the business policy decisions of the Company. He holds a Bachelor in Economics from Dartmouth College, USA and MBA from Stanford University. He has also worked as Financial Analyst in the Wasserstein Perella & Co, New York.

The Board of Directors of the Company at the meeting held on 16<sup>th</sup> May, 2008 has, subject to the approval of the members, unanimously approved revision in the remuneration payable to Shri Priyavrat Bhartia w.e.f. 1<sup>st</sup> September, 2008 for the remaining period of his present tenure as Whole-time Director of the Company.

An abstract of the revision in the terms of appointment pursuant to Section 302 of the Companies Act, 1956 dated 27<sup>th</sup> May, 2008 has already been circulated to the members.

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

None of the Directors, except Dr. K.K. Birla, Smt. Shobhana Bhartia, Shri Priyavrat Bhartia and Shri Shamit Bhartia, are in any way, concerned or interested in the resolution set out at item no. 8 of the Notice.

By Order of the Board



(Dinesh Mittal)

Vice President – Legal, Tax & Company Secretary

New Delhi  
20<sup>th</sup> June, 2008

**Details of the Directors seeking re-appointment in the Sixth Annual General Meeting pursuant to Clause 49 of Listing Agreement of Stock Exchanges**

<b>Name of Director</b>	Shri K.N. Memani	Shri Y.C. Deveshwar
<b>Date of Birth</b>	1 <sup>st</sup> January, 1939	4 <sup>th</sup> February, 1947
<b>Relationships with other Directors <i>inter-se</i></b>	None	None
<b>Date of Appointment</b>	5 <sup>th</sup> May, 2004	5 <sup>th</sup> May, 2004
<b>Expertise in specific functional areas</b>	Business and Corporate Advisory; Foreign Taxation, Financial Consultancy etc.	General Management, Strategic Management and Business Leadership
<b>Qualification</b>	Chartered Accountant	Engineering Graduate IIT-Delhi
<b>No. of Equity Shares held in the Company</b>	Nil	Nil
<b>List of other companies in which Directorships are held <sup>1</sup></b>	<ol style="list-style-type: none"> <li>1. Cellebrum.com Limited</li> <li>2. DLF Limited</li> <li>3. Emami Limited</li> <li>4. Great Eastern Energy Corporation Limited</li> <li>5. HEG Limited</li> <li>6. ICICI Venture Funds Management Company Limited</li> <li>7. India Glycols Limited</li> <li>8. Indo-Rama Synthetics Limited</li> <li>9. National Engineering Industries Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. ITC Limited (Chairman)</li> <li>2. West Bengal Industrial Development Corporation Limited</li> <li>3. Woodlands Medical Center Limited</li> </ol>
<b>List of committees of the Board of Directors (across all companies) in which Chairmanship/ Membership is held <sup>2</sup></b>	<p><u>Chairman</u></p> <ol style="list-style-type: none"> <li>1. Audit Committee of <i>Cellebrum.com Limited</i></li> <li>2. Audit Committee of <i>DLF Limited</i></li> <li>3. Audit Committee of <i>Great Eastern Energy Corporation Limited</i></li> <li>4. Audit Committee of <i>HT Media Limited</i></li> <li>5. Audit Committee of <i>ICICI Venture Funds Management Company Limited</i></li> </ol> <p><u>Member</u></p> <ol style="list-style-type: none"> <li>1. Audit Committee of <i>Indo-Rama Synthetics Limited</i></li> <li>2. Audit Committee of <i>National Engineering Industries Limited</i></li> </ol>	Nil

**Note:**

1. The Directorships held by Directors as mentioned above, do not include Directorships 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' Grievance Committee have been considered.