

HT Media Limited

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

NOTICE is hereby given that the Fourth Annual General Meeting of the Members of HT Media Limited will be held on Wednesday, the 2nd August, 2006 at 10.00 A.M. at Talkatora Indoor Stadium, Talkatora Garden, New Delhi, to transact the following business:

ORDINARY BUSINESS

ITEM NO. 1

To receive, consider and adopt the audited Balance Sheet of the Company as at 31st March, 2006, 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 1% Non-cumulative Redeemable Preference Shares for the year ended 31st March, 2006.

ITEM NO. 3

To declare dividend on Equity Shares for the year ended 31st March, 2006.

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 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. 6

To appoint M/s. S.R. Batliboi & Co., Chartered Accountants, New Delhi, the retiring Auditors of the Company, who shall hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS

ITEM NO. 7

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 262 of the Companies Act, 1956, Dr. K.K. Birla, in respect of whom a written notice has been received from a member proposing his election to the office of Director, be and is hereby appointed a Director of the Company, liable to retire by rotation.”

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 and 309 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 the appointment of Shri Priyavrat Bhartiya, as Whole-time Director of the Company for a period of 5 (five) years with effect from February 1, 2006, on following terms and conditions including payment of remuneration, with liberty to the Board of Directors to alter and vary the terms and conditions and/or remuneration, not exceeding the limits specified under Schedule XIII to the Companies Act, 1956 or any statutory modification (s) or re-enactment thereof :

1. Salary : Rs. 1.25 lacs per month w.e.f. 1st February, 2006, revised to Rs. 3.50 lacs per month with effect from 1st April, 2006.
2. Medical Reimbursement : On actual basis, subject to ceiling of one month's salary in a year or three months' salary over a period of three years.
3. Club Fees : Subject to maximum of two clubs at a fee not exceeding Rs. 25,000/- per annum. No admission or life membership fees will be paid by the Company.
4. PF Contribution : Contribution to Provident Fund shall be as per rules of the Company.
5. Gratuity : Gratuity payable shall not exceed half a month's salary for each completed year of service.
6. Car & Telephone : The Company shall provide car with driver and telephone at the residence of the Whole-time Director, for the Company's business.

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 the Board of Directors be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

ITEM NO. 9

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 and 316 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, the Company hereby approves the change in the terms of appointment of Smt. Shobhana Bhartia, Vice Chairperson and Editorial Director of the Company, from a director liable to retire by rotation to a non-retiring Director.

RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309 and 316 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 the following remuneration to Smt. Shobhana Bhartia, Vice Chairperson and Editorial Director, with effect from April 1, 2006, with liberty to the Board of Directors to alter and vary the terms and conditions and/or remuneration, not exceeding the limits specified under Schedule XIII to the Companies Act, 1956 or any statutory modification (s) or re-enactment thereof:

1. Salary : Rs. 6.00 lacs per month.
2. Housing : Fully furnished residential accommodation, the cost of which shall not exceed 60% of the salary per annum or House Rent Allowance in lieu thereof.
3. Gas/ Water/ Electricity: Actual expenditure upto a maximum of Rs.10 lacs per annum.
4. Medical Reimbursement : For self and her 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 Concession : For self and family, once a year in accordance with rules of the Company.
6. Club Fees : Subject to maximum of two clubs at a fee not exceeding Rs. 1,00,000/- per annum.
7. Personal Accident Insurance : For an amount, premium of which shall not exceed Rs. 20,000/- per annum.
8. PF Contribution : Contribution to Provident Fund shall be as per rules of the Company.
9. Gratuity : Gratuity payable shall not exceed half a month's salary for each completed year of service.
10. 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.

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 the Board of Directors be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

ITEM NO. 10

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 316 read with Schedule XIII and all 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 the following remuneration to Shri Shamit Bhartia, Whole-time Director of the Company, with effect from April 1, 2006, with liberty to the Board of Directors to alter and vary the terms and conditions and/or remuneration, not exceeding the limits specified under Schedule XIII to the Companies Act, 1956 or any statutory modification (s) or re-enactment thereof :

1. Salary : Rs. 3.50 lacs per month
2. Medical Reimbursement : On actual basis, subject to ceiling of one month's salary in a year or three months' salary over a period of three years.
3. Club Fees : Subject to maximum of two clubs at a fee not exceeding Rs. 25,000/- per annum. No admission or life membership fees will be paid by the Company.
4. PF Contribution : Contribution to Provident Fund shall be as per rules of the Company.
5. Gratuity : Gratuity payable shall not exceed half a month's salary for each completed year of service.
6. Car & Telephone : The Company shall provide car with driver and telephone at the residence of the Whole-time Director, for the Company's business.

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 the Board of Directors be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By order of the Board

V.K. Charoria
AVP (Corporate Affairs & Taxation)
& Company Secretary

Place: New Delhi
Date: 27th June, 2006

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his/her stead and the proxy need not be a member of the company. Proxies, in order to be effective, must be received by the Company 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 in respect of item nos. 7 to 10 of the notice, is appended hereto.
3. Register of Members and Share Transfer Books of the Company shall remain closed from Monday, the 24th July, 2006 to Wednesday, the 2nd August, 2006 (both days inclusive).
4. Dividend on Equity Shares, upon its declaration at the meeting, shall be paid to the shareholders whose names appear on the Register of Members of the Company on Wednesday, the 2nd August, 2006. In case of shares held in dematerialized form, the dividend thereon, upon its declaration at the meeting, shall be paid to the beneficial owners as per list provided by the Depositories for the said purpose.
5. Members are requested to visit the website of the Company 'www.hindustantimes.com', for viewing the quarterly, half-yearly & annual financial results and for more information on the Company and its subsidiaries. Useful information on various services being provided to the investors are also available on the website of the Company.
6. M/s. Karvy Computershare Private Limited are the Registrar and Share Transfer Agent of the Company. All investor related communication may be addressed to them at their following address:

Karvy Computershare Private Limited
"Karvy House"
46, Avenue 4, Street No. 1
Banjara Hills
Hyderabad 500 034
Tel: +91 40 2331 2454
Fax: +91 40 2331 1968
E-mail: mailmanager@karvy.com
7. Members/Proxies are requested to kindly take note of the following:
 - (i) copies of Annual Report will not be distributed at the venue of Annual General Meeting.
 - (ii) bring their Attendance Slip sent herewith duly completed and signed for attending the meeting.
 - (iii) entry to the Auditorium will be strictly on the basis of the entrance slip to be made available at the counters at the venue, to be exchanged with the duly completed and signed Attendance Slip.
 - (iv) quote their Folio/DP & Client ID nos. in all correspondence with the Company and/or Registrar and Share Transfer Agent.
8. Members are requested to send their queries on the operations of the Company, if any, to reach the Company's Registered Office at least 10 days before the meeting, so that the information could be compiled in advance.
9. Members may please note that briefcase, bag, mobile phone and eatables will not be allowed to be taken inside the venue of the meeting for security reasons.

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

ITEM NO. 7

The Board of Directors of the Company at its meeting held on 16th August, 2003 had appointed Dr. K.K. Birla as Director of the Company, in the casual vacancy arising out of the resignation of Shri Priyavrat Bhartia from the Board of the Directors of the Company. Pursuant to the provisions of Section 262 of the Companies Act, 1956, Dr. K. K. Birla will hold office as Director only upto the date of this Annual General Meeting.

The Company has received a written notice from a member in accordance with the provisions of Section 257 of the Companies Act, 1956 proposing the name of Dr. K.K. Birla for election to the office of Director. The Board accordingly commends the resolution mentioned in item no. 7 of the notice for your approval.

Except Dr. K.K. Birla, Smt. Shobhana Bhartia, Shri Priyavrat Bhartia and Shri Shamit Bhartia, none of the other Directors, 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 at its meeting held on 28th October, 2005 had appointed Shri Priyavrat Bhartia as Director of the Company with effect from 28th October, 2005, in the casual vacancy arising out of resignation of Shri S. M. Agarwal from the Board of Directors of the Company, pursuant to the provisions of Section 262 of the Companies Act, 1956. Subsequently, the Board of Directors at its meeting held on 16th January, 2006 appointed Shri Priyavrat Bhartia as a Whole-time Director of the Company with effect from 1st February, 2006 for a period of five (5) years.

The Board of Directors at its meeting held on 9th May, 2006 ~~have approved~~ a revision in the remuneration payable to Shri Priyavrat Bhartia with effect from 1st April, 2006.

An abstract of the revision in the terms of appointment pursuant to Section 302 of the Companies Act, 1956 was circulated to the members on 20th January, 2006 followed by another abstract of the revision in the terms of appointment circulated to the members on 25th May, 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 worked as Financial Analyst in the Wasserstein Perella & Co., New York from July 1998 – August 1999. A brief resume of Shri Priyavrat Bhartia indicating nature of his expertise in specific functional areas, names of other companies in which he holds Directorships/Memberships of committees, as stipulated under Clause 49 of Listing Agreement of Stock Exchanges, is provided in the Report on Corporate Governance forming part of the Annual Report.

Shareholders' approval is required for the proposed appointment and revision in remuneration. The Board commends 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.

ITEM NO. 9

Smt. Shobhana Bhartia was appointed as the Vice Chairperson and Editorial Director of the Company with effect from 1st July, 2003, for a period of five (5) years. Smt. Shobhana Bhartia, has been associated with the Company since its incorporation and is responsible for 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 twenty years of experience in the newspaper industry. In the year 2005, she was honoured by the Government of India with the

title of "Padma Shree" for her contribution in the field of journalism. In addition, she has also received several awards including Outstanding Business Woman of the Year 2001 by PHD Chamber of Commerce & Industry, Global Leader for Tomorrow, 1996 by the World Economic Forum, National Press India Award, 1992. She was on the board of Indian Airlines Limited and on the North Regional Board of the Reserve Bank of India. She is presently a member of the Rajya Sabha, the Upper House of Indian Parliament.

The Board of Directors of the Company at its meeting held on 28th October, 2005 had approved modification in the terms of appointment of Smt. Shobhana Bhartia, Vice Chairperson and Editorial Director, in terms whereof Smt. Shobhana Bhartia shall be a non-retiring Director of the Company. An abstract of the change in the terms of appointment pursuant to Section 302 of the Companies Act, 1956, was circulated to the members on 31st October, 2005.

The Board of Directors at its meeting held on 9th May, 2006 have also approved the revision in the remuneration payable to Smt. Shobhana Bhartia. An abstract of the revision in the terms of appointment pursuant to Section 302 of the Companies Act, 1956, was circulated to the members on 25th May, 2006.

Shareholders' approval is required to change her office from a Director liable to retire to a non-retiring Director and for the proposed revision to the remuneration payable to Smt. Shobhana Bhartia. The Board commends the resolution set out at item no. 9 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. 9 of the notice.

ITEM NO. 10

Shri Shamit Bhartia was appointed as a Whole-time Director of the Company with effect from 1st September, 2003 for a period of five (5) years. 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, Lazard Frere, New York.

The Board of Directors at its meeting held on 9th May, 2006 have approved the revision in the remuneration payable to Shri Shamit Bhartia with effect from 1st April, 2006. An abstract of the revision in the terms of appointment pursuant to Section 302 of the Companies Act, 1956 was circulated to the members on 25th May, 2006.

Shareholders' approval is required for the proposed revision to the remuneration. The Board commends the resolution set out at item no. 10 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. 10 of the notice.

By order of the Board

V.K. Charoria
AVP (Corporate Affairs & Taxation)
& Company Secretary

Place: New Delhi
Date: 27th June, 2006

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.

Ledger Folio/DP & Client ID No..... No. of Shares held.....

Name

Address.....

hereby record my presence at the 4th Annual General Meeting of the Company held on Wednesday, the 2nd August, 2006 at 10.00 a.m. at Talkatora Indoor Stadium, Talkatora Garden, New Delhi.

Name and Signature of Shareholder/Proxy:

PROXY FORM

HT Media Limited

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

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 4th Annual General Meeting of the Company to be held on Wednesday, the 2nd August, 2006 at 10.00 a.m. at Talkatora Indoor Stadium, Talkatora Garden, New Delhi and/or at any adjournment thereof.

Signed this day of July, 2006

Signature.....

Affix
Revenue
Stamp of
Re.0.30

Ledger Folio/DP & Client ID No..... No. of Shares held.....

Name

Address.....

NOTES:

- a) The Proxy in order to be effective must be deposited at the Registered Office of the Company duly stamped, completed and signed, at least 48 hours before the time for holding the meeting.
- b) The Proxy form should be signed across the stamp as per specimen signature registered with the Registrar & Share Transfer Agent/Depository.