

Notice of Annual General Meeting

NOTICE is hereby given that the Fifth Annual General Meeting of the Members of **HT Media Limited** will be held on Saturday, the 4th August, 2007 at 11.00 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 31st March 2007, 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 31st March 2007.

Item No. 3

To appoint a Director in place of Shri Shamit Bhartia, 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 N.K. Singh, 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, which will be proposed as an **Ordinary Resolution**:

"RESOLVED THAT M/s. S.R. Batliboi & Co., Chartered Accountants, New Delhi, be and are hereby appointed as the 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, which will be proposed as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 255 and other applicable provisions, if any, of the Companies Act, 1956 and such other approval(s) as may be necessary, consent of the Company be and is hereby accorded to the change in the terms of appointment of Dr. K.K. Birla, from a Director liable to retire by rotation to a non-retiring Director."

Item No. 7

To re-appoint Shri Priyavrat Bhartia as a Director of the Company and in respect of whom, the Company has received a notice in writing pursuant to the provisions of Section 257 of the Companies Act, 1956, from a member signifying his intention to propose Shri Priyavrat Bhartia as a candidate for the office of Director; and to consider and, if thought fit, to pass the following resolution, which will be proposed as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 1956, Shri Priyavrat Bhartia be and is hereby appointed as a Director of the Company, liable to retire by rotation."

Item No. 8

To re-appoint Shri Roger Greville as a Director of the Company and in respect of whom, the Company has received a notice in writing pursuant to the provisions of Section 257 of the Companies Act, 1956, from a member signifying his intention to propose Shri Roger Greville as a candidate for the office of Director; and to consider and, if thought fit, to pass the following resolution, which will be proposed as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 1956, Shri Roger Greville be and is hereby appointed as a Director of the Company, not liable to retire by rotation."

Item No. 9

To re-appoint Shri Ajay Relan as a Director of the Company and in respect of whom, the Company has received a notice in writing pursuant to the provisions of Section 257 of the Companies Act, 1956, from a member signifying his intention to propose Shri Ajay Relan as a candidate for the office of Director; and to consider and, if thought fit, to pass the following resolution which will be proposed as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 1956, Shri Ajay Relan be and is hereby appointed as a Director of the Company, liable to retire by rotation."

By Order of the Board



(Dinesh Mittal)

Vice President – Legal, Tax & Company Secretary

New Delhi
25th June, 2007

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 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 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 in respect of Item Nos. 6 to 9 of the notice, is annexed hereto.
3. Register of Members and Share Transfer Books of the Company shall remain closed from Thursday, the 26th July, 2007 to Saturday, the 4th August, 2007 (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 Saturday, the 4th August, 2007. 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.
5. Members are requested to visit the website of the Company, i.e., 'www.hindustantimes.com' for viewing the quarterly, half-yearly and annual financial results and for more information on the Company.
6. Karvy Computershare Private Limited (Karvy) 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, Vittal Rao Nagar, Madhapur
 Hyderabad - 500 081
 Tel : +91-40-2342 0815 to 20
 Fax : +91-40-2342 0814
 E-mail : mailmanager@karvy.com
7. For effecting changes in address/bank details/ECS (Electronic Clearing Service) mandate; members are requested to notify:
 - (i) the Registrar & Share Transfer 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 *demat* form.
8. 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 brought 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 slip, which shall be provided at the counters at the venue, in exchange of duly completed and signed Attendance Slips.
 - (iv) Folio No./DP & Client ID No. may please be quoted in all correspondence with the Company and/or the Registrar & Share Transfer Agent.
9. Members are requested to send their queries, if any, on the operations of the Company, to reach the Company's Registered Office atleast 10 days before the meeting, so that the information could be compiled in advance.
10. **Members may please note that briefcase, bag, mobile phone and/or eatables will not be allowed to be taken inside the meeting hall for security reasons.**

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

Item No. 6

Dr. K.K. Birla was appointed as Director liable to retire by rotation at the Fourth Annual General Meeting held on 2nd August, 2006. The Board of Directors of the Company, at its meeting held on 21st July, 2006 had approved modification in the terms of appointment of Dr. K.K. Birla, from a Director liable to retire by rotation to a non-retiring Director of the Company, w.e.f. 3rd August, 2006.

Dr. K.K. Birla is a renowned industrialist. In a career spanning more than six decades, Dr. Birla as a business leader, has established one of the country's well-known business conglomerates, spanning wide spectrum of key industries. Dr. Birla has been a member of the Rajya Sabha, besides being member of number of consultative committees of the Government of India. Members' approval is required to change the office of Dr. K.K. Birla from a Director liable to retire by rotation, to a non-retiring Director.

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. Details of Dr. K.K. Birla, pursuant to the requirement of the Listing Agreement with the Stock Exchanges, relating to Corporate Governance, are given in the statement attached.

The resolution mentioned at item no. 6 of the notice is recommended for your approval.

Item No. 7

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, in the casual vacancy arising out of resignation of Shri S.M. Agarwal from the Board of Directors of the Company. The members of the Company at their Annual General Meeting held on 2nd August, 2006 had approved the appointment of Shri Priyavrat Bhartia as Whole-time Director of the Company and the terms & conditions, including payment of remuneration to him. Pursuant to the provisions of Section 262 of the Companies Act, 1956, Shri Priyavrat Bhartia will hold office as Director only upto the date of the Fifth Annual General Meeting.

As required by Section 257 of the Companies Act, 1956, the Company has received a notice alongwith requisite deposit from a member signifying his intention to propose Shri Priyavrat Bhartia as a candidate for the office of Director. On appointment of Shri Priyavrat Bhartia as Director liable to retire by rotation, he will hold office as Whole-time Director of the Company on the terms & conditions including remuneration already approved by the members, as mentioned above.

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. Details of Shri Priyavrat Bhartia, pursuant to the requirement of the Listing Agreement with the Stock Exchanges, relating to Corporate Governance, are given in the statement attached.

The resolution mentioned in item no. 7 of the notice is recommended for your approval.

Item No. 8

The Board of Directors of the Company at its meeting held on 28th October, 2005 had appointed Shri Roger Greville as Director of the Company, in the casual vacancy arising out of resignation of Shri Sanjiv Kapur from the Board of Directors of the Company. Pursuant to the provisions of Section 262 of the Companies Act, 1956, Shri Roger Greville will hold office as Director only upto the date of the Fifth Annual General Meeting.

As required by Section 257 of the Companies Act, 1956, the Company has received a notice alongwith requisite deposit from a member signifying intention to propose Shri Roger Greville as a candidate for the office of Director.

None of the Directors, except Shri Roger Greville is, in any way, concerned or interested in the resolution set out at item no. 8 of the notice. Details of Shri Roger Greville, pursuant to the requirement of the Listing Agreement with the Stock Exchanges, relating to Corporate Governance, are given in the statement attached.

The resolution mentioned in item no. 8 of the notice is recommended for your approval.

Item No. 9

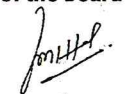
Shri Ajay Relan, who has been appointed as an Additional Director, pursuant to the provisions of Section 260 of the Companies Act, 1956, w.e.f. 24th May, 2007, holds office upto the date of the Fifth Annual General Meeting and as required by Section 257 of the Companies Act, 1956, a notice alongwith requisite deposit has been received from a member signifying his intention to propose Shri Ajay Relan as a candidate for the office of Director.

Details of Shri Ajay Relan, pursuant to the requirement of the Listing Agreement with the Stock Exchanges, relating to Corporate Governance, are given in the statement attached.

None of the Directors, except Shri Ajay Relan is, in any way, concerned or interested in the resolution set out at item no. 9 of the notice.

The resolution mentioned in item no. 9 of the notice is recommended for your approval.

By Order of the Board


(Dinesh Mittal)

Vice President – Legal, Tax & Company Secretary

New Delhi
25th June, 2007

Details of the Directors seeking appointment/re-appointment in the Annual General Meeting scheduled for Saturday, the 4th August, 2007

Name of Director	Dr. K.K. Birla	Shri Priyavrat Bhattia	Shri Shamit Bhattia	Shri Roger Greville	Shri N.K. Singh	Shri Ajay Relan
Date of Birth	12.10.1918	04.10.1976	27.04.1979	24.02.1957	27.01.1941	09.12.1953
Date of Appointment	16.08.2003	28.10.2005	03.12.2002	28.10.2005	09.12.2004	24.05.2007
Expertise in specific functional areas	Renowned Industrialist, Former Member of Parliament	Industrialist	Industrialist	Banker	Economist and Retired Bureaucrat	Banker
Qualification	B.A. (Hons.) in Hindi; Honoris Causa Doctorate in Literature	Bachelor in Economics (Dartmouth College, USA); MBA (Stanford University)	Degree in Economics (Dartmouth College, USA)	Bachelor of Agricultural Economics and M.Com. in Economics (New Zealand)	M.A. in Economics (Delhi School of Economics); IAS (Retd.)	B.A.(Hons.) in Economics (St. Stephens College, Delhi University); MBA (IIM, Ahmedabad)
No. of Equity Shares held in the Company	5 (jointly with 'The Hindustan Times Limited')	5 (jointly with 'The Hindustan Times Limited')	5 (jointly with 'The Hindustan Times Limited')	Nil	Nil	Nil
List of outside Company Directorships held	<ul style="list-style-type: none"> - Chambal Fertilisers & Chemicals Limited - Zuari Industries Limited - Pilani Investment & Industries Corporation Limited - Ronson Traders Limited - Uttam Commercial Limited - Texmaco Limited - The Hindustan Times Limited - Sutlej Textiles and Industries Limited - Yashovardhan Investment & Trading Company Limited 	<ul style="list-style-type: none"> - The Hindustan Times Limited - The Birla Cotton Spg. & Wvg. Mills Limited - HT-Interactive Media Properties Limited - Network Programs (India) Limited - HT Music and Entertainment Company Limited - Udit (India) Limited - HT-Vision Limited 	<ul style="list-style-type: none"> - The Birla Cotton Spg. & Wvg. Mills Limited - Usha Flowell Limited - The Hindustan Times Limited - HT Music and Entertainment Company Limited 	<ul style="list-style-type: none"> - Nil 	<ul style="list-style-type: none"> - TA CVK Hotels & Resorts Limited 	<ul style="list-style-type: none"> - Citicorp Finance (India) Limited - Techno Electric & Engineering Company Limited - Himadri Chemical and Industries Limited - Micro Abrasives Limited - International Tractors Limited - International Cars & Motors Limited - Suzlon Energy Limited - Abhishek Industries Limited - Jubilant Organosys Limited
Chairman/ Member of Committees of the Board of Directors (across all companies)	Nil	<ul style="list-style-type: none"> HT Media Limited Investors' Grievance Committee (Member) The Hindustan Times Limited Audit Committee (Member) HT Music and Entertainment Company Limited Audit Committee (Member) 	<ul style="list-style-type: none"> HT Media Limited Audit Committee (Member) Investors' Grievance Committee (Member) 	Nil	<ul style="list-style-type: none"> HT Media Limited Audit Committee (Member) 	<ul style="list-style-type: none"> HT Media Limited Audit Committee (Member) Investors' Grievance Committee (Member)

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 Investors' Grievance Committee have been considered.