

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 Ninth Annual General Meeting of the Members of **HT Media Limited** will be held on Wednesday, the 27th July, 2011 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 31st March 2011, 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 31st March, 2011.

ITEM NO. 3

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. 4

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. 5

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. 6

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 M/s. S.R. Batliboi & Co., Chartered Accountants [Firm 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. 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 Priyavrat Bhartia, as Whole-time Director of the Company, for a period of 5 (five) years with effect from 1st February, 2011, 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(s) or re-enactment thereof :

1.	Basic Salary	Rs.5.00 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.8.00 Lac per month.
2.	Housing	Fully furnished residential accommodation, the cost of which shall not exceed 60% of basic salary per annum or House Rent Allowance in lieu thereof.
3.	Gas/Water/Electricity	Actual expenditure upto a maximum of Rs.12.00 Lac per annum.
4.	Medical Expenses	Reimbursement of medical expenses incurred in India and abroad (including insurance premium for medical and hospitalization policy, if any) on actual basis for self and family, subject to ceiling of one month's basic salary in a year or three months' basic salary over a period of three years.
5.	Leave Travel Allowance	For self and family, once a year in accordance with Rules of the Company.
6.	Club Fees	Membership of one club in India (including admission and membership fee).
7.	Entertainment expenses and other business expenses	Entertainment, traveling and all other expenses incurred for the business of the Company shall be reimbursed as per Rules of the Company. Reimbursement of travelling expenses of spouse accompanying the Whole-time Director on any official trip as per Rules of the Company.

8.	Car & Telephone	The Company shall provide a car 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.2 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 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 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 for purpose of giving effect to the foregoing resolution, and to settle any question, difficulty or doubt that may arise in the said regard."

By Order of the Board



(Dinesh Mittal)

Group General Counsel & Company Secretary

Place : New Delhi

Date : 17th June, 2011

NOTES:

- 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.**
- Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, relating to the Special Business to be transacted at the meeting (Item No. 7 of the Notice) is annexed hereto.
- As required by Clause 49 of the Listing Agreement entered into with the stock exchanges, the relevant details of **Shri Y.C. Deveshwar, Shri Shamit Bhartia, Shri N.K. Singh and Shri Priyavrat Bhartia**, Directors, are annexed herewith.
- Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday, the 20th July, 2011 to Wednesday, the 27th July, 2011 (both days inclusive) for determining the names of Members eligible for dividend on Equity Shares, if any, declared at the meeting.
- Dividend on Equity Shares, if declared at the meeting, shall be paid on or after Friday, the 29th July, 2011, to the shareholders whose names appear on the Register of Members of the Company on Wednesday, the 27th July, 2011. 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.
- Members are requested to visit the website of the Company viz. www.htmedia.in to view the quarterly and annual financial results and for more information on the Company.
- 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. For any other investor-related queries, communication may be sent by e-mail to investor@hindustantimes.com.
- 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 - 4465 5000

Fax : + 91 - 40 - 2342 0814

E-mail : einward.ris@karvy.com

9. Shareholders who have not encashed/received dividend for the financial years ended on 31st March, 2006 to 31st March, 2010 may please approach the Company and/or Karvy 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 Karvy.
11. For effecting changes in address / bank details / NECS (National Electronic Clearing Services) / ECS (Electronic Clearing Services) mandate, members are requested to notify:
 - (i) Karvy, if shares are held in **physical form**; or
 - (ii) their respective Depository Participant (DP), if shares are held in **electronic form**.
12. 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 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 Karvy, Folio No. or DP & Client ID No., as the case may be, 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 5 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 2010-11 circulated to the members is available on the Company's website, viz. 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. 7**

The members, at their Fourth Annual General Meeting held on 2nd August, 2006, had approved the appointment of Shri Priyavrat Bhartia as Whole-time Director of the Company w.e.f. 1st February, 2006 for a period of 5 (five) years, i.e., upto 31st January, 2011.

Further, the Board of Directors of the Company, at the meeting held on 18th January, 2011 had, subject to the approval of the members, unanimously approved the re-appointment of Shri Priyavrat Bhartia as Whole-time Director of the Company w.e.f. 1st February, 2011 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 27th January, 2011 has already been circulated to the members.

Further, the Board of Directors of the Company at its meeting held on 17th May, 2011 has revised the Basic Salary of Shri Priyavrat Bhartia to Rs. 6 Lac per month w.e.f. 1st June, 2011.

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

Members' approval is required for the re-appointment of Shri Priyavrat Bhartia as a Whole-time Director, for a further period of 5 years with effect from 1st February, 2011 and payment of remuneration as set out in the accompanying resolution.

Shri Priyavrat Bhartia holds 5 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, who are related to each other, are in anyway, concerned or interested in the passing of the resolution.

The resolution mentioned in Item no.7 of the Notice is recommended for your approval.

By Order of the Board



(Dinesh Mittal)
Group General Counsel & Company Secretary

Place : New Delhi
Date : 17th June, 2011

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

Name of the Director	Shri Y. C. Deveshwar	Shri Shamit Bhartia	Shri N. K. Singh	Shri Priyavrat Bhartia
Date of Birth	04.02.1947	27.04.1979	27.01.1941	04.10.1976
Relationship with other Directors <i>inter-se</i>	None	1. Son of Smt. Shobhana Bhartia 2. Brother of Shri Priyavrat Bhartia	None	1. Son of Smt. Shobhana Bhartia 2. Brother of Shri Shamit Bhartia
Date of Appointment	05.05.2004	03.12.2002	09.12.2004	28.10.2005
Expertise in specific functional areas	General Management, Strategic Management and Business Leadership	Industrialist	Economist and retired bureaucrat. Currently, Parliamentarian	Industrialist
Qualification	Engineering Graduate from IIT, Delhi	Degree in Economics from Dartmouth College (USA)	M.A. in Economics from Delhi School of Economics and IAS (Retd.)	Bachelor in Economics from Dartmouth College (USA) and MBA from Stanford University (USA)
No. of Equity Shares held in the Company	NIL	5 (Five) Jointly with The Hindustan Times Limited	NIL	5 (Five) Jointly with The Hindustan Times Limited
List of other companies in which Directorships are held¹	<ul style="list-style-type: none"> • ITC Limited • ITC Infotech India Limited 	<ul style="list-style-type: none"> • The Hindustan Times Limited • The Birla Cotton Spg. & Wvg. Mills Limited • Firefly e-Ventures Limited • Usha Flowell Limited • HT Digital Media Holdings Limited • HT Learning Centers Limited • HT Mobile Solutions Limited • HT Education Limited 	NIL	<ul style="list-style-type: none"> • The Hindustan Times Limited • Firefly e-Ventures Limited • HT Interactive Media Properties Limited • HT Burda Media Limited • The Birla Cotton Spg. & Wvg. Mills Limited • HT Mobile Solutions Limited • Udit (India) Limited • HT Digital Media Holdings Limited • HT Education Limited • Hindustan Media Ventures Limited
List of Committees of the Board of Directors (across all companies) in which Chairmanship / Membership is held²	NIL	<p>Chairman</p> <ul style="list-style-type: none"> • Audit Committee of Firefly e-Ventures Limited <p>Member</p> <ul style="list-style-type: none"> • Audit Committee of HT Media Limited • Audit Committee of HT Digital Media Holdings Limited • Audit Committee of HT Mobile Solutions Limited 	<p>Chairman</p> <ul style="list-style-type: none"> • Investors' Grievance Committee of HT Media Limited <p>Member</p> <ul style="list-style-type: none"> • Audit Committee of HT Media Limited 	<p>Chairman</p> <ul style="list-style-type: none"> • Audit Committee of HT Digital Media Holdings Limited • Audit Committee of HT Mobile Solutions Limited <p>Member</p> <ul style="list-style-type: none"> • Investors' Grievance Committee of HT Media Limited • Audit Committee of The Hindustan Times Limited • Audit Committee of Firefly e-Ventures Limited • Audit Committee of The Birla Cotton Spg. & Wvg. Mills Limited • Audit Committee of Hindustan Media Ventures Limited

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.