



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 Tenth Annual General Meeting of the Members of **HT Media Limited** will be held on Monday, the 10th September, 2012 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 2012, 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, 2012.

ITEM NO. 3

To appoint a Director in place of Shri Priyavrat 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 KN Memani, 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 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. 6

To re-appoint Dr. Mukesh Aghi 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 intention to propose Dr. Mukesh Aghi 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 ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 1956, Dr. Mukesh Aghi be and is hereby appointed as Director of the Company, liable to retire by rotation."

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 Section 31 and other applicable provisions, if any, of the Companies Act, 1956, the following new Article 14.3A be added in the Articles of Association of the Company:-

14.3A An individual can be the Chairperson of the Company as well as the Managing Director and/or Chief Executive Officer of the Company at the same time."

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 Section 314 and other applicable provisions, if any, of the Companies Act, 1956, provisions of other applicable laws for the time being in force, approval of the members be and is hereby accorded to the whole-time directors of the Company, acting as director of a subsidiary company, to receive from such subsidiary, sitting fee for attending meetings of Board of Directors/Committees of Directors of the said subsidiary and/or remuneration received/to be received for services rendered to the said subsidiary, not exceeding an amount equivalent of Rupees One Crore per director per annum."

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 the provisions of Section 149(2A) and other applicable provisions, if any, of the Companies Act, 1956, approval be and is hereby accorded to the Board of Directors of the Company, to commence as it may deem fit from time to time, all or any of the business proposed in Clause III.C.(19) of the Objects Clause of Memorandum of Association of the Company, namely:

19. To carry on the business of manufacturers, importers, exporters and dealers in all kinds and classes of paper, board, corrugated board, corrugating and pulp and also to deal in or manufacture any other articles or things of a character similar or analogous to the foregoing or any of them or connected therewith and in connection with the above activities to purchase or otherwise acquire, settle, improve and cultivate forests, lands and properties of any tenure whatsoever with a view to producing, cultivating, growing, timber, bamboo or other wood.

RESOLVED FURTHER THAT for purpose of giving effect to the foregoing resolution, the Board of Directors of the Company (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 they 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 : 6th August, 2012

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 Nos. 6 to 9 of the Notice) is annexed hereto.
3. Copy of the amended Articles of Association and certificate from the Statutory Auditors of the Company under Clause 14 of the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, 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 **Shri Priyavrat Bhartia, Shri K.N. Memani and Dr. Mukesh Aghi**, Directors, are annexed herewith.
5. Register of Members and Share Transfer Books of the Company shall remain closed from Monday, the 3rd September, 2012 to Monday, the 10th September, 2012 (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 Thursday, the 13th September, 2012, to the shareholders whose names appear on the Register of Members of the Company on Monday, the 10th September, 2012. 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.htmedia.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. For any other investor-related queries, communication may be sent by e-mail to 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
10. Shareholders who have not encashed/received dividend for the financial years ended on 31st March, 2006 to 31st March, 2011 may please approach the Company and/or Karvy for payment of such unpaid dividend.
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) / ECS (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 2011-12 circulated to the members of Company is available on the Company's website, viz. www.htmedia.in.
18. **Member 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

Dr. Mukesh Aghi, who was appointed as an Additional Director (Independent) pursuant to the provisions of Section 260 of the Companies Act, 1956 w.e.f. 19th December, 2011, holds office upto the date of the ensuing 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 intention to propose Dr. Mukesh Aghi as a candidate for the office of Director of the Company, liable to retire by rotation.

Dr. Mukesh Aghi does not hold any share in the Company.

None of the Directors except Dr. Mukesh Aghi are, in any way, concerned or interested in the resolution set out at Item no. 6 of the Notice.

The resolution mentioned in Item no. 6 of the Notice is recommended for your approval.

ITEM NO. 7

The proviso to sub clause (1) of Clause 203 of the proposed Companies Bill, 2011 (as presented in the Parliament) provides as under - *"Provided that unless the articles of such a company provide otherwise, an individual shall not be the chairperson of the company as well as the managing director or Chief Executive Officer of the company at the same time."*

The Articles of Association of the Company, at present, do not contain any provision on the above lines. Since the Chairperson also holds office as Managing Director of the Company under the Companies Act, 1956, it is proposed to amend the Articles, in order to continue with the same structure on passage of the Companies Bill, 2011.

Pursuant to the provisions of Section 31 of the Companies Act, 1956, amendment to the Articles of Association of the Company requires approval of the shareholders by way of Special Resolution.

None of the Directors, except Smt. Shobhana Bhartia, Shri Priyavrat Bhartia and Shri Shamit Bhartia, who are related to each other, are in any way, concerned or interested in the passing of this resolution.

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

ITEM NO. 8

Your Company has incorporated / promoted from time to time, subsidiary companies for diversification into new businesses. In order to leverage the experience of directors of the Company for the benefit of subsidiary companies, whole-time directors are/may be on the board of directors of the subsidiary companies. These directors are/may be offered by the subsidiary company, sitting fee and/or remuneration for services rendered by them, acting as such director of the concerned subsidiary company.

Although Section 314 of the Companies Act, 1956 does not prohibit the whole-time directors of a Company on the board of directors of subsidiary companies, from accepting sitting fee and/or remuneration for services rendered acting as such director, as a measure of abundant caution, it is proposed to seek the approval of Members of the Company under the said Section.

None of the Directors, except the whole-time directors of the Company, viz., Shri Priyavrat Bhartia, Shri Shamit Bhartia and Shri Rajiv Verma, are/may be deemed to be interested in the aforesaid resolution.

The resolution mentioned in Item no. 8 of the Notice is recommended for your approval as a Special Resolution.

ITEM NO. 9

The Company is engaged, inter-alia, in the business of printing and publishing of newspapers.

Your Company, being a responsible corporate citizen, is committed to the cause of environment protection. As a green initiative, it is proposed to start recycling of waste paper and old newsprint in collaboration with newsprint manufacturers.

The proposed activity is covered under 'Other Objects' of the Object Clause of Memorandum of Association (Clause III.C.19).

Pursuant to Section 149(2A) of the Companies Act, 1956 approval of the shareholders is necessary by way of a Special Resolution before commencement of any new activity. Accordingly, approval of the shareholders is sought for commencement and carrying out all or any of the new business activities proposed in Clause III.C.19 of the Memorandum of Association of the Company, as set out in the accompanying resolution.

None of the Directors are, 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 as a Special Resolution.

By Order of the Board



(Dinesh Mittal)

Group General Counsel & Company Secretary

Place : New Delhi

Date : 6th August, 2012

Details of the Directors seeking appointment / re-appointment in the Tenth Annual General Meeting to be held on 10th September, 2012, pursuant to Clause 49 of Listing Agreement of Stock Exchanges

Name of the Director	Shri Priyavrat Bhattia	Shri K.N. Memani	Dr. Mukesh Aghi
Date of Birth	4.10.1976	1.1.1939	10.03.1956
Relationship with other Directors <i>inter-se</i>	<ul style="list-style-type: none"> Son of Smt. Shobhana Bhattia Brother of Shri Shamit Bhattia 	None	None
Date of Appointment	28.10.2005	5.5.2004	19.12.2011
Expertise in specific functional areas	Industrialist	Business and Corporate Advisory, Foreign Taxation, Financial Consultancy	Online Pedagogy, International Relations Security, Cyber Security, Strategic Management, Global Organization Behavior
Qualification	Bachelor in Economics (Dartmouth College, USA); MBA (Stanford University)	Chartered Accountant	BA (Middle East College, Beirut, Lebanon); MBA (Andrews University); Ph.D in International Relations (Claremont Graduate University, California); Advanced Management Diploma (Harvard Business School)
No. of Equity Shares of Rs. 2/- each held in the Company	5 (Five) Jointly with 'The Hindustan Times Limited'	NIL	NIL
List of other companies in which Directorships are held	<ul style="list-style-type: none"> The Birla Cotton Spinning and Weaving Mills Limited The Hindustan Times Limited HT Interactive Media Properties Limited Udit (India) Limited Firefly e-Ventures Limited HT Digital Media Holdings Limited HT Education Limited HT Burda Media Limited HT Mobile Solutions Limited Hindustan Media Ventures Limited Jubilant Industries Limited Jubilant Agri and Consumer Products Limited 	<ul style="list-style-type: none"> National Engg. Industries Limited HEG Limited Great Eastern Energy Corporation Limited Indo-American Chamber of Commerce DLF Limited Emami Limited ICICI Venture Funds Management Company Limited Aegon Religare Life Insurance Company Limited JK Lakshmi Cement Limited Chambal Fertilisers and Chemicals Limited S Mobility Limited 	<ul style="list-style-type: none"> Steria (India) Limited
List of Committees of the Board of Directors (across all companies) in which Chairmanship / Membership is held	<p>Chairman</p> <ul style="list-style-type: none"> Audit Committee of HT Digital Media Holdings Limited Audit Committee of HT Mobile Solutions Limited Audit Committee of HT Education Limited <p>Member</p> <ul style="list-style-type: none"> Audit Committee of The Hindustan Times Limited Audit Committee of Firefly e-Ventures Limited Audit Committee of The Birla Cotton Spinning and Weaving Mills Limited Audit Committee of Hindustan Media Ventures Limited Investor Grievance Committee of Jubilant Industries Limited 	<p>Chairman</p> <ul style="list-style-type: none"> Audit Committee of Great Eastern Energy Corporation Limited Audit Committee of DLF Limited Audit Committee of S Mobility Limited Audit Committee of ICICI Venture Funds Management Company Limited <p>Member</p> <ul style="list-style-type: none"> Shareholders Grievance Committee of Great Eastern Energy Corporation Limited Audit Committee of National Engg. Industries Limited Audit Committee of Aegon Religare Life Insurance Company Limited Audit Committee of Chambal Fertilisers and Chemicals Limited 	None

Notes:

- 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.
- Pursuant to Clause 49 of the Listing Agreement, only two Committees viz. Audit Committee and Shareholders'/Investors' Grievance Committee have been considered.