



## Notice of Annual General Meeting

NOTICE is hereby given that the Eighth Annual General Meeting of the Members of **HT Media Limited** will be held on Monday, the 2<sup>nd</sup> August, 2010 at 12.00 Noon 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 2010, 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, 2010.

#### 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 K.N. 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, 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 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 Ordinary Resolution:

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

#### ITEM NO. 7

To re-appoint Shri Rajiv Verma as 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 Rajiv Verma 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, Shri Rajiv Verma be and is hereby appointed as 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 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 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 appointment of Shri Rajiv Verma, as Whole Time Director of the Company designated as Chief Executive Officer, subject to the superintendence, control and direction of the Board of Directors of the Company, for a period of 5 (five) years with effect from 1<sup>st</sup> September, 2009, including payment of remuneration on the terms and conditions set out below :

1.	Salary and Special Pay	Rs.15.60 Lac per month including Salary of Rs.10.00 Lac per month, with authority to the Chairperson/Board of Directors to revise the Salary and Special Pay from time to time, subject however to a ceiling of Rs.25.00 Lac per month.
2.	Housing	Company's owned/hired/leased fully furnished residential accommodation, the cost of which shall not exceed Rs.2.65 Lac per month, with authority to the Chairperson/Board of Directors to revise the limit from time to time, subject however to a ceiling of Rs.3.50 Lac per month, or House Rent Allowance of equivalent amount in lieu of Company provided accommodation.
3.	Gas/Water/ Electricity	Reimbursement of actual expenditure upto a maximum of Rs.6.00 Lac per annum.
4.	Medical re-imburement	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 Salary in a year or three months' 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 upto a maximum of Rs.6.60 Lac per annum with authority to the Chairperson/Board of Directors to revise the Leave Travel Allowance from time to time, subject however to a ceiling of Rs.8.00 Lac per annum.

6.	Club Fees	Membership of one club in India (including admission and membership fee).
7.	Entertainment expenses and other business expenses	Entertainment 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 two car(s) 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.5 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 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.

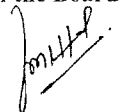
Shri Rajiv Verma will also be entitled to Stock Options as per Company policy from time to time. The next salary increment will not be due before 1<sup>st</sup> April, 2010.

**RESOLVED FURTHER THAT** if 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 Rajiv Verma as minimum remuneration with the approval of the Central Government, if required.

**RESOLVED FURTHER THAT** so long as Shri Rajiv Verma functions as the Whole-time Director of the Company, he will not be paid any fees for attending the meetings of the Board 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 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."

By Order of the Board



(Dinesh Mittal)

Group General Counsel & Company Secretary

New Delhi  
28<sup>th</sup> June, 2010

**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. 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 Priyavrat Bhartia, Shri K.N. Memani, Shri Ajay Relan and Shri Rajiv Verma, Directors, are annexed herewith.
4. Register of Members and Share Transfer Books of the Company shall remain closed from Monday, the 26<sup>th</sup> July, 2010 to Monday, the 2<sup>nd</sup> August, 2010 (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 6<sup>th</sup> August, 2010, to the shareholders whose names appear on the Register of Members of the Company on Monday, the 2<sup>nd</sup> August, 2010. 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](http://www.htmedia.in) for viewing the quarterly and annual financial results and for more information on the Company.
7. For any investor-related queries, communication may be sent by e-mail at [investor@hindustantimes.com](mailto:investor@hindustantimes.com).
8. 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 4465 5000  
Fax : + 91 40 2342 0814/1971  
E-mail : [mailmanager@karvy.com](mailto:mailmanager@karvy.com)

9. Shareholders who have not encashed/received dividend for the financial years ended on 31<sup>st</sup> March 2006 to 31<sup>st</sup> March, 2009 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/ECS (Electronic Clearing Service) 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.
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 2009-10 circulated to the members of Company will also be made available on the Company's website [www.htmedia.in](http://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

Shri Ajay Relan, who was appointed as an Additional Director (Independent) pursuant to the provisions of Section 260 of the Companies Act, 1956 w.e.f. 24<sup>th</sup> August, 2009, holds office upto the date of the 8<sup>th</sup> 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 of the Company, liable to retire by rotation.

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

Shri Ajay Relan does not hold any shares in the Company.

None of the Directors except Shri Ajay Relan 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 NOS. 7 & 8

Shri Rajiv Verma, who was appointed as an Additional Director (Wholetime Director designated as Chief Executive Officer) pursuant to the provisions of Section 260 of the Companies Act, 1956 w.e.f. 1<sup>st</sup> September, 2009, holds office upto the date of the 8<sup>th</sup> 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 Rajiv Verma as a candidate for the office of Director of the Company, liable to retire by rotation.

An abstract of the terms of appointment of Shri Rajiv Verma, dated 25<sup>th</sup> August, 2009, pursuant to Section 302 of the Companies Act, 1956 has already been circulated to the members.

Shri Rajiv Verma holds a degree in Mechanical Engineering and has more than 25 years of working experience at senior positions in Hindustan Unilever Limited, Nestle and Whirlpool, across the geographies of India, South East Asia and Europe.


Members' approval is required for the appointment of Shri Rajiv Verma as a Whole time Director, designated as Chief Executive Officer, with effect from 1<sup>st</sup> September, 2009 and payment of remuneration as set out in the accompanying resolution

Other than vested options under the stock option plans in force, Shri Rajiv Verma does not hold any shares in the Company.

None of the Directors except Shri Rajiv Verma are, in anyway, concerned or interested in the passing of the resolution.

The resolutions mentioned in Item nos.7 & 8 of the notice are recommended for your approval.

By Order of the Board



(Dinesh Mittal)

Group General Counsel & Company Secretary

New Delhi

28<sup>th</sup> June, 2010

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

<b>Name of Director</b>	Shri Priyavrat Bhartia	Shri K. N. Memani	Shri Ajay Relan	Shri Rajiv Verma
<b>Date of Birth</b>	04.10.1976	01.01.1939	09.12.1953	16.09.1958
<b>Relationship with other Directors <i>inter-se</i></b>	<ul style="list-style-type: none"> <li>• Son of Smt. Shobhana Bhartia</li> <li>• Brother of Shri Sharnit Bhartia</li> </ul>	None	None	None
<b>Date of Appointment</b>	28.10.2005	05.05.2004	24.08.2009	01.09.2009
<b>Expertise in specific functional areas</b>	Industrialist	Business and Corporate Advisory, Foreign Taxation, Financial Consultancy, etc	Investment Banker	General management and establishing foreign collaborations
<b>Qualification</b>	Bachelor in Economics (Dartmouth College, USA); MBA (Stanford University)	Chartered Accountant	B.A. (Hons.) Economics from St. Stephens College, Delhi University; MBA from IIM, Ahmedabad	Degree in Mechanical Engineering (Delhi College of Engineering)
<b>No. of Equity Shares held in the Company</b>	5 (Five) Jointly with 'The Hindustan Times Limited'	Nil	Nil	Nil
<b>List of other companies in which Directorships are held</b>	<ul style="list-style-type: none"> <li>• The Birla Cotton Spinning &amp; Weaving Mills Limited</li> <li>• HT Interactive Media Properties Limited</li> <li>• Udit (India) Limited</li> <li>• HT Vision Limited</li> <li>• Firefly e-Ventures Limited</li> <li>• HT Digital Media Holdings Limited (formerly known as Hindustan Media Ltd)</li> <li>• HT Education Limited</li> <li>• HT Burda Media Limited</li> <li>• HT Mobile Solutions Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Aegon Religare Life Insurance Company Limited</li> <li>• Chambal Fertilisers and Chemicals Limited</li> <li>• DLF Limited</li> <li>• Emami Limited</li> <li>• Great Eastern Energy Corporation Limited</li> <li>• HEG Limited</li> <li>• ICICI Venture Funds Management Company Limited</li> <li>• JK Lakshmi Cement Limited</li> <li>• National Engineering Industries Ltd.</li> </ul>	<ul style="list-style-type: none"> <li>• Suzlon Energy Limited</li> <li>• Hindustan Media Ventures Limited</li> </ul>	<ul style="list-style-type: none"> <li>• HT Music &amp; Entertainment Company Limited</li> <li>• Firefly e-Ventures Limited</li> <li>• HT Digital Media Holdings Ltd.</li> <li>• HT Education Limited</li> <li>• HT Burda Media Limited</li> <li>• HT Mobile Solutions Limited</li> <li>• Hindustan Media Ventures Ltd.</li> <li>• HT Learning Centers Limited</li> </ul>
<b>List of Committees of the Board of Directors (across all companies) in which Chairmanship/ membership is held</b>	<p><b>Chairman</b></p> <ol style="list-style-type: none"> <li>1. Audit Committee of HT Digital Media Holding Limited</li> </ol> <p><b>Member</b></p> <ol style="list-style-type: none"> <li>1. Investor Grievance Committee of HT Media Limited</li> <li>2. Audit Committee of The Hindustan Times Limited</li> <li>3. Audit Committee of Firefly e-Ventures Limited</li> <li>4. Audit Committee of The Birla Cotton Spinning &amp; Weaving Mills Limited</li> </ol>	<p><b>Chairman</b></p> <ol style="list-style-type: none"> <li>1. Audit Committee of Great Eastern Energy Corporation Limited</li> <li>2. Audit Committee of HT Media Limited</li> <li>3. Audit Committee of DLF Limited</li> <li>4. Audit Committee of ICICI Venture Funds Management Company Limited</li> </ol> <p><b>Member</b></p> <ol style="list-style-type: none"> <li>1. Audit Committee of National Engineering Industries Limited</li> <li>2. Audit Committee of Chambal Fertilisers and Chemicals Limited</li> </ol>	<p><b>Chairman</b></p> <ol style="list-style-type: none"> <li>1. Investor Grievance Committee of Hindustan Media Ventures Limited</li> </ol> <p><b>Member</b></p> <ol style="list-style-type: none"> <li>1. Audit Committee of Suzlon Energy Limited</li> <li>2. Audit Committee of Hindustan Media Ventures Limited</li> </ol>	<p><b>Chairman</b></p> <ol style="list-style-type: none"> <li>1. Audit Committee of HT Music and Entertainment Company Ltd</li> </ol> <p><b>Member</b></p> <ol style="list-style-type: none"> <li>1. Audit Committee of Firefly e-Ventures Limited</li> <li>2. Audit Committee of HT Digital Media Holdings Ltd.</li> <li>3. Audit Committee of Investors Grievance Committee of Hindustan Media Ventures Limited</li> </ol>

**Note:**

1. Directorship held by Directors mentioned above, as per latest disclosure received from them, do not include directorship of Foreign Companies, Section 25 Companies and Private Limited Companies.
2. Pursuant to Clause 49 of the Listing Agreement, only two Committees and Shareholders' Grievance Committee have been considered.