



Notice of Annual General Meeting

NOTICE is hereby given that the Seventh Annual General Meeting of the Members of **HT Media Limited** will be held on Friday, the 31st July, 2009 at 11.30 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 2009, 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, 2009.

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 as an Ordinary Resolution:

"RESOLVED THAT M/s. S.R. Batliboi & Co., Chartered Accountants, New Delhi, 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 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 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 an Ordinary Resolution:

"RESOLVED THAT in partial modification of the Ordinary Resolution passed by the Members of the Company at the Extra-ordinary General Meeting held on 15th November, 2003, the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee thereof, which the Board may constitute/authorize for this purpose), be and is hereby authorised, in accordance with Section 293(1)(d) of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) and the Articles of Association of the Company, to borrow any sum or sums of money either in rupees or in such other foreign currencies as may be permitted by law from time to time, at its discretion, for the purpose of the business of the Company, from, including without limitation, any one or more banks, financial institutions and other persons, firms, bodies corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained/to be obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid up capital of the Company and its free reserves (that is to say, reserves not set apart for any specific purpose) provided however, that the total amount(s) so borrowed by the Board and outstanding at any time point of time shall not exceed the sum of Rs. 500 Crore (Rupees Five hundred crore) over and above the then aggregate of the paid up capital of the Company and its free reserves (that is to say, reserves not set apart for any specific purpose); and that the Board be and is hereby authorised to arrange or fix the terms and conditions of all such monies to be borrowed from time to time, as to interest, repayment, security or otherwise, as it may in its absolute discretion, think fit.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board be and is hereby authorised 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, doubt that may arise in respect of borrowing(s) as aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to the said resolution."

By Order of the Board

(Dinesh Mittal)

Vice President - Legal, Tax & Company Secretary

New Delhi
22nd June, 2009

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. An 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 and 7 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 Shamit Bhartia, Shri N.K. Singh and Shri Roger Greville, Directors, are annexed herewith.
4. Register of Members and Share Transfer Books of the Company shall remain closed from Friday, the 24th July, 2009 to Friday, the 31st July, 2009 (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 3rd August, 2009, to the shareholders whose names appear on the Register of Members of the Company on Friday, the 31st July, 2009. 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 viz 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.
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 2342 0815 - 20
Fax : + 91 40 2342 0814
E-mail : mailmanager@karvy.com
9. Shareholders who have not encashed/received dividend for the financial years ended on 31st March, 2006 to 31st March, 2008 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 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 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 2008-09 circulated to the members of the Company will also be made 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. 6

Shri Roger Greville who has been appointed as an Additional Independent Director pursuant to the provisions of Section 260 of the Companies Act, 1956 w.e.f. 13th August, 2008, holds office upto the date of the 7th 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 Roger Greville as a candidate for the office of Director of the Company liable to retire by rotation.

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

None of the Directors except Shri Roger Greville are, in any way, concerned or interested in the passing of the resolution.

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

ITEM NO. 7

The resolution mentioned under Item No. 7 of the Notice relates to authorizing the Board of Directors (including any Committee thereof, which the Board may constitute/authorize for this purpose) of the Company, to borrow money(s) either in rupees or in such other foreign currencies as may be permitted by law from time to time, for the purpose of the Company's business, from banks, financial institutions etc. in excess of the aggregate of paid-up capital and free reserves of the Company, provided that the total amount of money(s) borrowed together with the monies already borrowed by the Company, at any time shall not exceed Rs.500 Crore (Rupees Five hundred crore) over and above the aggregate of the then paid up capital of the Company and its free reserves i.e. reserves not set apart for any specific purpose.

The members of the Company at the Extra-ordinary General Meeting held on 15th November, 2003 had passed an Ordinary Resolution to authorize the Board of Directors to borrow money(s) from time to time for the purpose of Company's business in excess of the paid-up capital of the Company and free reserves, not exceeding Rs. 500 Crore at any one time. The intent of the above resolution was to authorize the Board to borrow upto Rs. 500 Crore over and above the aggregate of the then paid up capital of the Company and its free reserves. In order to clarify the above intent and as a measure of abundant precaution, the revised resolution under this item of the notice is proposed for approval of the members.

The consent of the members is being sought in terms of Section 293(1)(d) and other applicable provisions of the Companies Act, 1956 and Article 11.1 of the Articles of Association of the Company.

None of the Directors are interested or concerned 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)

Vice President - Legal, Tax & Company Secretary

New Delhi
22nd June, 2009

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

Name of Director	Shri N.K. Singh	Shri Shamit Bhartia	Shri Roger Greville
Date of Birth	27.01.1941	27.04.1979	24.02.1957
Relationships with other Directors inter-se	None	<ul style="list-style-type: none"> • Son of Smt. Shobhana Bhartia • Brother of Shri Priyavrat Bhartia 	None
Date of Appointment	09.12.2004	03.12.2002	13.08.2008
Expertise in specific functional areas	Economist and Retired Bureaucrat. Currently, Parliamentarian	Industrialist	Banker
Qualification	M.A. in Economics (Delhi School of Economics); IAS (Retd.)	Degree in Economics (Dartmouth College, USA)	Bachelor of Agricultural Economics and M.Com. in Economics (New Zealand)
No. of Equity Shares held in the Company	Nil	5 (Jointly with 'The Hindustan Times Limited')	Nil
List of other companies in which Directorships are held¹	Nil	<ul style="list-style-type: none"> • The Birla Cotton Spinning and Weaving Mills Limited • Usha Flowell Limited • The Hindustan Times Limited • HT Music and Entertainment Company Limited • Firefly e-Ventures Limited • HT Digital Media Holdings Limited (<i>Formerly known as Hindustan Media Limited</i>) • Live Newscast Limited • HT Mobile Solutions Limited 	Nil
List of committees of the Board of Directors (across all companies) in which Chairmanship/ Membership is held²	<p><u>Chairman</u></p> <p>1. Investors' Grievance Committee of HT Media Limited</p> <p><u>Member</u></p> <p>1. Audit Committee of HT Media Limited</p>	<p><u>Chairman</u></p> <p>1. Audit Committee of Firefly e-Ventures Limited</p> <p><u>Member</u></p> <p>1. Audit Committee of HT Media Limited</p> <p>2. Audit Committee of The Hindustan Times Limited</p> <p>3. Investors' Grievance Committee of HT Media Limited</p>	Nil

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 viz. Audit Committee and Shareholders' Grievance Committee have been considered.