



## HT Media Limited

CIN: L22121DL2002PLC117874

Registered Office: Hindustan Times House, 18-20, Kasturba Gandhi Marg, New Delhi - 110 001

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E-mail: investor@hindustantimes.com website: www.htmedia.in

### Notice of Annual General Meeting

**NOTICE** is hereby given that the Thirteenth Annual General Meeting of the Members of **HT Media Limited** will be held on Friday, September 25, 2015 at 11:00 A.M. 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 stand-alone and consolidated financial statements of the Company for the financial year ended March 31, 2015, including Balance Sheet as at March 31, 2015 and Statement of Profit & Loss 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 financial year ended March 31, 2015.

##### **ITEM NO. 3**

To appoint a Director in place of Shri Priyavrat Bhartia (DIN: 00020603), who retires from office by rotation, and being eligible, offers himself for re-appointment.

##### **ITEM NO. 4**

To ratify the appointment of M/s. S. R. Batliboi & Co. LLP, Chartered Accountants, as Statutory Auditors of the Company and to fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the appointment of M/s. S.R. Batliboi & Co. LLP, Chartered Accountants [Firm Registration No. 301003E] as Statutory Auditors of the Company to hold office till the conclusion of the Annual General Meeting to be held in the calendar year 2016, be and is hereby ratified, on such remuneration as may be agreed upon between the Board of Directors and the Auditors, in addition to the reimbursement of Service Tax and out of pocket expenses in connection with audit of the accounts of the Company."

#### **SPECIAL BUSINESS**

##### **ITEM NO. 5**

To appoint Shri Vikram Singh Mehta as an Independent Director and in this regard, to consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Vikram Singh Mehta (DIN: 00041197), who was appointed as an Additional Director of the Company w.e.f June 20, 2015, under Section 161 of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto March 31, 2020, not liable to retire by rotation."

##### **ITEM NO. 6**

To approve payment of annual commission to the Non-executive Directors of the Company and in this regard, to consider and if thought fit, to pass the following resolutions as **SPECIAL RESOLUTION**:

**"RESOLVED THAT** pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals, consents, permissions, sanctions of appropriate authorities as may be required, consent of the Company be and is hereby accorded to payment of annual commission to one or more of the Non-executive Directors of the Company (other than the Managing/Whole-time Directors) for a period of five years from the financial year commencing on April 1, 2015, a sum not exceeding 1% of the net profits of the Company in each of the said financial years, calculated in accordance with the provisions of Sections 197 and 198 of the Act, subject to a maximum limit of Rs.10 Lac per Director per annum in a financial year; to be paid and distributed amongst the Non-executive Directors, as aforesaid, in such amounts or proportions and in such manner as the Board of Directors may, from time to time, determine; in addition to the fee payable to them for attending the meetings of the Board of Directors of the Company or any Committee(s) thereof and reimbursement of expenses, if any.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing resolution, the Board of Directors of the Company (hereinafter referred to as the "Board", 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."

##### **ITEM NO. 7**

To approve borrowing(s) in excess of aggregate of paid-up share capital and free reserves in terms of Section 180(1)(c) of the Companies Act, 2013 and in this regard, to consider and if thought fit, to pass the following resolutions as **SPECIAL RESOLUTION**:

**"RESOLVED THAT** in supersession of the Special Resolution passed by the Members under Section 180(1)(c) of the Companies Act, 2013 by way of Postal Ballot for which results were declared on September 12, 2014, the Board of Directors of the Company (hereinafter referred to as the "Board", 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 in accordance with the provisions of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), 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 share capital of the Company and its free reserves (that is to say, reserves which are available for distribution

as dividend), provided however, that the total amount(s) so borrowed by the Board and outstanding at any point of time shall not exceed the sum of Rs. 1,000 Crore (Rupees One Thousand Crore) over and above the then aggregate of the paid-up share capital of the Company and its free reserves (that is to say, reserves which are available for distribution as dividend) and that the Board be and is hereby authorized to finalize 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 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 respect of aforesaid 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."

#### ITEM NO. 8

To approve offer or invitation to subscribe to Non-Convertible Debentures/Bonds issued on private placement basis and in this regard, to consider and if thought fit, to pass the following resolutions as **SPECIAL RESOLUTION**:

**"RESOLVED THAT** pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable regulations issued by the Securities and Exchange Board of India (SEBI)/Reserve Bank of India (RBI); and subject to such approvals, consents, permissions, sanctions of appropriate authorities as may be required, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", 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) to offer or invite subscriptions to secured/unsecured redeemable non-convertible debentures/bonds, in one or more series/tranches during a period of one year from the date of passing of this special resolution, on private placement basis, aggregating upto Rs. 400 Crore (Rupees Four Hundred Crore) within the overall borrowing limits of the Company approved by the Members from time to time, from such persons and on such terms and conditions, as the Board may, from time to time, determine and consider proper and most beneficial to the Company including, without limitation, as to when the said debentures/bonds are to be issued, the consideration for the issue, mode of payment, coupon rate, redemption period, utilization of the issue proceeds and all matters connected therewith or incidental thereto.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing resolution, the Board 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 respect of aforesaid 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."

#### ITEM NO. 9

To approve transfer of 'Hindustan' and certain other Hindi publication related trademarks to Hindustan Media Ventures Limited (subsidiary company) and in this regard, to consider and if thought fit, to pass the following resolutions as **SPECIAL RESOLUTION**:

**"RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals, consents, permissions, sanctions of appropriate authorities as may be required, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board", 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) to enter into a contract with Hindustan Media Ventures Limited (HMTL), subsidiary company, to transfer and vest the trademarks Hindustan, Hindustan.in, Nandan, Kadambini, Hum Tum and certain other Hindi publication related trademarks, including the trademarks mentioned in the accompanying statement u/s 102 of the Companies Act, 2013 to this item, to HMTL, at Fair Market Value of Rs. 62 Crore exclusive of applicable taxes, with effect from such date, and on such other terms & conditions as may be mutually agreed upon between the Board and HMTL.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing resolution, the Board 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 respect of aforesaid 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."

#### ITEM NO. 10

To appoint Shri Shamit Bhartia as Managing Director (designated as Joint Managing Director) of the Company and in this regard, to consider and if thought fit, to pass the following resolutions as **SPECIAL RESOLUTION**:

**"RESOLVED THAT** pursuant to the provisions of Sections 196 and 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals, consents, permissions, sanctions of appropriate authorities as may be required, consent of the Company be and is hereby accorded to the appointment of Shri Shamit Bhartia (DIN: 00020623) as Managing Director of the Company (designated as Joint Managing Director), liable to retire by rotation, for a period of 5(five) years with effect from May 15, 2015, 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 V to the Companies Act, 2013:

1.	Basic Salary	Rs. 16,00,000/- 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. 35,00,000/- per month.
2.	Housing	Fully furnished residential accommodation, the cost of which shall not exceed 60% of the basic salary per annum or House Rent Allowance in lieu thereof.
3.	Gas/Water/ Electricity	Actual expenditure upto a maximum of Rs. 12,00,000/- 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 traveling expenses of spouse accompanying the Joint Managing Director on any official trip as per rules of the Company.
8.	Car & Telephone	The Company shall provide car with driver and telephone at the residence of the Joint Managing Director, for the Company's business.
9.	Personal Insurance	For an amount, premium of which shall not exceed one month's basic salary.
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.

The next salary increment will be due on April 1, 2016.

**RESOLVED FURTHER THAT** if in any financial year, the Company has no profits or inadequate profits, the remuneration as decided by the Board of Directors from time to time, shall be paid to Shri Shamit Bhartia as minimum remuneration with the approval of the Central Government, if required.

**RESOLVED FURTHER THAT** so long as Shri Shamit Bhartia functions as Managing Director of the Company, and draws the remuneration as mentioned above, he will not be paid any fees for attending the meetings of the Board of Directors or any Committee thereof.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing resolution, the Board of Directors 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 respect of aforesaid 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."

#### ITEM NO. 11

To revise remuneration of Shri Rajiv Verma, Whole-time Director of the Company and in this regard, to consider and if thought fit, to pass the following resolutions as **SPECIAL RESOLUTION**:

**"RESOLVED THAT** pursuant to the provisions of Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals, consents, permissions, sanctions of appropriate authorities as may be required, consent of the Company be and is hereby accorded for revision in remuneration of Shri Rajiv Verma (DIN: 00017110), Whole-time Director of the Company (designated as Chief Executive Officer) w.e.f. April 1, 2015 for the remaining period of his present tenure of appointment, as 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 V to the Companies Act, 2013:

1.	Salary and Special Pay	Rs. 24,25,000/- per month including Salary of Rs. 15,00,000/- per month, with authority to Chairperson to revise the Salary and Special Pay from time to time, subject however to a ceiling of Rs. 40,00,000/- per month.
2.	Housing	Either Company's owned/hired/leased fully-furnished residential accommodation, or House Rent Allowance of equivalent amount in lieu thereof, or a combination of both, the cost of which shall not exceed Rs. 5,91,600/- per month, with authority to Chairperson to revise the limit from time to time, subject however to a ceiling of Rs. 12,00,000/- per month.
3.	Gas/Water/ Electricity	Reimbursement of actual expenditure upto a maximum of Rs. 15,00,000/- per annum.
4.	Medical re-imbursement	Re-imbursement 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. 8,00,000/- per annum with authority to Chairperson to revise the Leave Travel Allowance from time to time, subject however to a ceiling of Rs. 20,00,000/- per annum.
6.	Club Fees	Membership of two clubs 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 the Company's business.
9.	Personal Insurance	For an amount, premium of which shall not exceed Rs. 18,00,000/- per annum as per Rules of the Company.
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, perquisites and variable pay	Aggregate of - (i) any other allowances, benefits, perquisites admissible to senior Officers of the Company as per Rules of the Company from time to time; and (ii) variable pay to be fixed by Chairperson on the basis of Company's performance, upto a maximum of 400% of aggregate of extant salary, special pay, housing etc. under (1) to (12) above, per annum.

Shri Rajiv Verma will be entitled to Stock Options as per Company policy from time to time.

The next salary increment will be due on April 1, 2016.

**RESOLVED FURTHER THAT** if in any financial year, the Company has no profits or inadequate profits, the remuneration as decided by the Board of Directors 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 Whole-time Director of the Company and draws the remuneration as mentioned above, he will not be paid any fees for attending the meetings of the Board or any Committee thereof.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing resolution, the Board of Directors 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 respect of aforesaid 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: August 20, 2015

## 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 to 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, duly completed and signed, not less than 48 hours before the scheduled time of the meeting. A blank proxy form is annexed to this Notice.**  
**A person can act as a proxy on behalf of Members not exceeding fifty in number and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.**
2. 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.
3. 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.
4. A Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting (Item Nos. 5 to 11 of the Notice) is annexed hereto.
5. As required by Clause 49 of the Listing Agreement entered into with the stock exchanges and other applicable requirements, the relevant details of Shri Priyavrat Bhartia, Shri Vikram Singh Mehta, Shri Shamit Bhartia and Shri Rajiv Verma, Directors, is annexed herewith.
6. Register of Members and Share Transfer Books of the Company shall remain closed from Friday, September 18, 2015 to Friday, September 25, 2015 (both days inclusive) for determining the names of Members eligible for dividend on Equity Shares, if any, declared at the meeting.
7. Dividend on Equity Shares, if declared at the meeting, shall be paid on or after Monday, September 28, 2015, to the shareholders whose names appear on the Register of Members of the Company on Friday, September 25, 2015. 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.
8. The Company has obtained a certificate from the Statutory Auditors certifying that 'HTML Employee Stock Option Scheme' and 'HTML Employee Stock Option Scheme-2009' is implemented in accordance with the SEBI (Employee Stock Option Scheme and Employee Stock Option Purchase Scheme) Guidelines, 1999, as amended from time to time. The certificate will be available at the venue of AGM for inspection by Members.
9. Members are requested to visit the website of the Company viz. [www.htmedia.in](http://www.htmedia.in) for viewing the quarterly and annual financial results and for more information on the Company.
10. Members 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 e-mail at [einward.ris@karvy.com](mailto:einward.ris@karvy.com). For any other investor-related queries, communication may be sent by e-mail to [investor@hindustantimes.com](mailto:investor@hindustantimes.com).
11. 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  
Karvy Selenium Tower B  
Plot No. 31 & 32  
Financial District, Nanakramguda  
Serilingampally Mandal  
Hyderabad - 500 032  
Tel : + 91-40-6716 2222  
Fax : + 91-40-2300 1153  
E-mail : [einward.ris@karvy.com](mailto:einward.ris@karvy.com)
12. Members who have not encashed/received dividend for the financial years ended on March 31, 2008 to March 31, 2014 may please approach the Company and/or Karvy for payment of such unpaid dividend.
13. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on September 16, 2014 (i.e. date of last Annual General Meeting) on the website of the Company ([www.htmedia.in](http://www.htmedia.in)), as also on the website of the Ministry of Corporate Affairs.
14. Pursuant to Section 72 of the Companies Act, 2013, members are entitled to make nomination in respect of shares held by them in physical form. Members desirous of making nominations are requested to send their requests in prescribed form (which will be made available on request) to Karvy.
15. For effecting changes in address/bank details/NECS (National 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.
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant with whom they are maintaining their demat account. Members holding shares in physical form can submit their PAN to the Company/Karvy.
17. 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.
18. 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.
19. The Notice of this Annual General Meeting (AGM) and Annual Report of the Company for the year 2014-15 circulated to the Members of the Company is available on the Company's website, viz. [www.htmedia.in](http://www.htmedia.in).
20. **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.**
21. **In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Clause 35B of the Listing Agreement with Stock Exchanges, the Company is pleased to provide to its Members the facility to exercise their right to vote by electronic means and the business may be transacted through remote e-voting facility (i.e. facility of casting votes by using an electronic means voting system from a place other than the venue of AGM) provided by Karvy Computershare Private Limited.**
22. **The Company shall also provide facility for voting through polling paper which shall be available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise the right to vote at the meeting.**

23. The Members, whose names appear in the Register of Member/list of Beneficial Owners as on Friday, September 18, 2015 (cut-off date) are entitled to vote (by way of poll/remote e-voting) on the resolutions set forth in this Notice.

24. The remote e-voting facility will be available during the following period:

Commencement of remote e-voting	From 9.00 a.m. (Server time) on September 22, 2015
End of remote e-voting	Up to 5.00 p.m. (Server time) on September 24, 2015

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Karvy upon expiry of aforesaid period.

25. The Board of Directors has appointed Shri N.C. Khanna, Practising Company Secretary (C.P. No. 5143) as Scrutinizer to scrutinize the voting/poll and remote e-voting process in a fair and transparent manner.

26. The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast at the meeting, and thereafter unblock the vote cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and will make, not later than 3 days of the conclusion of AGM, i.e. on or before September 28, 2015, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairperson, who shall countersign the same and the Chairperson, or in his absence the Company Secretary, shall declare the result forthwith.

27. The result declared along with the Scrutinizer's Report shall be placed on the website of the Company ([www.htmedia.in](http://www.htmedia.in)) and on Karvy's website (<https://evoting.karvy.com>) immediately after the result is declared and shall simultaneously be forwarded to the stock exchanges where the Company's shares are listed.

28. The resolutions will be deemed to be passed on the AGM date subject to receipt of requisite number of votes in favour of the resolutions.

29. Members are requested to carefully read the "Procedure and Instructions for remote e-voting" outlined hereunder.

#### **PROCEDURE AND INSTRUCTIONS FOR REMOTE E-VOTING**

(i) In case a Member receives an email from Karvy (for Members whose email addresses are registered with the Company/Depository Participant(s)):

- Launch internet browser by typing the URL: <https://evoting.karvy.com>.
- Enter the login credentials (i.e., user-id & password mentioned in a separate communication annexed to this notice). Your folio no./DP Client ID will be your User-ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- After entering these details appropriately, click on "LOGIN".
- You will now reach password change Menu wherein you are required to mandatory change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- You need to login again with the new credentials.
- On successful login, the system will prompt you to select the e-voting Event Number for HT Media Limited.
- On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
- Members holding multiple folios/demat accounts shall choose the voting process separately for each of the folios/ demat accounts.
- Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- You may then cast your vote by selecting an appropriate option and click on "Submit".
- A confirmation box will be displayed click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail address: [investor@hindustantimes.com](mailto:investor@hindustantimes.com) with copy to [evoting@karvy.com](mailto:evoting@karvy.com). They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name\_EVENT NO".

(ii) In case a Member receives physical copy of the Annual General Meeting Notice by post (for Members whose email addresses are not registered with the Company/Depository Participant(s)):

- User ID and initial password are mentioned in a separate communication annexed to this notice.
- Please follow all steps from Sr.No. (a) to (i) as mentioned in (i) above, to cast your vote.

(iii) Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently, Further, the Members who have cast their vote through remote e-voting may attend the Annual General Meeting (AGM) but shall not be allowed to vote again thereat.

(iv) In case of any query pertaining to remote e-voting, please visit Help & FAQ's section available on Karvy's website <https://evoting.karvy.com> or contact Mr. Srikrishna P., Manager at Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032 at email id [evoting@karvy.com](mailto:evoting@karvy.com), contact no. 040-67162222 or Karvy's Toll Free no. 1800-345-4001.

(v) The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date being, September 18, 2015.

(vi) Any person who becomes Member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e. September 18, 2015 may obtain the User Id and password in the manner as mentioned below:

- If the mobile number of the Member is registered against Folio No./DPID Client ID, the Member may send SMS: **MYEPWD<space>E-Voting Event Number+Folio no. or DPID Client ID to +91 9212 993399**  
**Example for NSDL:** MYEPWD<SPACE>IN12345612345678  
**Example for CDSL:** MYEPWD<SPACE>1402345612345678  
**Example for Physical:** MYEPWD<SPACE> XXXX1234567890
- if e-mail address or mobile number of the member is registered against Folio No./DPID Client ID, then on the home page of <https://evoting.karvy.com>, the Member may click "Forgot Password" and enter Folio No. or DPID Client ID and PAN to generate a password.
- Member may call Karvy's Toll free number 1800-345-4001.
- Member may send an e-mail request to [evoting@karvy.com](mailto:evoting@karvy.com).

However, if member is already registered with Karvy e-voting platform then he can use his existing User ID and password for casting the vote through remote e-voting.

## **STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **ITEM NO. 5**

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee of Directors, had appointed Shri Vikram Singh Mehta as an Additional Director of the Company w.e.f. June 20, 2015. In accordance with the provisions of Section 161 of the Companies Act, 2013 (the "Act"), Shri Vikram Singh Mehta shall hold office up to the date of the forthcoming Annual General Meeting. He is however, eligible to be appointed as an Independent Director for a term upto five years. The Company has received a notice in writing, from a member along with requisite deposit u/s 160 of the Act, proposing Shri Vikram Singh Mehta as a candidate for the office of Director of the Company.

Shri Vikram Singh Mehta started his career with the Indian Administrative Service (IAS) in 1978. He has held key positions in various Indian and multi-national companies e.g. Phillips Petroleum, Oil India Limited and Shell International. He was appointed Chairman of the Shell Group of Companies in India in 1994 and held the office until 2012. Shri Mehta is currently Executive Chairman of the Think Tank Brookings India and senior fellow of Brookings Institution. He is acting as Independent Director on the Board of several reputed companies. Shri Vikram Singh Mehta is recipient of Asia House's "Businessmen of the year" Award for 2010. He holds a BA Mathematics Honours degree from St. Stephens College, Delhi University, BA/MA Economics Honours degree from Magdalen College, Oxford University and a post-graduate degree in Energy Economics from the Fletcher School of Law and Diplomacy, Tufts University.

The Company has received a declaration of independence from Shri Vikram Singh Mehta. In the opinion of the Board, Shri Vikram Singh Mehta possesses appropriate skills, experience & knowledge and fulfils the conditions specified in the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement, for his appointment as an Independent Director of the Company. Shri Vikram Singh Mehta is independent of the management and is not related to any Director or Key Managerial Personnel of the Company. Shri Vikram Singh Mehta as a Non-executive Director will be entitled to receive sitting fee for attending Board/Committee meeting(s) and commission on profits of the Company as approved by the Board of Directors from time to time. Draft Letter of Appointment of Independent Director(s), setting out terms and conditions of appointment of Independent Director(s) is available for inspection by Members on all business days (except Saturday and Sunday) during 10.00 A.M. to 4.00 P.M. upto the date of Annual General Meeting at the Registered Office of the Company. The same is also available on the website of the Company [www.htmedia.in](http://www.htmedia.in). Except Shri Vikram Singh Mehta, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested (financial or otherwise), in this resolution.

The Board commends the Ordinary Resolution set out in Item no. 5 of the Notice regarding appointment of Shri Vikram Singh Mehta as an Independent Director of the Company, not liable to retire by rotation, for approval by the Members.

### **ITEM NO. 6**

The Board of Directors of the Company is benefited by the presence of Non-executive Directors, who are persons of eminence, possessing wide and rich experience of managing affairs of large and successful corporations. With the Companies Act, 2013 coming into force and amendment(s) to the listing agreement, the role of Independent Directors in the governance framework of companies, has gone up significantly. As a result of this, the prevalent corporate governance norms call for greater participation, time commitment and higher level of oversight by the Non-executive Directors.

Keeping in view the enhanced levels of participation and efforts put in by the Non-executive Directors; and to bring their remuneration in line with the current trends and commensurate with the time devoted and contribution made by them, the Board of Directors of the Company at its meeting held on May 15, 2015, has recommended for approval of Members, payment of annual commission to one or more of the Non-executive Directors of the Company (other than the Managing/Whole-time Directors) for a period of five years from the financial year commencing on April 1, 2015, a sum not exceeding 1% of the net profits of the Company in each of the said financial years, calculated in accordance with the provisions of Sections 197 and 198 of the Companies Act, 2013, subject to a maximum limit of Rs. 10 Lac per Director per annum in a financial year; to be paid and distributed amongst the Non-executive Directors, as aforesaid, in such amounts or proportions and in such manner as the Board of Directors may, from time to time, determine; in addition to the fee payable to them for attending the meetings of the Board of Directors of the Company or any Committee(s) thereof and reimbursement of expenses, if any.

None of the Directors or Key Managerial Personnel and their relatives (except Non-executive Directors) are concerned or interested (financial or otherwise), in this resolution.

The Board commends the Special Resolution set out in Item no. 6 of the Notice regarding payment of annual commission to the Non-executive Directors of the Company, for approval by the Members.

### **ITEM NO. 7**

The Members of the Company had accorded their approval (by way of Postal Ballot, for which results were declared on September 12, 2014) u/s 180(1)(c) of the Companies Act, 2013 authorizing the Board of Directors, to borrow any sum of money from Banks, Financial Institutions etc., upto a sum of Rs. 500 Crore, over and above the then aggregate of the paid-up share capital and free reserves of the Company.

In order to augment long term resources for financing expansion in various businesses of the Company (including participating in FM Radio (Phase-III) auctions) and thus, necessitating borrowings of fund for capital/operating expenditure either in rupee or foreign currency, your Directors feel that it is desirable to increase the present borrowing limit to Rs.1,000 Crore, over and above the aggregate of the paid-up share capital and free reserves of the Company.

In terms of the provisions of Section 180(1)(c) of the Companies Act, 2013, only with the consent of the Company by a Special Resolution, the Board of Directors shall exercise the power to borrow money, where the monies to be borrowed, together with the monies already borrowed by the Company, exceeds aggregate of paid-up share capital and free reserves of the Company, apart from temporary loans obtained from the Company's banker in the ordinary course of business.

None of the Directors or Key Managerial Personnel and their relatives are concerned or interested (financial or otherwise), in this resolution.

The Board commends the Special Resolution set out in Item no. 7 of the Notice regarding approval to borrow in excess of aggregate of paid-up share capital and free reserves in terms of Section 180(1)(c) of the Companies Act, 2013, for approval by the Members.

### **ITEM NO. 8**

Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 prescribed u/s 42 of the Companies Act, 2013 deals with private placement of securities by a Company. Rule 14(2) of the said Rules provides that in case of an offer or invitation to subscribe for non-convertible debentures on private placement, the Company shall obtain previous approval of its shareholders by means of a special resolution only once in a year for all the offers or invitations for such debentures during the year. Rule 18 of the Companies (Share Capital and debentures) Rules, 2014 deals with issue of secured debentures. The Board of Directors in due course will decide whether to issue debentures/bonds as secured or unsecured.

In order to augment long term resources for financing, *inter-alia*, ongoing capital expenditure and for general corporate purposes, the Board of Directors may, at an appropriate time, offer or invite subscription for secured/unsecured redeemable non-convertible debentures/bonds upto Rs. 400 Crore (Rupees Four Hundred Crore) issued on private placement basis, in one or more series/tranches within the overall borrowing limits of the Company approved by the Members from time to time.

This resolution is an enabling resolution and authorizes the Board of Directors of the Company to offer or invite subscription for secured/unsecured redeemable non-convertible debentures/bonds, as may be required by the Company, from time to time for a period of one year from the date of passing this resolution proposed under Item no. 8 of the Notice.

None of the Directors or Key Managerial Personnel and their relatives are concerned or interested (financial or otherwise), in this resolution.

The Board commends the Special Resolution set out in Item no. 8 of the Notice regarding approval to offer or invitation to subscribe to Non-Convertible Debentures/Bonds on private placement basis, for approval by the Members.

**ITEM NO. 9**

The Members are apprised that consequent upon transfer of the Hindi Business undertaking of the Company (comprising of 'Hindustan'- a Hindi daily newspaper, 'Nandan' & 'Kadambani'- Hindi magazines; and internet portals of respective publications) by way of slump sale during FY-10 to Hindustan Media Ventures Limited, a subsidiary company ("HMTL"), the Company entered into an IPR License/Registered User Agreement dated November 16, 2009 with HMTL whereby, the Company gave HMTL, an exclusive, non-transferable license in perpetuity to use the Hindi Business Trademarks (as defined hereinafter) for a fixed annual fee, subject to revision after specified period as mutually agreed.

HMTL has apprised the Company that it has spent/is spending large sums of money on the Hindi Business Trademarks as part of its brand building exercise and these spends have substantially increased the brand salience of Hindi Business Trademarks which are not owned by HMTL. In view of this, HMTL has approached the Company for transfer of the Hindi Business Trademarks in its favour. Accordingly, the Audit Committee and Board of Directors of the Company, at their respective meetings held on May 15, 2015 approved the proposal to transfer and vest Hindi Business Trademarks (i.e. Hindustan, Hindustan.in, Nandan, Kadambini, Hum Tum and certain other Hindi publication related trademarks (including the trademarks mentioned hereinbelow)) (the "Hindi Business Trademarks") from the Company to HMTL alongwith all rights therein, subject to approval of the Members by way of Special Resolution.

Section 188(1)(b) of the Companies Act, 2013 (the "Act") read with the relevant Rules made thereunder, provides that transaction(s) entered into between related party(ies) for 'selling or otherwise disposing of, or buying, property of any kind' exceeding Rs. 100 Crore or 10% of networth of the Company, whichever is lower, shall require prior approval of the Company by way of Special Resolution.

Since, the proposed transaction together with other transactions of the same type with other related parties may exceed the limit specified under Section 188 of the Act read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 approval of the Members of the Company u/s 188 of the Act is being sought by way of Special Resolution.

The abovementioned proposed transaction is on arm's length terms, with the Fair Market Value of the Hindi Business Trademarks determined basis the report by M/s SSPA & Co., Chartered Accountants, Mumbai (Independent Valuer). Report of the Independent Valuer is available for inspection by the Members on all business days (except Saturday and Sunday) during 10.00 A.M. to 4.00 P.M. upto the date of Annual General Meeting at the Registered Office of the Company.

The particulars of proposed transaction to be entered into by the Company, along with list of Hindi Business Trademarks to be transferred to HMTL, are provided herein below:

Name of the Related Party	Name of the Director or Key Managerial Personnel who is related	Nature of Relationship	Nature and particulars of proposed transaction	Effective Date	Value of transaction
Hindustan Media Ventures Limited (HMTL)	See note below	Subsidiary Company	Transfer of trademarks Hindustan, Hindustan.in, Nandan, Kadambini, Hum Tum and certain other Hindi publication related trademarks, including the trademarks mentioned hereinbelow, along with all the rights therein (the "Hindi Business Trademarks").	With effect from the date of execution of the agreement	The Hindi Business Trademarks will be transferred to HMTL on arm's length terms at Fair Market Value of Rs. 62 Crore exclusive of applicable taxes, basis the Valuation Report of M/s SSPA & Co., Chartered Accountants, Mumbai

S. NO.	TRADEMARK	CLASS	S. NO.	TRADEMARK	CLASS
1)	AAPKA PANNA (DEVICE)	16	35)	KHEL KHILADI (WORD)	16
2)	GEHRI NAZAR (DEVICE)	16	36)	MA KASAM! HINDUSTAN SAAF RAKHENGE HUM (DEVICE)	41
3)	HINDUSTAN EDUCATION FAIR (DEVICE)	42	37)	MA KASAM! HINDUSTAN SAAF RAKHENGE HUM (DEVICE)	35
4)	HINDUSTAN (DEVICE)	42	38)	MA KASAM! HINDUSTAN SAAF RAKHENGE HUM (DEVICE)	9
5)	HINDUSTAN (DEVICE)	16	39)	MA KASAM! HINDUSTAN SAAF RAKHENGE HUM (DEVICE)	16
6)	HINDUSTAN (DEVICE)	41	40)	MA KASAM! HINDUSTAN SAAF RAKHENGE HUM (WORD)	41
7)	HINDUSTAN (WORD)	16	41)	MA KASAM! HINDUSTAN SAAF RAKHENGE HUM (WORD)	9
8)	HINDUSTAN CITY (WORD)	16	42)	MA KASAM! HINDUSTAN SAAF RAKHENGE HUM (WORD)	16
9)	HINDUSTAN EDUCATION FAIR (DEVICE)	16	43)	MA KASAM! HINDUSTAN SAAF RAKHENGE HUM (WORD)	35
10)	HINDUSTAN EDUCATION FAIR (DEVICE)	41	44)	MATINEE MASALA (DEVICE)	42
11)	HINDUSTAN JOBS (WORD)	16	45)	MATINEE MASALA (DEVICE)	41
12)	HINDUSTAN MASTI MARG (LOGO)	16	46)	MATINEE MASALA (DEVICE)	16
13)	HINDUSTAN MASTI MARG (LOGO)	41	47)	MAYUR PANKH (WORD)	16
14)	HINDUSTAN MASTI MARG (WORD)	16	48)	NAI DISHAYEN (WORD)	41
15)	HINDUSTAN MASTI MARG (WORD)	41	49)	NAI DISHAYEN (WORD)	42
16)	HINDUSTAN RAVI UTSAV (DEVICE)	16	50)	NAI DISHAYEN (WORD)	16
17)	HINDUSTAN SHOPPING FESTIVAL (HINDI) (DEVICE)	16	51)	NANDAN (WORD)	16
18)	HINDUSTAN SHOPPING FESTIVAL (HINDI) (DEVICE)	42	52)	NANDAN (WORD)	42
19)	HINDUSTAN SHOPPING FESTIVAL (HINDI) (DEVICE)	41	53)	NANDAN (WORD)	9
20)	HINDUSTAN SHOPPING FESTIVAL (WORD)	16	54)	NAVYA (WORD)	16
21)	HINDUSTAN SHOPPING FESTIVAL (WORD)	41	55)	RAJ KAAJ (WORD)	16
22)	HINDUSTAN SHOPPING FESTIVAL (DEVICE) (WRITTEN IN HINDI)	42	56)	RIDHI SIDDHI SUKH SAMRIDHI (DEVICE)	16
23)	HINDUSTAN SHOPPING FESTIVAL (DEVICE) (WRITTEN IN HINDI)	9	57)	SAU KA FUNDA (WORD)	16
24)	HINDUSTAN SHOPPING FESTIVAL (DEVICE) (WRITTEN IN HINDI)	16	58)	SURON KE SAATH SAATH (WORD)	16
25)	HINDUSTAN YUVA (DEVICE)	42	59)	SURON KE SAATH-SAATH (DEVICE)	16
26)	HINDUSTAN YUVA (DEVICE)	41	60)	SURON KE SAATH-SAATH (DEVICE)	41
27)	HINDUSTAN YUVA (DEVICE)	16	61)	SURON KE SAATH-SAATH (WORD)	41
28)	HUM TUM (WORD)	16	62)	TAYYARI (DEVICE)	16
29)	JEEVAN, JAGAT, JIGYASA (DEVICE)	16	63)	TAYYARI (DEVICE)	41
30)	KADAMBINI (WORD)	41	64)	TAYYARI (DEVICE)	42
31)	KADAMBINI (WORD)	9	65)	UNNAYAN (WORD)	16
32)	KADAMBINI (WORD)	16	66)	www.hindustan.in (WORD)	16
33)	KADAMBINI (WORD)	42	67)	www.hindustainik.com (WORD)	42
34)	KADAMBINI (WORD)	16	68)	YUVA HINDUSTAN (WORD)	16

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested (financial or otherwise), in this resolution except Smt. Shobhana Bhartia, Shri Priyavrat Bhartia, Shri Shamit Bhartia, Shri Rajiv Verma and Shri Ajay Relan to the extent of their shareholding (if any) and directorship in Hindustan Media Ventures Limited (subsidiary company).

The Board commends the Special Resolution set out in Item no. 9 of the Notice regarding transfer of 'Hindustan' and certain other Hindi publication related trademarks to Hindustan Media Ventures Limited (subsidiary company), for approval by the Members.

#### ITEM NO. 10

The Members of the Company at their 11<sup>th</sup> Annual General Meeting held on August 27, 2013 had approved the re-appointment of Shri Shamit Bhartia, as Whole-time Director of the Company w.e.f. September 1, 2013, for a period of 5 (five) years, including payment of remuneration.

Keeping in view the enhanced/increasing operations of various businesses of the Company, and the resultant enhanced roles and responsibilities of Shri Shamit Bhartia, the Nomination & Remuneration Committee of Directors and the Board of Directors of the Company at their respective meetings held on May 15, 2015 have, subject to the approval of the Members, approved the appointment of Shri Shamit Bhartia as Managing Director under the Companies Act, 2013 (designated as Joint Managing Director) for a period of 5 (five) years w.e.f from May 15, 2015, including payment of remuneration.

Shri Shamit Bhartia has been associated with the Company since incorporation and is actively involved in the business policy decisions, formulation of long-term vision & strategy and contributes immensely to the growth of the Company. He holds a Degree in Economics from Dartmouth College, USA. He has also worked in the Corporate Finance and M&A Group of Lazard Frere, New York. Shri Shamit Bhartia is also the Managing Director of Jubilant Enpro Services Private Limited.

The Written Memorandum under Section 190 of the Companies Act, 2013 setting out the terms of appointment of Shri Shamit Bhartia as Managing Director (designated as Joint Managing Director), including payment of remuneration is available for inspection without any fee by the Members on all business days (except Saturday and Sunday) during 10.00 A.M. to 4.00 P.M. upto the date of Annual General Meeting at the Registered Office of the Company.

Members approval is required for the appointment of Shri Shamit Bhartia as Managing Director (designated as Joint Managing Director) under the Companies Act, 2013 for a period of 5 (five) years w.e.f. May 15, 2015, including payment of remuneration as set out in the accompanying resolution.

Shri Shamit Bhartia is interested in the resolution set out at Item no. 10 of the Notice with regard to his appointment as Joint Managing Director. None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested (financial or otherwise), in this resolution, except Smt. Shobhana Bhartia and Shri Priyavrat Bhartia to the extent of their shareholding (if any) and directorship in the Company.

The Board commends the Special Resolution set out in Item no. 10 of the Notice regarding approval for appointment of Shri Shamit Bhartia as Managing Director (*designated as Joint Managing Director*) of the Company in terms of applicable provisions of the Companies Act, 2013, for approval by the Members.

#### ITEM NO. 11

The Members of the Company at their 12<sup>th</sup> Annual General Meeting held on September 16, 2014 had approved the re-appointment of Shri Rajiv Verma, as Whole-time Director of the Company (designated as CEO) for a period of 5 (five) years, w.e.f. April 1, 2014, including payment of remuneration.

Keeping in view the increased scale of operations of the Company and its businesses, the Nomination & Remuneration Committee of Directors and the Board of Directors of the Company have, subject to the approval of the Members, approved the revision in remuneration of Shri Rajiv Verma w.e.f. April 1, 2015 for the remaining period of his present tenure as Whole-time Director of the Company until March 31, 2019.

Shri Rajiv Verma is actively involved in the business policy decisions, formulation of long-term vision & strategy and has been instrumental in the growth and diversification of the Company. He holds a degree in Mechanical Engineering from Delhi College of Engineering. Shri Rajiv Verma has more than 35 years of working experience in various positions in Hindustan Unilever Limited, Nestle and Whirlpool, across the geographies of India, South-East Asia and Europe.

The Written Memorandum under Section 190 of the Companies Act, 2013 setting out the revised remuneration of Shri Rajiv Verma as Whole-time Director is available for inspection without any fee by the Members on all business days (except Saturday and Sunday) during 10.00 A.M. to 4.00 P.M. upto the date of Annual General Meeting at the Registered Office of the Company.

Members approval is required for the proposed revision in remuneration of Shri Rajiv Verma w.e.f. April 1, 2015 for the remaining period of his present tenure as set out in the accompanying resolution.

Shri Rajiv Verma is interested in the resolution set out at Item no. 11 of the Notice with regard to revision in his remuneration. None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested (financial or otherwise), in this resolution.

The Board commends the Special Resolution set out in Item no. 11 of the Notice regarding revision in remuneration of Shri Rajiv Verma, Whole-time Director of the Company, for approval by the Members.

By Order of the Board



(Dinesh Mittal)

Group General Counsel & Company Secretary

Place: New Delhi

Date: August 20, 2015



**Details of the Directors seeking appointment / re-appointment in the Annual General Meeting to be held on September 25, 2015, pursuant to Clause 49 of Listing Agreement of Stock Exchanges and other applicable requirements:**

Name of Director	Shri Priyavrat Bhartia	Shri Vikram Singh Mehta	Shri Shamit Bhartia	Shri Rajiv Verma
Date of Birth	04.10.1976	30.10.1952	27.04.1979	16.09.1958
Relationship with other Directors and Key Managerial Personnel	Son of Smt. Shobhana Bhartia and Brother of Shri Shamit Bhartia	None	Son of Smt. Shobhana Bhartia and brother of Shri Priyavrat Bhartia	None
Date of Appointment	28.10.2005	20.06.2015	03.12.2002	01.09.2009
Experience and expertise in specific functional areas	Industrialist	Former IAS, Strategic Planning and International Affairs	Industrialist	General management and establishing foreign collaborations
Qualification	Bachelor in Economics from Dartmouth College (USA) and MBA from Stanford University	B.A. (Mathematics Honors) from St. Stephens College, Delhi University, BA/MA (Economics Honors) degree from Magdalen College, Oxford University and post graduate degree in Energy Economics from the Fletcher School of Law and Diplomacy, Tufts University	Degree in Economics (Dartmouth College, USA)	Degree in Mechanical Engineering (Delhi College of Engineering)
Terms and conditions of appointment / re-appointment	Director, liable to retire by rotation	Independent Director, not liable to retire by rotation	Director, liable to retire by rotation	Director, liable to retire by rotation
No. of Equity Shares of Rs. 2/- each held in the Company	6 (Five shares jointly held with The Hindustan Times Limited)	NIL	6 (Five shares jointly held with The Hindustan Times Limited)	1
List of other companies in which Directorships are held*	<ul style="list-style-type: none"> <li>The Hindustan Times Limited</li> <li>Hindustan Media Ventures Limited</li> <li>Firefly e-Ventures Limited</li> <li>HT Mobile Solutions Limited</li> <li>HT Digital Media Holdings Limited</li> <li>HT Education Limited</li> <li>Jubilant Industries Limited</li> <li>Jubilant Agri &amp; Consumer Products Limited</li> <li>Earthstone Holding (Two) Limited</li> </ul>	<ul style="list-style-type: none"> <li>Colgate-Palmolive (India) Limited</li> <li>Mahindra &amp; Mahindra Limited</li> <li>Apollo Tyres Limited</li> <li>Larsen and Toubro Limited</li> <li>Vodafone India Limited</li> <li>L&amp;T Hydrocarbon Engineering Limited</li> <li>Hotel Leelaventure Limited</li> </ul>	<ul style="list-style-type: none"> <li>The Hindustan Times Limited</li> <li>Hindustan Media Ventures Limited</li> <li>Firefly e-Ventures Limited</li> <li>Goldmerry Investment &amp; Trading Company Limited</li> <li>HT Digital Media Holdings Limited</li> <li>HT Learning Centers Limited</li> <li>Jubilant Industries Limited</li> <li>Jubilant Agri &amp; Consumer Products Limited</li> <li>Earthstone Holding (Two) Limited</li> </ul>	<ul style="list-style-type: none"> <li>Hindustan Media Ventures Limited</li> <li>HT Music and Entertainment Company Limited</li> <li>Firefly e-Ventures Limited</li> <li>HT Digital Media Holdings Limited</li> <li>HT Education Limited</li> <li>HT Mobile Solutions Limited</li> <li>HT Learning Centers Limited</li> <li>Topmovies Entertainment Limited</li> </ul>
List of the committee of Board of Directors (across all companies) in which Chairmanship/ Membership is held*	<p><b>Chairman</b></p> <ul style="list-style-type: none"> <li>Audit Committee of HT Digital Media Holdings Limited</li> <li>Audit Committee of HT Mobile Solutions Limited</li> <li>Audit Committee of HT Education Limited</li> </ul> <p><b>Member</b></p> <ul style="list-style-type: none"> <li>Stakeholders' Relationship Committee of HT Media Limited</li> <li>Audit Committee of The Hindustan Times Limited</li> <li>Audit Committee of Firefly e-Ventures Limited</li> <li>Stakeholders' Relationship Committee of Jubilant Industries Limited</li> <li>Audit Committee of Hindustan Media Ventures Limited</li> </ul>	<p><b>Member</b></p> <ul style="list-style-type: none"> <li>Audit Committee of Colgate-Palmolive (India) Limited</li> </ul>	<p><b>Chairman</b></p> <ul style="list-style-type: none"> <li>Audit Committee of Firefly e-Ventures Limited</li> <li>Audit Committee of HT Learning Centers Limited</li> </ul> <p><b>Member</b></p> <ul style="list-style-type: none"> <li>Audit Committee of HT Media Limited</li> <li>Audit Committee of HT Digital Media Holdings Limited</li> </ul>	<p><b>Member</b></p> <ul style="list-style-type: none"> <li>Audit Committee of HT Music and Entertainment Company Limited</li> <li>Audit Committee of Firefly e-Ventures Limited</li> <li>Audit Committee of HT Digital Media Holdings Limited</li> <li>Audit Committee of HT Education Limited</li> <li>Audit Committee of HT Learning Centers Limited</li> <li>Audit Committee of HT Mobile Solutions Limited</li> <li>Stakeholders' Relationship Committee of Hindustan Media Ventures Limited</li> </ul>
Number of Board Meetings attended during Financial Year 2014-15	4	Not Applicable	3	4

\*As per latest disclosures received from the Directors, the directorship(s) mentioned above do not include directorship(s) of Foreign Companies, Section 8 Companies and Private Limited Companies.

#Pursuant to Clause 49 of the Listing Agreement, only two Committees viz. Audit Committee and Stakeholders' Relationship Committee have been considered.

**ATTENDANCE SLIP****HT Media Limited**

CIN: L22121DL2002PLC117874

**Registered Office:** Hindustan Times House, 18-20, Kasturba Gandhi Marg, New Delhi - 110 001

Ph.: +91 11 6656 1608 Fax: +91 11 6656 1445

E-mail: investor@hindustantimes.com website: www.htmedia.in

Please complete this Attendance Slip and hand it over at the entrance of the meeting hall

<b>Ledger Folio/DP &amp; Client ID No.:</b>	<b>No. of Equity Shares held:</b>
<b>Name:</b>	
<b>Address:</b>	

I hereby record my presence at the Thirteenth **Annual General Meeting** of the Company held on Friday, September 25, 2015 at 11:00 A.M. at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi - 110 003.

\*I hereby give my consent to receive the Annual Reports and Accounts and other documents permissible to be sent through electronic mode instead of physical mode, on my e-mail ID -

\*Delete, if not required.

**Signature of Member/Proxy**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**PROXY FORM****HT Media Limited**

CIN: L22121DL2002PLC117874

**Registered Office:** Hindustan Times House, 18-20, Kasturba Gandhi Marg, New Delhi - 110 001

Ph.: +91 11 6656 1608 Fax: +91 11 6656 1445

E-mail: investor@hindustantimes.com website: www.htmedia.in

Name of the member(s): .....

Registered address: .....

E-mail Id: .....

Folio No/ Client Id: ..... DP ID: .....

I/We, being the member(s) of ..... shares of the above named company, hereby appoint

1. Name: ..... E-mail Id: .....

Address: ..... Signature: .....

or failing him,

2. Name: ..... E-mail Id: .....

Address: ..... Signature: .....

or failing him,

3. Name: ..... E-mail Id: .....

Address: ..... Signature: .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Thirteenth Annual General Meeting of the Company, to be held on Friday, September 25, 2015 at 11:00 A.M. at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi - 110 003 and at any adjournment thereof in respect of the following matters:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2015.
2. To declare dividend on Equity Shares for the financial year ended March 31, 2015.
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.
4. To ratify the appointment of M/s. S. R. Batliboi & Co. LLP, Chartered Accountants, as Statutory Auditors of the Company and to fix their remuneration.
5. To appoint Shri Vikram Singh Mehta as an Independent Director of the Company.
6. To approve payment of annual commission to the Non-executive Directors of the Company.
7. To approve borrowing(s) in excess of aggregate of paid-up share capital and free reserves in terms of Section 180(1)(c) of the Companies Act, 2013.
8. To approve offer or invitation to subscribe to Non-Convertible Debentures/Bonds issued on private placement basis.
9. To approve transfer of 'Hindustan' and certain other Hindi publication related trademarks to Hindustan Media Ventures Limited (subsidiary company).
10. To appoint Shri Shamit Bhartia as Managing Director (designated as Joint Managing Director) of the Company.
11. To revise remuneration of Shri Rajiv Verma, Whole-time Director of the Company.

Signed this ..... day of....., 2015

Affix  
Revenue  
Stamp of  
Re.0.30/-

Signature of Member

Signature of Proxy holder(s)

**Notes:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. The Proxy form should be signed across the stamp as per specimen signature registered with the Registrar & Share Transfer Agent/Depository.