



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: corporatedept@hindustantimes.com website: www.htmedia.in

Notice pursuant to Section 110 of the Companies Act, 2013

Dear Member,

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 ("the Act"), read together with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, that the resolutions appended below are proposed to be passed as Special Resolutions by way of Postal Ballot/e-Voting. In terms of clause (a) and (c) of sub-section (1) of Section 180 of the Act, members' approval by way of Special Resolution is required to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company; and to borrow money, where the monies to be borrowed, together with the monies already borrowed by the Company will exceed aggregate of paid-up share capital and free reserves, respectively. Accordingly, the members are requested to pass the proposed Special Resolutions through Postal Ballot, either electronically or through physical ballot.

The Statement u/s 102 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014 pertaining to the said Special Resolutions setting out the material facts and reasons therefor is annexed hereto, alongwith a Postal Ballot Form (the "Form") for consideration of the members.

For voting in physical mode: Please read carefully the instructions printed on this Notice, record your assent (for)/dissent (against) on the Special Resolutions, and return the same in original duly completed in the enclosed self-addressed, postage pre-paid Business Reply Inland Letter (if posted in India) so as to reach the Scrutinizer latest by Tuesday, the 9th September, 2014 (1730 Hours). Any Postal Ballot Form received beyond the said date and time will not be valid.

For voting in electronic mode: Please read carefully the instructions printed on this Notice. The voting for recording assent (for)/dissent (against) on the Special Resolutions will begin from 0930 hours (Server time) on Monday, the 11th August, 2014 till 1730 hours (Server time) on Tuesday, the 9th September, 2014. Thereafter, the e-voting module shall be disabled by Karvy for voting.

The Board of Directors has appointed Shri N.C. Khanna, Company Secretary-in-Practice (CP No: 5143) as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. The Scrutinizer will submit his report addressed to the Chairperson or Company Secretary after completion of the scrutiny of the Postal Ballot forms/e-voting and the results of Postal Ballot will be announced on Friday, the 12th September, 2014 at 1700 hours at the Registered Office of the Company situated at Hindustan Times House, 18-20, Kasturba Gandhi Marg, New Delhi - 110 001. The results of the Postal Ballot will be informed to the stock exchanges where the Company's shares are listed on the same day and uploaded on Company's website viz., www.htmedia.in and on Karvy's website viz. www.evoting.karvy.com

Special Resolutions proposed to be passed through Postal Ballot process:

Item No. 1

Approval of 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

"RESOLVED THAT in supersession of the Ordinary Resolution passed under Section 293(1)(d) of the Companies Act, 1956 at the Annual General Meeting held on 31st July, 2009, the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee thereof), 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 amendment thereto or re-enactment thereof) 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 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. 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 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, doubt that may arise in respect of borrowing(s) as 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. 2

To authorize mortgage, hypothecation and/or otherwise charge, alienate, pledge, create lien or other encumbrance or dispose of in any manner, any or all immovable / movable and/or tangible / intangible properties of the Company in terms of Section 180(1)(a) of the Companies Act, 2013

"RESOLVED THAT in supersession of the Ordinary Resolution passed under Section 293(1)(a) of the Companies Act, 1956 by way of Postal Ballot the result of which was announced on 11th July, 2008 and pursuant to the provisions of Section 180(1)(a) and all other applicable provisions, if any, of the

Companies Act, 2013 and rules made thereunder (including any amendment thereto or re-enactment thereof), 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 thereof) from time to time, to mortgage, hypothecate and/or otherwise charge, alienate, pledge, create lien or other encumbrance or dispose of in any manner, any or all immovable / movable and/or tangible / intangible properties of the Company wherever situated, both present and future, and/or the whole or substantially the whole of the Company's any one or more of the undertakings from time to time, in favour of banks, financial institutions, trustees for debenture-holders and/or any other persons for securing any term loan or other loans or any banking or financial or other facilities or arrangements granted or provided or to be granted or provided by them and securities (partly / fully / non-convertible) to be issued by the Company or any transaction connected therewith (with power to take over the management of the whole of the business and concern of the Company in certain events of defaults by the Company) subject to the limits of borrowings approved by the Members under Section 180(1)(c) of the Companies Act, 2013, together with interest, compound/additional interest, commitment fee and other charges, premium, commission, costs, charges and expenses and other payments / monies payable under any agreement or arrangement entered into or to be entered into with such banks, financial institutions, trustees for debenture-holders and/or any other persons, on such terms and conditions and at such time or times and in such form and manner as the Board may deem fit in the best interests of the Company.

RESOLVED FURTHER THAT for 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 the said regard without being required to seek any further consent or approval of the Members of Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

**By Order of the Board of Directors
For HT Media Limited**



(Dinesh Mittal)

Group General Counsel & Company Secretary

Place: New Delhi

Date: 28th July, 2014

Statement pursuant to Section 102 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014

Item No. 1

As the members may be aware, at the Annual General Meeting held on 31st July, 2009, an Ordinary Resolution was passed pursuant to Section 293(1)(d) of the Companies Act, 1956 authorizing the Board of Directors, *inter-alia*, to borrow any sum of money from Banks, Financial Institutions etc., upto a sum of Rs. 500 crores, over and above the then aggregate of the paid-up capital and free reserves of the Company.

In terms of the provisions of Section 180(1)(c) of the Companies Act, 2013, which has come into effect from 12th September, 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.

The Ministry of Corporate Affairs, Government of India vide General Circular no. 04/2014 dated 25th March, 2014 has clarified that the resolution passed u/s 293 of the Companies Act, 1956 prior to 12th September, 2013 with reference to borrowings (subject to the limits prescribed) and/or creation of security on assets of the Company will be regarded as sufficient compliance of the requirements of Section 180 of the Companies Act, 2013 for a period of one year from the date of notification of Section 180 of the Companies Act, 2013.

With a view to comply with the provisions of Section 180(1)(c) of the Companies Act, 2013 and the above clarification issued by the Government of India, the resolution set out at item no. 1 of the Notice is proposed for approval of the Members by way of Special Resolution. The above proposal is in the interest of the Company and your Directors commend the same for approval by the members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned in the said resolutions.

Item No. 2

As the members may be aware, an Ordinary Resolution was passed pursuant to Section 293(1)(a) of the Companies Act, 1956 by way of Postal Ballot, the result of which was announced on 11th July, 2014, authorizing the Board of Directors, *inter-alia*, to mortgage, hypothecate and/or otherwise charge, alienate, pledge, create lien or other encumbrance or dispose of in any manner, any or all immovable/movable and/or tangible/intangible properties of the Company and/or the whole or substantially the whole of the Company's any one or more of the undertakings in favour of Banks, Financial Institutions etc., for securing any term loan or other loans granted or provided to the Company or any transactions connected therewith, subject to the limits of borrowing approved by the Members under Section 293(1)(d) of the Companies Act, 1956.

In terms of the provisions of Section 180(1)(a) of the Companies Act, 2013, which has come into effect from 12th September, 2013, only with the consent of the Company by a Special Resolution, the Board of Directors shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings.

The Ministry of Corporate Affairs, Government of India vide General Circular no. 04/2014 dated 25th March, 2014 has clarified that the resolution passed under Section 293 of the Companies Act, 1956 prior to 12th September, 2013 with reference to borrowings (subject to the limits prescribed) and/or creation of security on assets of the Company will be regarded as sufficient compliance of the requirements of Section 180 of the Companies Act, 2013 for a period of one year from the date of notification of Section 180 of the Companies Act, 2013.

With a view to comply with the provisions of Section 180(1)(a) of the Companies Act, 2013 and the above clarification issued by the Government of India, the resolution set out at item no. 2 of the Notice is proposed for approval of the Members by way of Special Resolution. The above proposal is in the interest of the Company and your Directors commend the same for approval by the members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned in the said resolutions.

**By Order of the Board of Directors
For HT Media Limited**



(Dinesh Mittal)

Group General Counsel & Company Secretary

Place: New Delhi

Date: 28th July, 2014

NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014 for the proposed Special Resolutions setting out material facts and reasons therefor is appended to the Notice.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on 25th July, 2014.
3. The voting shall be reckoned in proportion to a Member's share of voting rights on the paid-up equity share capital of the Company as on 25th July, 2014.
4. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an option to all the Members of the Company. M/s Karvy Computershare Private Limited, Company's Registrar and Share Transfer Agent ("R&TA") will be facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form wherever e-mail ID is registered. E-voting is optional. Members holding shares in physical form can also cast their vote through e-voting facility, as outlined below.
5. Kindly note that the Members can opt only one mode of voting, i.e., either by Physical Ballot or e-voting. If you are opting for e-voting, then do not vote by Physical Ballot also and vice-versa. However, in case Members cast their vote by Physical Ballot and e-voting, then voting done through valid Physical Ballot shall prevail and voting done by e-voting will be treated as invalid.
6. In the event, the Special Resolutions are assented to by the requisite majority of Members by means of Postal Ballot, the date of declaration of Postal Ballot result shall be deemed to be the date of passing of the said resolution.

7. PROCEDURE AND INSTRUCTIONS FOR E-VOTING

a) The procedure and instructions for e-voting are as follows:

- i) Open your web browser during the voting period and navigate to '<https://evoting.karvy.com>'
- ii) Enter the login credentials (i.e., user-id & password) mentioned on the Postal Ballot Form. Your Folio/DP Client ID will be your User-ID.

User-ID	For Members holding shares in Demat Form:- a) With NSDL :- 8 Character DP ID followed by 8 Digits Client ID b) With CDSL :- 16 digits beneficiary ID For Members holding shares in Physical Form:- • Event number followed by Folio Number registered with the Company
Password	Your unique password is printed on the Postal Ballot Form / via email forwarded through the electronic notice
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons

- iii) Please contact Company's R&TA for any further clarifications on Telephone No: 040 4465 5000 (Toll Free No. 1800 345 4001).
- iv) After entering these details appropriately, click on "LOGIN".
- v) Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat account holders for voting on resolution of any other Company in which they are eligible to vote, provided that Company opts for e-voting through M/s Karvy Computershare Private Limited e-Voting platform. System will prompt you to change your password and update any contact details like mobile no., email ID etc., on first login. You may also enter the Secret Question and Answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi) You need to login again with the new credentials.
- vii) On successful login, system will prompt to select the 'Event' i.e., 'HT Media Limited'.
- viii) If you are holding shares in Demat form and had logged on to <https://evoting.karvy.com> and casted your vote earlier for any company, then your existing login id and password are to be used.
- ix) On the voting page, you will see resolution description and against the same, the option 'FOR' or 'AGAINST' for voting. Enter the number of shares (which represents number of votes) under 'FOR' or 'AGAINST' or alternatively you may partially enter any number 'FOR' and partially 'AGAINST'; but the total number 'FOR' or 'AGAINST' taken together should not exceed your total shareholding.
- x) After selecting the resolution you have decided to vote on, click on 'SUBMIT'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'OK', else to change your vote, click on 'CANCEL' and accordingly modify your vote.
- xi) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote subsequently.

xii) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are required to send scanned certified true copy (PDF Format) of Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly Authorized Representative(s) to the Scrutinizer through e-mail: investor@hindustantimes.com with copy to evoting@karvy.com. They may upload the same in the e-voting module in their login. The file scanned image of the Board Resolution should be in the naming format "Corporate Name_ Event No."

xiii) Members can cast their vote online from 0930 hours (Server time) on Monday, the 11th August, 2014 till 1730 hours (Server time) on Tuesday, the 9th September, 2014.

- b) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the Downloads section of 'https://evoting.karvy.com' or contact M/s Karvy Computershare Private Limited at Telephone No.: 040 4465 5000 (Toll Free No.: 1800 345 4001)
- c) You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s). Members who have registered their e-mail IDs for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs are being sent Postal Ballot Notice by e-mail and to others are sent by post, along with Postal Ballot Form. Members who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form from the link https://evoting.karvy.com. To seek duplicate Postal Ballot Form in case of non-receipt of the same, please contact our Registrar and Share Transfer Agent M/s. Karvy Computershare Private Limited, Unit: HT Media Limited, Plot No. 17-24, Vittalrao Nagar, Madhapur, Hyderabad - 500 081. We request you to fill in the details and send the same to the Scrutinizer latest by Tuesday, the 9th September, 2014 (1730 Hours).

8. PROCEDURE AND INSTRUCTIONS FOR VOTING THROUGH PHYSICAL POSTAL BALLOT FORM

The procedure and instructions for voting by physical Postal Ballot Form are as follows:

- a) A Member desiring to exercise vote by Postal Ballot may complete the enclosed Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, Shri N.C. Khanna, Company Secretary-in-Practice in the self-addressed (bearing the postal address of the Scrutinizer appointed by Board of Directors of the Company) postage prepaid Business Reply Inland Letter printed on the backside of the Postal Ballot Form which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing postal ballot form deposited in person or sent by courier or registered/speed post at the expense of member will also be accepted. A Member may download a duplicate Postal Ballot Form, if so required from https://evoting.karvy.com
- b) The Postal Ballot Form should be completed and signed by the Member as per his specimen signature registered with the Company/R&TA or Depository Participant ("DP") for shares held in physical form and dematerialized form, respectively. In case shares are jointly held, this form should be completed and signed by the first named Member and in his/her absence, by the next named Member.
- c) Unsigned Postal Ballot Form will be rejected. The exercise of vote by Postal Ballot is not permitted through Proxy.
- d) Duly completed Postal Ballot Form should reach the Scrutinizer latest by Tuesday, the 9th September, 2014 (1730 Hours). Postal Ballot Forms received after the said date and time will be treated as if reply from such member has not been received and shall not be counted for the purposes of passing the resolution. The Company shall not be responsible for the loss or delay attributable to the Postal Department or for reasons beyond the control of the Company or the Postal Department.
- e) In case of shares held by companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority Letter together with duly attested specimen signature(s) of the authorized signatory(ies). Postal Ballot Form signed by the holder of Power of Attorney for and on behalf of a member, must be accompanied by the requisite certified copy of the Power of Attorney. If the Power of Attorney is already registered with the Company, please quote the Registration No. beneath the signature.
- f) Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid Business Reply Inland Letter. Any extraneous paper found in such envelope, would not be considered and will be destroyed by the Scrutinizer.
- g) The consent must be accorded by recording the assent in the Column 'FOR' and dissent in the Column 'AGAINST' by placing a tick (✓) mark in the appropriate column. A Member need not cast all the votes in the same way.
- h) There will be only one Postal Ballot Form for every folio irrespective of the number of joint member(s).
- i) The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.
- j) As an alternate, the Company is pleased to offer e-voting facility, for all the Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. In case Members are interested to vote through e-voting, they may please follow the instruction mentioned in the Postal Ballot Notice to cast vote in electronic mode (please refer S. No. 7 of the Notes to the Notice).
- k) Contact details:-

<p>Registrar and Share Transfer Agent: M/s. Karvy Computershare Pvt. Ltd. Unit : HT Media Limited Plot No. 17-24, Vittalrao Nagar Madhapur, Hyderabad - 500 081 E-mail id : einward.ris@karvy.com Tel.: +91 40 4465 5000 Toll Free No.: 1800 345 4001 Fax: +91 40 2342 0814</p>	<p>Compliance Officer: Shri Dinesh Mittal Group General Counsel & Company Secretary HT Media Limited Hindustan Times House 18-20, Kasturba Gandhi Marg New Delhi - 110 001 E-mail: investor@hindustantimes.com Tel: +91 11 6656 1608 Fax: +91 11 6656 1445</p>
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