

HT HT Media Limited

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

Notice pursuant to Section 192A (2) of the Companies Act, 1956

NOTICE is hereby given pursuant to Section 192A(2) of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, that following resolutions are proposed to be passed by means of Postal Ballot -

- a) Special Resolution for alteration in the Objects Clause of Memorandum of Association of the Company; and
- b) Special Resolution for payment of annual commission to the Non-executive Directors of the Company

Accordingly, the Company is seeking the consent of the Members to the above proposals as contained in the draft Resolutions enclosed herewith. The draft Resolutions and Explanatory Statement pertaining thereto, setting out material facts and the reasons therefor, alongwith a Postal Ballot Form, is annexed for your consideration.

The Company has appointed Shri N.C. Khanna, Company Secretary-in-Practice, as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner and in accordance with the requirements of law in the said behalf. Members are requested to kindly read the instructions printed on the Postal Ballot Form, record their assent or dissent therein and return the said Form in original duly completed, in the attached self-addressed postage pre-paid envelope bearing the address of the Scrutinizer, so as to reach the Scrutinizer on or before the close of the working hours on Friday, the 9th July, 2010. The Scrutinizer will submit his report addressed to the Chairperson, or any Director of the Company, after completion of the scrutiny of the Postal Ballot Forms and the results of postal ballot will be announced at 5.00 p.m. at the Registered Office of the Company situated at Hindustan Times House, 18-20, Kasturba Gandhi Marg, New Delhi – 110 001, on Wednesday, the 14th July, 2010. The results of the postal ballot will also be displayed at the Registered office, posted on the Company's website i.e. 'www.htmedia.in', and will also be communicated to the Stock Exchanges where the Company's shares are listed.

ITEM NO. 1

Alteration in the Objects Clause of Memorandum of Association of the Company

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 17 and other applicable provisions, if any, of the Companies Act, 1956, consent of the Company be and is hereby accorded to alter Clause III (A) of the Memorandum of Association of the Company, by inserting the following new sub-clause (6), immediately after the existing sub-clause (5) thereof:

6. *To carry on business as advertising agent, to purchase and sell advertising time or space on any media like, newspaper, magazine, pamphlet, publications, television, radio, mobile, internet, satellite in India or abroad or any other kind of media currently in vogue or which may be in vogue at any time, and to act as agent or representative for any person(s) or entities for soliciting/booking advertisements and/or any other promotional, commercial and other programmes on any form of media or medium including collection of charges and remittances thereof to principals and any other activities related to or necessary in the context of the said business."*

ITEM NO.2

Payment of annual commission to the Non-executive Directors of the Company

To consider and, if thought fit, to pass the following resolution as a **Special Resolution** :

"RESOLVED THAT pursuant to Section 309 and other applicable provisions of the Companies Act, 1956 (the Act) or any amendment or re-enactment thereof, if any and subject to such 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 / Wholtime Director) for a period of 5 years from the financial year commencing 1st April, 2010, a sum not exceeding 1% of the net profits of the Company, for each of the said financial years, calculated in accordance with the provisions of Section 198(1) of the Act, subject to a limit of Rs.5 Lac per Director per annum, 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 or reimbursement of expenses, if any; 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.

RESOLVED FURTHER THAT for purpose of giving effect to the foregoing resolution, the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board, for the time being duly authorised by the Board exercising the powers conferred by this resolution) be and is hereby authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard without being required to seek any further consent or approval of the Members of Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

By Order of the Board of Directors
For HT Media Limited


(Dinesh Mittal)

Group General Counsel & Company Secretary

Date: 2nd June, 2010

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

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956

ITEM NO. 1

The resolution mentioned in Item No. 1 of the Notice relates to the alteration of the Objects Clause of Memorandum of Association of the Company with respect to inclusion of new objects therein, as set out in the resolution.

The present business of the Company consists, *inter-alia*, of printing and publication of newspapers and magazines. It is proposed to pursue the business to act as advertising agent, to purchase and sell advertising time or space which is more particularly described in the resolution. The above objects can be conveniently and advantageously combined with the existing objects/activities of the Company. If approved, necessary approvals from the Government, Financial Institutions and/or Banks, as may be necessary, would be obtained in respect of such business activity in due course. Further, the Board of Directors of the Company at the meeting held on 10th May, 2010 has approved the above proposal.

Pursuant to the provisions of Section 17 of the Companies Act, 1956, the Objects Clause of the Memorandum of Association of the Company can be altered by a Special Resolution passed by the Members.

Accordingly, the Members are, if deemed fit by them, requested to pass the resolution as a Special Resolution.

A copy of the Memorandum and Articles of Association of the Company bearing the proposed amendment as set out in the resolution, is available for inspection by the Members at the Registered Office of the Company on all working days during usual business hours upto the last date of receipt of Postal Ballot papers by the Scrutinizer i.e. Friday, the 9th July, 2010.

The Board recommends the resolution set out in Item No. 1 of the Notice for your approval as Special Resolution.

None of the Directors of the Company are in anyway concerned or interested in the resolution.

ITEM NO. 2

As the Members are aware, 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. The prevalent Corporate Governance norms call for greater participation, involvement and commitment of these Non-executive Directors.

In order to recognize the efforts of the Non-executive Directors and bring their remuneration in line with the current trends and commensurate with the time devoted vis-à-vis the contribution made by them, the Board of Directors at its meeting held on 10th May, 2010 has recommended for approval of the Members, payment of annual commission to one or more of the Non-executive Directors of the Company (other than the Managing / Wholetime Director) for a period of 5 years i.e. for the period the resolution in the accompanying notice can remain in force by law, from the financial year commencing 1st April, 2010, a sum not exceeding 1% of the Net Profits of the Company for each of the said financial years, calculated in accordance with the provisions of Section 198(1) of the Act, subject to a limit of Rs.5 Lac per Director per annum, 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 or reimbursement of expenses, if any; 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.

All the Non-executive Directors of the Company may be deemed to be concerned or interested in this Special Resolution.

The Board recommends the resolution set out at Item no. 2 of the Notice for your approval.

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



**(Dinesh Mittal)
Group General Counsel & Company Secretary**

Date: 2nd June, 2010

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