



## HT Media Limited

Registered Office: Hindustan Times House, 18-20, Kasturba Gandhi Marg, New Delhi-110001

### 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 Resolutions by Postal Ballot) Rules, 2001, that a special resolution u/s 372A of the Companies Act, 1956 is proposed to be passed by means of postal ballot, to increase the limit of investments that can be made by the Company upto Rs.300 Crore, over and above the higher of (a) 60% of the paid-up share capital & free reserves; or (b) 100% of the free reserves of the Company.

Accordingly, the Company is seeking the consent of members by way of a Special Resolution, to the proposal as contained in the draft resolution enclosed herewith. The draft resolution and explanatory statement pertaining thereto, setting out the material facts and 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, so as to reach the Scrutinizer on or before the close of the working hours on Monday, the 27<sup>th</sup> September, 2010. The Scrutinizer will submit his report addressed to the Chairperson 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 Thursday, the 30<sup>th</sup> September, 2010. The results of the postal ballot will also be displayed at the said office and posted on the Company's website viz., [www.htmedia.in](http://www.htmedia.in), besides being communicated to the Stock Exchanges where the Company's shares are listed.

#### ITEM NO. 1

**Increase in the limit of investments that can be made by the Company u/s 372A of the Companies Act, 1956, upto Rs.300 Crore, over and above the higher of (a) 60% of the paid-up share capital & free reserves, or (b) 100% of the free reserves of the Company**

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

**"RESOLVED THAT** pursuant to Sections 192A, 292 & 372A and other applicable provisions, if any, of the Companies Act, 1956 or any re-enactment thereof; any other law for the time being in force and subject to such approvals, consents, sanctions and permissions as may be necessary, 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 a committee of the Board of Directors or persons authorized by the Board of Directors) to make/give, from time to time, loans, advances, deposits, investment in shares, debentures and/or other securities of any body corporate or in any manner as may be permissible by law, and to give on behalf of the Company, any guarantee and/or provide any security in connection with any loan made by any other person to or any other person by any body corporate for an amount of upto Rs.300 Crore, over and above the higher of (a) 60% of the paid-up share capital & free reserves, or (b) 100% of the free reserves of the Company; upto the following sub-limits -

Sl. No.	Purpose	Sub-limit
1.	Funding of subsidiaries / associates / group companies	Upto Rs.70 Crore
2.	Providing Guarantee / Security / Issue of Letter of Comfort in connection with borrowings by subsidiaries / associates / group companies	Upto Rs.100 Crore
3.	Investment in securities of other companies, under the 'Partnership for Growth' business model	Upto Rs.80 Crore
4.	Investment in units of equity-based / debt-based Mutual Funds	Upto Rs.50 Crore

provided that the aggregate of loans, advances, investments, guarantees, security(ies) etc. falling under the above categories, shall, at any time not exceed Rs.300 Crore, over and above the higher of (a) 60% of the paid-up share capital & free reserves, or (b) 100% of the free reserves of the Company.

**RESOLVED FURTHER THAT** the aforesaid loans/investments etc. by the Company shall be out of internal accruals or in such other manner as the Board thinks appropriate and the Board be and is hereby authorized to finalize the terms of the aforesaid loans / investments / guarantees and to settle any question or doubt that may arise in relation to the above and to execute such deeds, agreements, documents and writings and to do all such acts, matters, deeds and things as may be necessary or desirable to implement this resolution or otherwise considered by the Board to be in the best interests of the Company."

By Order of the Board of Directors  
For HT Media Limited

Date: 21<sup>st</sup> August, 2010

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

(Dinesh Mittal)

Group General Counsel & Company Secretary

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

**ITEM NO. 1**

The proposed special resolution pertains to increase in the limit of investments that can be made by the Company upto Rs.300 Crore, over and above the higher of (a) 60% of the paid-up share capital & free reserves, or (b) 100% of the free reserves of the Company, i.e., the amount permissible u/s 372A of the Companies Act, 1956.

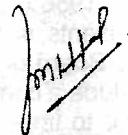
As the members are aware, your Company has subsidiaries which are pursuing various media-related businesses. In order to cater to the need of capital infusion in these subsidiaries from time to time for their growth plans; deployment of surplus funds under treasury operations; and investment in securities of other companies under the 'Partnership for Growth' business model; it is proposed to seek your approval to authorize the Board of Directors to make/give, from time to time, loans, advances, deposits, investment in shares, debentures and/or other securities of any body corporate or in any manner as may be permissible by law, and to give on behalf of the Company, any guarantee and/or provide any security in connection with any loan made by any other person to or any other person by any body corporate for an amount of upto Rs.300 Crore, over and above the higher of (a) 60% of the paid-up share capital & free reserves; or (b) 100% of the free reserves of the Company; upto the sub-limits stated in the accompanying resolution. The proposed investment(s) shall be made out of internal accruals from time to time.

Pursuant to Section 192A of the Companies Act 1956, read with the Companies (Passing of the Resolutions by Postal Ballot) Rules, 2001, the aforesaid proposal requires the consent of the shareholders through Postal Ballot by way of a Special Resolution.

Further, Smt. Shobhana Bhartia, Shri Priyavrat Bhartia, Shri Shamit Bhartia, Shri Rajiv Verma and Shri Ajay Relan, Directors of the Company, may be deemed to be interested in the resolution set out at Item No. 1, by virtue of them being on the Board of Directors of some of the subsidiaries of the Company.

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

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



**(Dinesh Mittal)**

**Group General Counsel & Company Secretary**

Date: 21<sup>st</sup> August, 2010

**Registered Office:**

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18-20, Kasturba Gandhi Marg  
New Delhi - 110 001