



HT Media Limited

CIN: L22121DL2002PLC117874

Registered Office: Hindustan Times House, 2nd Floor,
18-20, Kasturba Gandhi Marg, New Delhi-110 001

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NOTICE TO MEMBERS

NOTICE is hereby given that pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is seeking approval of Members, by way of postal ballot, which includes voting by electronic means ("e-voting"), in respect of the Special Resolution set out in the Postal Ballot Notice dated December 8, 2017 ("Postal Ballot Notice").

The Company has completed dispatch of the Postal Ballot Notice together with Ballot Form and postage pre-paid self-addressed business reply envelope on December 15, 2017. The Postal Ballot Notice and Ballot Form are being sent in electronic form to those Members whose e-mail address is registered with Depository Participant (in case of electronic shareholding) / the Company's Registrar and Transfer Agent (in case of physical shareholding). For Members whose e-mail addresses are not registered, physical copies of the Postal Ballot Notice are being sent by the permitted mode.

The Company has engaged Karvy Computershare Private Limited ("Karvy") to provide e-voting facility. The procedure for e-voting has been outlined in the Postal Ballot Notice.

A person whose name appears in the Register of Members / List of Beneficial Owners as on Friday, December 8, 2017 ("Cut-off date") shall be entitled to vote through Postal Ballot / e-voting process on the Special Resolution set out in the Postal Ballot Notice. Any person who is not a Member on the Cut-off date, shall treat this Notice for information purpose only.

Other details are as under:

- a) The e-voting facility shall commence from Sunday, December 17, 2017 (9.00 a.m. Server time) and remain open up to Monday, January 15, 2018 (5.00 p.m. Server time). Thereafter, the e-voting module shall be disabled by Karvy. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- b) Postal Ballot Forms received after 5.00 p.m. on Monday, January 15, 2018, shall be treated as if the reply from the member has not been received.
- c) The Members can opt for only one mode of voting i.e., either by Postal Ballot or e-voting. In case Members cast their vote(s) through both the modes, then voting done by e-voting shall prevail and votes cast through Postal Ballot will be treated as invalid.
- d) Members who have not received the Postal Ballot Form or who have received the same by e-mail and who wish to vote through Ballot Form may download the Ballot Form attached to the e-mail or from the web link: www.evoting@karvy.com or from the Company's website viz. www.htmedia.in where the Postal Ballot Notice is displayed and send the duly completed and signed Ballot Form so as to reach the Scrutinizer on or before January 15, 2018.
- e) In case of any query/grievance, in respect of e-voting, Members may refer to Help & FAQ's section/E-voting user manual available at the "Downloads" section of Karvy's website: <https://evoting.karvy.com> or contact Mr. G. Ramesh Desai, Manager at Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot No. 31-32, Financial District, Nanakramguda, Hyderabad - 500 032 or at email address: evoting@karvy.com or contact no. 040-6716 2222 or Karvy's toll free No. 1800-345-4001 (from 9.00 A.M. to 6.00 P.M.)
- f) The results of the physical Postal Ballot and e-voting will be declared by the Whole-time Director, Group General Counsel & Company Secretary at 5.00 p.m. on Wednesday, January 17, 2018 at the registered office of the Company situated at Hindustan Times House, 2nd Floor, 18-20, Kasturba Gandhi Marg, New Delhi - 110 001. The result along with the scrutinizer's report shall be displayed on the Notice Boards of the company at its Registered office at New Delhi. The result along with the scrutinizer's report shall also be displayed on the Company's website viz. www.htmedia.in and on Karvy's website viz. <https://evoting.karvy.com> and will also be announced to the Stock Exchanges where the shares of the Company are listed.

For HT Media Limited

(Dinesh Mittal)

**Whole-time Director, Group General Counsel,
& Company Secretary**

Date: December 15, 2017