

## HT Media - Notice of Postal Ballot

Security Code	532662	Company	HT Media Ltd
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Exchange Disseminated Time **04-06-2008 18:13:44**

HT Media Ltd has informed BSE that the members of the Company will consider to approve by way of Postal Ballot the following Resolutions as under:

1. To mortgage, hypothecate and / or otherwise charge, alienate, pledge, create lien or other encumbrance or dispose off 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 or all 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 facility or arrangement 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 / as may be approved by the Members under Section 293 (1)(d) of the Companies Act, 1956, together with interest, compound / additional interest commitment fee, premium, commission, costs, charges and expenses and other payments / moneys 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, subject to the necessary provisions & approvals.

2. To re-classify the Authorized Share Capital of the Company, from Rs 72,50,00,000/- (Rupees Seventy Two Crore and Fifty Lac only) divided into 26,25,00,000 (twenty Six Crore twenty Five Lac) Equity Shares of Rs 2/- each and 20,00,000 (Twenty Lac) Preference Shares of Rs 100/- each; into 36,25,00,000 (Thirty Six Crore Twenty live Lac) Equity Shares of Rs 2/- each and consequential amendment in the Memorandum of Association of the Company.

3. To alter Clause III(A) of the Memorandum of Association of the Company, by inserting the following new Sub-clause 5, immediately after the existing Sub-clause 4 thereof:

"5. To carry on in India and elsewhere the business to produce, promote, manage, project, procure or acquire rights, participate, manufacture, process, prepare, alter, develop, expose, edit, exhibit, broadcast, transmit make, remake, display, print, reprint, convert, duplicate, finish, buy, sell, run, import, export and dealing any manner, act as broker, agent, distributor, proprietor, organizers, promoters, sponsors, copyright owners, audio & video right owners, media partners and media advisors, of all kinds of live and recorded, sports, entertainment events, news & current affair events, summits, pageants, concerts, shows, exhibitions, premiers, in all languages, in India or elsewhere."

4. To amend Article 13.12 of the Articles of Association of the Company, by deleting the following words contained therein:

"... No meeting shall have been validly convened until notice of such meeting of the Board has been given in writing to all the Directors at least 14 days prior to the proposed date of the meeting at the address notified to the Company accompanied with all relevant agenda papers.

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.

The Postal Ballot form duly completed should reach the scrutinizer on or before the close of working hours on July 05, 2008. The scrutinizer will submit his report to the Chairman or any Director of the Company after completion of the scrutiny and the results of the postal ballot will be announced on July 11, 2008.