



HT Media Limited

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POSTAL BALLOT NOTICE

Dear Members,

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, and other applicable laws, to seek your approval by way of Special Resolution(s) passed through Postal Ballot / e-voting process, in respect of following Special Business.

The Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out the material facts pertaining to the said resolution(s), is annexed herewith for your consideration.

SPECIAL BUSINESS

Alteration of Objects Clause of Memorandum of Association of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, permissions, sanctions of appropriate authorities, as may be required, approval of the Members of the Company be and is hereby accorded to alter the Objects Clause of Memorandum of Association of the Company, as under:

(i) *Replace the existing title of Clause III(A) with the following:*

"III(A) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:"

(ii) *Replace the existing sub-clause 1 under "Clause III(A)" with the following:*

"1. To print, publish, conduct for sale or deal in one or more newspapers, periodicals, magazines, books, pamphlets etc., either daily or otherwise, in English, Hindi or any other language."

(iii) *Insert following new sub-clauses 7, 8 and 9 under "Clause III(A)":*

"7. To act as manufacturers, importers, exporters and dealers in all kinds and classes of paper, board, or any other articles or things of a character similar or analogous to the foregoing.

8. To provide managerial, consulting and/or advisory based services.

9. To establish, purchase, acquire, operate, manage, maintain, develop, and /or run, either on its own, or in collaboration with others, coaching classes, training centers, schools, colleges, universities,

bureaus, websites, research laboratories and other academic/non-academic institutions, for imparting primary, secondary and higher level education, in all disciplines of arts, science, commerce, engineering, medicine, para-medical, management, computers, management and information technology, in and outside India, by way of oral, written, correspondence, teleconferencing and online courses.”

(iv) *Replace the existing title of Clause III(B) with the following:*

“MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A) ARE:”

(v) *Insert following new sub-clause 37 under “Clause III(B)”:*

“37. To put to gainful use any assets or infrastructure facility by way of lease, letting out or subletting, property of the Company, including plant, machinery, equipments, buildings, furniture, vehicles etc., on such terms which may benefit the Company.

(vi) *Delete Clause III(C) titled “OTHER OBJECTS”.*

RESOLVED FURTHER THAT *for the purpose of giving effect to the foregoing resolution, the Board of Directors (which term shall be deemed to include any Committee of the Board authorized in the said behalf) be and is hereby authorised to do all such acts, deeds 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 respect of aforesaid, without being required to seek any further consent or approval of Members of the 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
For HT Media Limited**



**(Dinesh Mittal)
Whole-time Director, Group General Counsel
& Company Secretary**

Place : New Delhi

Date : December 8, 2017

NOTES:

1. The Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out the material facts and reasons for the proposed special resolution is annexed hereto.
2. The 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 Friday, December 8, 2017 (“Cut-off date”). The Notice is available on the Company’s website viz. www.htmedia.in.
3. The Notice along with the Postal Ballot Form is being sent to the Members in electronic form to the e-mail addresses registered with their Depository Participants (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 Notice are being sent by permitted mode along with a self-addressed postage pre-paid envelope. Any person who is not a Member as on the cut off date shall treat this Notice for information purpose only.
4. A person whose names appear in the Register of Members / List of Beneficial Owners as on the Cut-off date shall be entitled to vote through Postal Ballot / e-voting on the resolution set forth in the Notice. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Members / Beneficial Owners as on the Cut-off date.
5. Corporate / Institutional Members (i.e. other than individuals, HUF, NRI, etc.) opting for Ballot are also required to send certified true copy of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer along with the Postal Ballot Form.
6. There will be only one Ballot Form for every Client ID/Folio No. irrespective of the number of joint holders. In case the shares are held jointly, the Ballot Form shall be completed and signed by the first named Member and in his/her absence by the next named Member.
7. The Board of Directors has appointed Shri Sanket Jain, Company Secretary-in-Practice (CP No. 12583) as Scrutinizer to scrutinize the voting through Postal Ballot and e-voting process, in a fair and transparent manner.
8. **Members who have not registered their e-mail addresses are requested to register the same with the Company’s Registrar and Transfer Agent / Depository Participant(s) for sending future communication(s) in electronic form.**
9. Relevant documents referred to in this Postal Ballot Notice are available for inspection without any fee by the members on all business days (i.e. except Saturday, Sunday and Public holidays) during 10:00 a.m.to 4:00 p.m. at the Registered office of the Company from the date of dispatch of this Notice till the last date of report of Postal Ballot Forms and e-voting i.e. Monday, January 15, 2018
10. Pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI

Regulations), the Members have been provided the facility to cast their vote on resolutions set forth in the Notice through e-voting and has engaged the services of Karvy Computershare Private Limited (Karvy), the Registrar & Share Transfer Agent of the Company, as the authorized agency to provide the e-voting facility. **The Members can opt for only one mode of voting i.e., either by Postal Ballot or e-voting.** In case Members cast their votes through both the modes, then voting done by e-voting shall prevail and votes cast through Postal Ballot will be treated as invalid. A member cannot exercise his/her vote by proxy on Postal Ballot. **Members are requested to carefully read the “Procedure and instructions for e-voting” outlined hereunder.**

11. The e-voting facility will be available during the following period:

Commencement of e-voting	From 9.00 a.m. (Server time) on December 17, 2017 (Sunday)
End of e-voting	Upto 5.00 p.m. (Server time) on January 15, 2018 (Monday)

E-voting will not be allowed beyond the aforesaid date and time, and the e-voting module shall be disabled by Karvy upon expiry of aforesaid period.

12. **PROCEDURE AND INSTRUCTIONS FOR E-VOTING**

(A) In case a Member receives an email from Karvy [whose e-mail address is registered with the Company/Depository Participant(s)]:

- i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
- ii. Enter the login credentials (i.e. User ID and password mentioned in the e-mail). In case of physical folio, User ID will be **EVEN** (E-voting Event Number) followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for E-voting, you can use your existing User ID and password for casting your vote.
- iii. After entering these details appropriately, click on **“LOGIN”**.
- iv. You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the **“EVEN”** i.e., **“HT Media Limited”**.
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under **“FOR/AGAINST”** or alternatively, you may partially enter any number under **“FOR”** or partially **“AGAINST”** but the total number in **“FOR/AGAINST”** taken together shall not exceed your total

shareholding as mentioned herein above. You may also choose the option “ABSTAIN” and the shares held will not be counted under either head.

- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as “ABSTAIN”.
- x. You may then cast your vote by selecting an appropriate option and click on “SUBMIT”.
- xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution, you will not be allowed to modify.
- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter/ Power of Attorney, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email address:sanketjaincs@gmail.com with a copy marked to evoting@karvy.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format “**Corporate Name_Event No.**”

(B) In case of Members receiving physical copy of Notice [for Members whose e-mail addresses are not registered with the Company/Depository Participant(s)]:

- i. EVEN, User ID and Password are provided at the bottom of the postal ballot form annexed with this Notice.
 - ii. Please follow all steps from Sl. No. (i) to (xii) of para 12(A) above to cast your vote by electronic means.
13. 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.)

14. PROCEDURE FOR CASTING VOTE THROUGH POSTAL BALLOT FORM

- (i) A Member desiring to exercise vote by Postal Ballot shall complete the enclosed Ballot Form and send it to the Scrutinizer in the enclosed self-addressed postage prepaid Business Reply Envelope. However, envelopes containing Postal Ballot Forms, if sent by courier or by registered post at the expense of the Member will also be accepted. The envelopes may also be deposited personally at the address given thereon. The Ballot Form, duly completed and signed should be returned in the enclosed self-addressed postage prepaid Business Reply Envelope so as to reach the Scrutinizer on or before 5.00 p.m. on Monday, January 15, 2018. Any Postal Ballot Form 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. 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.

The members are requested to carefully read the instructions printed overleaf the Postal Ballot Form before exercising their votes.

- (ii) Members who have received the Postal Ballot Notice by e-mail and who wish to vote through physical Form may download the Postal 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.
15. The Scrutinizer will submit his report to the Chairperson & Editorial Director or in her absence to the Whole-time Director of the Company, after completion of the scrutiny of the Postal Ballot Forms and e-voting, who shall countersign the same.
16. The results of Postal Ballot will be declared by the Whole-time Director, Group General Counsel & Company Secretary of the Company at 5.00 p.m. on Wednesday, January 17, 2018 at the registered office of the Company situated at Hindustan Times House, 18-20, Kasturba Gandhi Marg, New Delhi - 110 001. The result shall also be announced to the Stock Exchanges where the shares of the Company are listed. The result of Postal Ballot along with the Scrutinizer's report will also be hosted on the Company's website viz. www.htmedia.in and on Karvy's website viz. <https://evoting.karvy.com>. The result of Postal Ballot and e-voting along with the Scrutinizer's report shall also be displayed on the Notice Boards of the Company at its Registered Office at New Delhi.
17. The Resolution(s), if passed by the requisite majority, shall be deemed to have been passed on the last date for receipt of duly completed Postal Ballot forms / e-voting, i.e. Monday, January 15, 2018.

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



(Dinesh Mittal)

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

Place : New Delhi

Date : December 8, 2017

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The Members are apprised that in view of the fast changing landscape of media & entertainment industry, and also to align the existing Objects Clause of Memorandum of Association (MoA) of the Company with provisions of the Companies Act, 2013, the Board of Directors of the Company at its meeting held on July 18, 2017 had decided, subject to approval of the Members, as outlined in the accompanying resolutions by way of Special Resolution passed through Postal Ballot/e-voting process, to alter the Objects Clause of MoA of the Company.

The proposed alterations in the Objects Clause, enlarges / broadens the existing objects which can be conveniently and advantageously combined with the existing businesses of the Company. Further, the clause relating to education business is proposed to be incorporate in the object clause in view of its synergy with the existing businesses of the company

Pursuant to the provisions of Sections 13 and 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, approval of the Members of the Company is being sought, for alteration of the MoA of the Company, by way Special Resolutions proposed to be passed by Postal Ballot.

None of the Directors or Key Managerial Personnel of the Company and their relatives are in, any way, concerned or interested, financially or otherwise, in the resolutions.

The Board of Directors commend the resolution set out above, for approval by the Members.

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



**(Dinesh Mittal)
Whole-time Director, Group General Counsel
& Company Secretary**

Place : New Delhi

Date : December 8, 2017

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