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POSTAL BALLOT FORM

(To be returned to the Scrutinizer appointed by the Company)

1. Name of Member (IN BLOCK LETTERS) & :
Registered address of the sole/first named Member/beneficial owner

2. Name(s) of the Joint Holder(s) if any :

3. Registered Folio No./DP ID No. & Client ID No.* :
(*Applicable to members holding shares in dematerialized Form)

4. Number of equity share(s) held :

I/We hereby exercise my/our vote in respect of the Special Resolution(s) to be passed by the Members through Postal Ballot for the business stated in the Postal Ballot Notice dated February 15, 2019, by conveying/sending my/our assent (FOR) or dissent (AGAINST) to the said Special Resolution by placing a tick mark (✓) at the appropriate box below:

Description of Resolution	No. of equity shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
Special Resolution			
1. Re-appointment of Shri Ajay Relan (DIN: 00002632) as Independent Director of the Company, not liable to retire by rotation.			
2. Approval of payment of remuneration to Smt. Shobhana Bhartia (DIN: 00020648) Chairperson and Editorial Director (Managing Director under the Companies Act, 2013).			
3. Approval of payment of remuneration to Shri Praveen Someshwar (DIN: 01802656) Managing Director & CEO.			
4. Approval of payment of remuneration to Shri Dinesh Mittal (DIN: 00105769) as a Whole- time Director during the period April 1, 2018 and August 8, 2018.			

Place :

Date :

(Signature of Member)

-----x-----x-----x-----
PARTICULARS FOR E-VOTING

EVEN (E-voting Event Number)	User Id	Password

Note: Please read the instructions printed overleaf and the Postal Ballot Notice dated February 15, 2019 carefully, before exercising your vote.

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

Commencement of e-voting	End of e-voting
From 9.00 a.m. (Server time) on February 26, 2019 (Tuesday)	Upto 5.00 p.m. (Server time) on March 27, 2019 (Wednesday)

INSTRUCTIONS

1. A Member desiring to exercise vote by physical Postal Ballot, may complete this Form and send it to the Scrutinizer in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the HT Media Limited (the "**Company**"). However, envelope containing Postal Ballot Form, if sent by courier or registered post at the expense of the Member will also be accepted.
2. The Postal Ballot Form should be completed and signed by the Member (as per the specimen signature registered with the Company/RTA or Depository Participants for shares held in physical and dematerialized form, respectively). In case of joint holding, this form should be completed and signed by the first named Member and in his/her absence, by the next named Member.
3. Members are requested to fill the Postal Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil. The votes of a Member will be considered invalid on any of the following grounds:
 - a. if the Postal Ballot form has not been signed by or on behalf of the Member;
 - b. if the Member's signature does not tally;
 - c. if the Member has marked his / her / its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate Shares voted for 'Assent' and 'Dissent' exceeds total number of Shares held;
 - d. if the Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
 - e. if the Postal Ballot Form is incomplete or incorrectly filled;
 - f. if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the Member or the number of votes, or whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified, or one or more of the above grounds; and
 - g. if the form other than the one issued by the Company is used.
4. The Postal Ballot Form shall not be exercised by a Proxy.
5. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 5.00 p.m. on Wednesday, March 27, 2019. All PostalBallot Forms received after this date, will be strictly treated as if reply from such Member has not been received.
6. A Member may request for a duplicate Postal Ballot Form by writing to evoting@karvy.com. However, the duly completed Form should reach the Scrutinizer not later than the date specified under instruction No. 5 above.
7. There will be only one Postal Ballot Form for every Folio/DP ID Client ID irrespective of the number of joint Shareholder(s). Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Members / list of beneficial owners as on the Cut-off date i.e. Friday, February 15, 2019.
8. Physical Postal Ballot Form signed in a representative capacity must be accompanied by the requisite certified copy of Board Resolution / Power of Attorney/ Authority Letter etc. together with duly attested specimen signature(s) of the authorized signatory(ies). If the same is /are already registered with the Company, please quote the registration number.
9. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid Business Reply Envelope. Any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company will not be able to act on the same.
10. Members have option to vote either through e-voting as per "Procedure and instruction for e-voting" provided in the Notice sent herewith or through Postal Ballot Form. If a Member has opted for e-voting, then he/she should not vote by Postal Ballot Form also and vice-versa. However, in case a Member cast their vote both via Postal Ballot and e-voting, then voting through e-voting shall prevail and voting done by Postal Ballot shall be treated as invalid.
11. Scrutinizer's decision on the validity of the Postal Ballot Form and any other related matter shall be final and binding.
12. The consent must be accorded by recording the assent in the column "FOR" or dissent in the column "AGAINST" by placing a tick mark in the appropriate box.

ATTENTION TO THE MEMBERS

Members may note that as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, request for transfer of securities held in physical form(except transmission or transposition of securities) will not be processed after March 31, 2019. Members are therefore, requested to dematerialize the securities held by them in physical form on or before March 31, 2019.