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## HT Media Limited

CIN: L22121DL2002PLC117874  
Registered Office: Hindustan Times House,  
18-20, Kasturba Gandhi Marg, New Delhi-110 001  
Ph.: +91 6656 1608, Fax: +91 6656 1445  
E-mail: corporatedept@hindustantimes.com website: www.htmedia.in

### NOTICE TO MEMBERS

Members are hereby informed that in terms of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014, the Company proposes passing of the following special resolution(s) by postal ballot process - (a) Approval of borrowing(s) in excess of aggregate of paid-up share capital and free reserves in terms of Section 180(1)(c) of the Companies Act, 2013; and (b) To authorize mortgage, hypothecation and/or otherwise charge, alienate, pledge, create lien or other encumbrance or dispose of in any manner, any or all immovable / movable and/or tangible / intangible properties of the Company in terms of Section 180(1)(a) of the Companies Act, 2013.

The dispatch of Postal Ballot Notice has been completed on 8<sup>th</sup> August, 2014. The voting rights of Members have been reckoned on 25<sup>th</sup> July, 2014, which is the cut-off date for this purpose. Members who opt for voting in physical mode shall record their assent (for)/dissent (against) on the aforesaid special resolution(s) in the Postal Ballot Form and return the same duly completed and in original, in the postage pre-paid Business Reply Inland Letter (if posted in India), latest by Tuesday, the 9<sup>th</sup> September, 2014 (1730 Hours). For members who opt for voting in electronic mode, e-voting will commence on and from 0930 Hours (Server time) on Monday, the 11<sup>th</sup> August, 2014, and will remain open till 1730 Hours (Server time) on Tuesday, the 9<sup>th</sup> September, 2014. Members may please note that Postal Ballot Forms received after 1730 Hours on 9<sup>th</sup> September, 2014 will be treated as if reply from such member has not been received and shall not be counted for the purposes of passing the special resolutions. Similarly, voting by electronic means shall not be allowed beyond 1730 Hours (Server time) on 9<sup>th</sup> September, 2014.

Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot Form, can download Postal Ballot Form from the link <https://evoting.karvy.com>. In case of non-receipt of Postal Ballot Form sent by post, members may approach the Registrar & Share Transfer Agent viz. M/s. Karvy Computershare Private Limited.

The Board of Directors of the Company has appointed Shri N.C. Khanna, Company Secretary-in-Practice as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. The result of Postal Ballot will be announced on Friday, the 12<sup>th</sup> September, 2014 at 1700 Hours and will be informed to the stock exchanges where the Company's shares are listed on the same day and uploaded on Company's and Karvy's website viz. [www.htmedia.in](http://www.htmedia.in) and <https://evoting.karvy.com>, respectively.

For any grievances/queries relating to voting by postal ballot or by electronic means, Members may please contact Shri Suresh Babu D., Karvy Computershare Private Limited Unit : HT Media Limited, Plot No. 17-24, Vittalrao Nagar, Madhapur, Hyderabad - 500 081, Tel.: +91-40-44655000, Toll Free No.: 1800-345-4001, Fax: +91-40-23420814 and E-mail id: [einward.ris@karvy.com](mailto:einward.ris@karvy.com).

Place: New Delhi  
Date: 8<sup>th</sup> August, 2014

For HT Media Limited  
Sd/-  
(Dinesh Mittal)  
Group General Counsel &  
Company Secretary