



HT MEDIA LIMITED
Regd. Office : Hindustan Times House
18-20, Kasturba Gandhi Marg
New Delhi - 110001
Tel.: 66561234 Fax : 66561270
www.hindustantimes.com
E-mail : corporatedept@hindustantimes.com
CIN : L22121DL2002PLC117874

February 25, 2019

Ref: HTML/CS/155/2019

National Stock Exchange of India Limited
Exchange Plaza, Plot No. C-1, Block G
Bandra — Kurla Complex, Bandra (E)
Mumbai - 400 051

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 001

Scrip Code: 532662

Trading Symbol: HTMEDIA

Dear Sirs,

Sub: Notice of Postal Ballot - Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015

In terms of requirement of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed a copy of Postal Ballot Notice dated February 15, 2019 along with Ballot Form.

This is for your information and records.

Thanking you,

Yours faithfully,
For HT Media Limited

(Authorised Signatories)

Encl.: As above



HT Media Limited

CIN: L22121DL2002PLC117874

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

Phone: +91 11 6656 1608 Fax: +91 11 6656 1445

E-mail: investor@hindustantimes.com Website: www.htmedia.in

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 in respect of following Special Business(s), by way of Special Resolution through Postal Ballot, including by way of remote e-voting process.

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

ITEM NO.1

Re-appointment of Shri Ajay Relan (DIN: 00002632) as Independent Director of the Company, not liable to retire by rotation

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, rules made thereunder and the applicable regulations of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Shri Ajay Relan (DIN: 00002632), who holds office as Independent Director upto March 31, 2019, and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose the candidature of Shri Ajay Relan for the office of Director of the Company, be and is hereby re-appointed as Independent Director of the Company, not liable to retire by rotation, to hold office for another term of 5 (five) consecutive years from April 1, 2019 till March 31, 2024.

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."

ITEM NO.2

Approval of payment of remuneration to Smt. Shobhana Bhartia (DIN: 00020648), Chairperson & Editorial Director

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

"RESOLVED THAT pursuant to the provisions of Sections 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, rules made thereunder and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to due recommendation of the Nomination & Remuneration Committee and the Board of Directors, consent of the Members of the Company be and is hereby accorded for payment of following remuneration to Smt. Shobhana Bhartia (DIN: 00020648) Chairperson and Editorial Director of the Company (Managing Director under the Companies Act, 2013) (who was re-appointed at the Annual General Meeting of the Company held on September 25, 2018 for a period of 5 years w.e.f July 1, 2018) during the period of 3 financial years w.e.f. April 1, 2018 :

1.	Basic Salary	Rs.32,00,000/- per month with authority to the Board of Directors (which expression shall include a Committee thereof) to revise the basic salary from time to time taking into account the performance of the Company, subject however to a ceiling of Rs.50,00,000/- per month.
2.	Housing	Fully furnished residential accommodation, the cost of which shall not exceed 60% of the basic salary per annum or House Rent Allowance in lieu thereof.
3.	Gas/Water/ Electricity	Actual expenditure upto a maximum of Rs.24,00,000/- per annum.
4.	Medical Expenses	Reimbursement of medical expenses incurred in India and abroad (including insurance premium for medical and hospitalization policy, if any) on actual basis for self and family, subject to ceiling of one month's basic salary in a year or three month's basic salary over a period of three years.
5.	Leave Travel Allowance	For self and family, once a year in accordance with Rules of the Company.
6.	Club Fees	Membership of one Club in India (including admission and membership fee).
7.	Entertainment expenses and other business expenses	Entertainment, travelling and all other expenses incurred for the business of the Company shall be reimbursed as per Rules of the Company. Reimbursement of travelling expenses of spouse accompanying the Chairperson and Editorial Director on any official trip as per Rules of the Company.
8.	Car & Telephone	The Company shall provide car with driver and telephone at the residence of the Chairperson and Editorial Director, for the Company's business.
9.	Personal Insurance	For an amount, premium of which shall not exceed one month's basic salary.
10.	PF Contribution	Contribution to Provident Fund shall be as per Rules of the Company.
11.	Gratuity	Gratuity payable shall not exceed half a month's basic salary for each completed year of service.
12.	Superannuation	Contribution to Superannuation Fund, if any shall be as per Rules of the Company.
13.	Other allowances, benefits and perquisites	Any other allowances, benefits and perquisites admissible to the senior Officers of the Company as per Rules of the Company, from time to time.

RESOLVED FURTHER THAT the tenure of Smt. Shobhana Bhartia as Chairperson & Editorial Director of the Company (Managing Director under the Companies Act, 2013) for a period of 5 years w.e.f. July 1, 2018, as appointed by the members at the Annual General Meeting held on September 25, 2018, shall remain unchanged.

RESOLVED FURTHER THAT so long as Smt. Shobhana Bhartia functions as the Chairperson & Editorial Director of the Company, and draws the remuneration mentioned in the foregoing resolution, she will not be entitled to any fee for attending meetings of the Board of Directors or any Committee thereof.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolutions, 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 the Members of 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.”

ITEM NO.3

Approval of payment of remuneration to Shri Praveen Someshwar (DIN: 01802656), Managing Director & CEO

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

“RESOLVED THAT pursuant to the provisions of Sections 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to due recommendation of Nomination & Remuneration Committee and the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded, for payment of following remuneration to Shri Praveen Someshwar (DIN: 01802656) Managing Director & CEO of the Company (who was appointed at the Annual General Meeting of the Company held on September 25, 2018 for a period of 5 years w.e.f August 1, 2018) during the period of 3 years w.e.f. August 1, 2018:

1.	Basic Salary	Rs.14,25,000/- per month with authority to Chairperson (hereinafter referred to as “the Authority”) to revise the Basic Salary from time to time, subject however to a ceiling of Rs.25,00,000/- per month.
2.	Entertainment	Entertainment expenses incurred for the business of the Company shall be reimbursed as per Rules of the Company. Reimbursement of travelling expenses of spouse accompanying the Managing Director on any official trip as per Rules of the Company.
3.	PF Contribution	Contribution to Provident Fund shall be as per Rules of the Company.
4.	Gratuity	Gratuity payable shall not exceed half a month's Basic Salary for each completed year of service or as per prevailing Rule, whichever is higher.

5.	Other allowances, benefits, perquisites and variable pay	Aggregate of – (i) any other allowances, benefits & perquisites admissible to senior officers of the Company as per Rules of the Company from time to time; (ii) variable pay viz. Enterprise Goal Award (EGA), Bonus or by whatever name called, to be fixed by the Authority on the basis of Company's performance; and (iii) Joining Bonus, upto a maximum of 250% of aggregate of remuneration, under (1) to (4) above.
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RESOLVED FURTHER THAT the tenure of Shri Praveen Someshwar as Managing Director & CEO of the Company for a period of 5 years w.e.f. August 1, 2018, as appointed by the members at the Annual General Meeting held on September 25, 2018, shall remain unchanged.

RESOLVED FURTHER THAT so long as Shri Praveen Someshwar functions as the Managing Director & CEO of the Company, and draws the remuneration as mentioned in the foregoing resolution, he will not be entitled to any fees for attending the meetings of the Board of Directors or any Committee thereof.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolutions, 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 the Members of 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.”

ITEM NO.4

Approval of remuneration paid to Shri Dinesh Mittal (DIN: 00105769) as Whole-time Director during the period April 1, 2018 and August 7, 2018

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

“RESOLVED THAT pursuant to the provisions of Sections 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, rules made thereunder, and pursuant to due recommendation of Nomination & Remuneration Committee and the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded to the remuneration of Rs.294.97 Lacs paid to Shri Dinesh Mittal (DIN: 00105769) as Whole-time Director of the Company during the period April 1, 2018 and August 7, 2018.

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 the Members of 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)

Place : New Delhi

Date : February 15, 2019

Group General Counsel & Company Secretary

NOTES:

1. The statement pursuant to Section 102 (1) read with Section 110 of the Companies Act, 2013, setting out the material facts and reasons for the proposed special resolution(s) is annexed hereto.
2. The Postal Ballot Notice along with the Form is being sent to all the Members of the Company, whose name appear in the Register of Members/List of Beneficial Owners provided by National Securities Depository Limited (“NSDL”)/ Central Depository Services (India) Limited (“CDSL”) as on Friday, February 15, 2019 (“**Cut-off date**”). The Notice is available on the Company’s website viz. www.htmedia.in and on the website of e-voting agency viz www.evoting.karvy.com.
3. The Notice along with the Postal Ballot Form is being sent to the Members in electronic form on their e-mail ID registered with their Depository Participants (in case of electronic shareholding) / Company’s Registrar and Transfer Agent (in case of physical shareholding). For Members, whose e-mail ID are not registered, physical copies of the Notice are being sent by permitted mode along with a self-addressed postage pre-paid envelope.
4. A person whose name appears 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(s) set forth in the Notice. The voting rights of the Members shall be reckoned on the paid-up value of the shares registered in the name of the Member / Beneficial Owner as on the Cut-off date. Any person who is not a Member of the Company as on the Cut-off date should treat this Notice for information purpose only.
5. Corporate / Institutional Members (i.e. other than individuals, HUF, NRI, etc.) opting for Postal Ballot are 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 Postal Ballot Form for every Client ID/Folio No. irrespective of the number of joint holders. In case shares are held jointly, the Postal 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 at its meeting held on January 16, 2019, has appointed Shri Lalit Chaudhary, Company Secretary-in-Practice (CP No. 15889) as Scrutinizer to scrutinize the voting through Postal Ballot and remote e-voting process, in a fair and transparent manner.
8. **Members who have not registered their e-mail address, are requested to register the same with the Company’s Registrar and Transfer Agent / Depository Participant(s) to enable the Company to send future communication(s) in electronic form.**
9. Relevant documents referred to in this Postal Ballot Notice are available at the Registered office of the Company for inspection by the members without any fee on all business days (i.e. except Saturday, Sunday and Public holidays) during 10:00 a.m.to 4:00 p.m. from the date of dispatch of this Notice till the last date of receipt of Postal Ballot Forms and remote e-voting i.e. Wednesday, March 27, 2019.
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 LODR), Members are provided the facility to cast their vote on resolutions set forth in the Notice, through remote e-voting facility and has engaged the services of Karvy Fintech Private Limited (Karvy), the Registrar & Share Transfer Agent of the Company, as the authorized agency to provide the remote e-voting facility. **Members can opt for only one mode of voting i.e., either by Postal Ballot or remote e-voting.** In case Members have cast their votes through both the modes, then voting done by remote e-voting shall only be considered by the Scrutinizer, 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 remote e-voting” outlined hereunder.**
11. Remote e-voting facility will be available during the following period:

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

Remote 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. Pursuant to the provisions of Regulation 36 of the SEBI LODR and Clause 1.2.5 of Secretarial Standards on General Meeting (SS-2) issued by the Institute of Company Secretaries of India, details of Directors, are annexed herewith.

13. PROCEDURE AND INSTRUCTIONS FOR REMOTE E-VOTING

The procedure and instructions for remote e-voting are as under:

(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 of the 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 or **“CANCEL”** to modify. Once you have voted on the resolution, you will not be allowed to modify your vote.
- 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 ID: cslalitchaudhary1@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 mentioned in a separate communication annexed to this Notice.
- ii. Please follow all steps from Sl. No. (i) to (xii) of para 13(A) above to cast your vote by electronic means.
- iii. During the voting period, Members can login any number of times till they have voted on the Resolution(s). Once the vote on a resolution is cast by a Member, it cannot be changed subsequently.
- iv. You can update your mobile number and e-mail address in the user profile details which may be used for sending future communication(s).
- v. Voting rights of Members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-Off date i.e. February 15, 2019.

(C) Any person who is a Member of the Company may also obtain the User ID and Password in the manner as mentioned below :

- i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number + Folio No. or DP ID Client ID to +91-9212993399
Example for NSDL: MYEPWD <SPACE>IN12345612345678

Example for CDSL: MYEPWD <SPACE> 1402345612345678

Example for Physical: MYEPWD <SPACE> XXXX1234567890

- ii. If e-mail address or mobile number of the member is registered against Folio No./ DPID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click “Forgot Password” and enter Folio No. or DPID Client ID and PAN to generate a new password.
 - iii. Member may call Karvy’s toll free number 1800-345-4001 Monday to Saturday (from 8.00A.M. to 8.00P.M.)
 - iv. Member may send an e-mail to evoting@karvy.com requesting User ID and Password. However, Karvy shall endeavor to send User ID and Password to those new Members whose mail ids are available.
14. In case of any query/grievance, in respect of remote 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 Shri G. Ramesh Desai, Manager at Karvy Fintech 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.).

15. **PROCEDURE FOR CASTING VOTE THROUGH POSTAL BALLOT FORM**

- (i) Members 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 Wednesday, March 27, 2019. Any Postal Ballot Form received after 5.00 p.m. on Wednesday, March 27, 2019, 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/ Courier Agency or for reasons beyond the control of the Company or the Postal Department/ Courier Agency.

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 in physical form / seeking a duplicate copy of Postal Ballot Form may download the Postal Ballot Form attached to the e-mail or from the web link: www.evoting@karvy.com or 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 Wednesday, March 27, 2019.
16. The Scrutinizer will submit his report to Chairperson & Editorial Director or any other person authorized by Chairperson & Editorial Director, after completion of the scrutiny of the Postal Ballot Forms and remote e-voting, who shall countersign the same.
17. The results of Postal Ballot will be declared by the Chairperson & Editorial Director or any other person authorized by the Chairperson & Editorial Director of the Company on Friday, March 29, 2019 at the registered office of the Company situated at Hindustan Times House, 18-20, Kasturba Gandhi Marg, New Delhi - 110 001. The results shall also be announced to BSE Limited and The National Stock Exchange of India Limited. The results 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 results of Postal Ballot and remote 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.
18. The Resolution(s), if passed by requisite majority, shall be deemed to have been passed as on the last date for receipt of duly completed Postal Ballot forms / e-voting, i.e. Wednesday, March 27, 2019.

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

ITEM NO.1

Members may kindly recall, at their 12th Annual General Meeting held on September 16, 2014, Shri Ajay Relan was appointed Independent Director of the Company w.e.f. April 1, 2014 for a term of 5 (five) years, which is now coming to an end on March 31, 2019. In terms of the provisions of Section 149 of the Companies Act, 2013 (“the Act”), Shri Ajay Relan is eligible for re-appointment as Independent Director for one more term of 5 years, on passing of a Special Resolution by the Members, and disclosure of such appointment in the Board’s Report.

The Board of Directors of the Company at its meeting held on January 16, 2019, after due consideration of the report(s) of performance evaluation, approved the re-appointment of Shri Ajay Relan as an Independent Director of the Company w.e.f. from April 1, 2019, for another term of 5 (five) years, subject to approval of Members of the Company. The Board of Directors is of the opinion, that his continued association as Independent Director, will benefit the Company.

Shri Ajay Relan is one of the pioneers of the Indian private equity industry. Prior to founding CX Partners, he headed Citi's private equity business, since its inception in 1995. Prior to this, he worked with several financial firms in multiple geographies, starting with Citibank in 1976. He was the CEO of a Citi affiliated brokerage firm, Citicorp Securities & Investments Ltd. He is currently the Managing Partner of Xponentia Capital Partners LLP. Shri Ajay Relan has served on the boards of several portfolio companies. He holds an MBA from Indian Institute of Management, Ahmedabad and B.A. (Hons) Economics from St. Stephen's College, Delhi University.

The Company has received a notice in writing under Section 160 of the Act from a Member signifying his intention to propose the candidature of Shri Ajay Relan for the office of Director of the Company. The Company has also received- (a) declaration of independence from Shri Ajay Relan; (b) his consent to act as Director; and (c) declaration to the effect that he is not disqualified from being appointed as Director in terms of Section 164 (2) of the Act. In the opinion of the Board, Shri Ajay Relan possesses appropriate skills, experience & knowledge and fulfills the conditions specified in the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for his re-appointment as an Independent Director of the Company. Shri Ajay Relan is independent of the management and is not related to any Director or Key Managerial Personnel of the Company. As a Non-executive Director, Shri Ajay Relan will be entitled to sitting fee for attending Board/ Committee meeting(s) and commission on profits of the Company, as approved by the Board of Directors from time to time. Considering the qualification and experience of Shri Ajay Relan, his re-appointment as Independent Director shall be beneficial to the Company.

Draft Letter of appointment of Shri Ajay Relan, setting out terms & conditions of his re-appointment is available for inspection by Members without any fee at the Registered Office of the Company, on all business days (except Saturdays, Sundays and Public Hoildays) during 10.00 A.M. to 4.00 P.M. upto Wednesday, March 27, 2019. The same is also available on the Company's website viz. www.htmedia.in.

Shri Ajay Relan and his relatives are interested in the resolution(s) set out at Item no. 1 with regard to his re-appointment as Independent Director (to the extent of their shareholding interest, if any, in the Company).

Save and except the above, none of the Directors or Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board of Directors commends the Special Resolution(s) set out at Item no.1 of the Notice, for approval of the Members.

ITEM NOS. 2 TO 4

Kindly recall, at the 16th Annual General Meeting (AGM) held on September 25, 2018, the Members had approved re-appointment of Smt. Shobhana Bhartia as Chairperson & Editorial Director of the Company (Managing Director under the Act) for a term of 5 (five) years w.e.f. July 1, 2018. At the said AGM, approval was also accorded for appointment of Shri Praveen Someshwar as an Additional Director, and Managing Director & CEO of the Company (Key Managerial Personnel u/s 203 of the Act ("KMP")) for a period of 5 (five) years w.e.f. August 1, 2018. Shri Dinesh Mittal who was holding office of a Whole-time Director resigned as such w.e.f August 8, 2018. However, Shri Dinesh Mittal continues to be the Group General Counsel & Company Secretary (KMP) of the Company.

The remuneration paid/payable to the aforesaid present and past Managerial Personnel viz. Smt. Shobhana Bhartia, Shri Praveen Someshwar and Shri Dinesh Mittal during financial year ending on March 31, 2019 and onwards, as applicable, has been approved by the Members of the Company, as under:

Name of Managerial Personnel	Relevant Period of Remuneration paid/payable during FY 19	Date of approval by the Members
Smt. Shobhana Bhartia	- remuneration paid during the period April 1, 2018 till June 30, 2018 - remuneration paid/payable w.e.f. July 1, 2018 until June 30, 2023	- AGM held on September 16, 2014 - AGM held on September 25, 2018
Shri Praveen Someshwar	remuneration paid/payable w.e.f. August 1, 2018 until July 31, 2023	AGM held on September 25, 2018
Shri Dinesh Mittal	remuneration paid during the period April 1, 2018 and August 7, 2018	AGM held on September 20, 2016

The Members, while approving the above appointment/ remuneration had also approved that, if in any financial year, the Company has no profits or inadequate profits, the remuneration as decided by the Board of Directors from time to time, shall be paid to the Managerial Personnel, with the approval of the Central Government, if required.

Detail of the remuneration paid to Shri Dinesh Mittal during FY 19 as Whole-time Director during April 1, 2018 and August 7, 2018, is given below:

(Rs. in Lacs)

Salary & allowances	Perquisites	Retirement benefits	Bonus/variable pay	Total Remuneration paid during FY 2018-19
61.47	0.17	3.17	230.16	294.97

In the recent past, there has been a steep increase in the newsprint price, both in the domestic and international markets which was further aggravated by the depreciation of INR during the current fiscal. Further, there is softness in revenue in last few years, which continues in the current year also. All these developments have adversely impacted the profitability of the Company during FY-19. It is therefore, possible that there could be a situation of inadequacy of profit computed in the manner prescribed under Section 198 read with 197 of the Act in FY 19 (Net Profit) and the managerial remuneration paid/payable during FY-19 may exceed the limits prescribed under Sections 196 to 198 of the Act.

In case of your Company, the remuneration paid/payable to Managerial Personnel in FY 19 is likely to exceed 10% of Net Profit of the Company for FY 19. Also, aggregate remuneration paid/payable to the aforementioned Managerial Personnel during financial year ending FY 19 is also likely to exceed the limits prescribed under Section II of Part II of Schedule V of the Act.

In terms of the provisions of Section 197 (as amended by the Companies (Amendment) Act, 2017), read with Schedule V of the Act, the Company is required to obtain the approval of the members by way of a special resolution for payment of remuneration to Managerial Personnel in case of no profits/ inadequacy of profits. Further, pursuant to a recent amendment in the SEBI LODR, effective from April 1, 2019, the fees or compensation payable to Executive Directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in a general meeting, if the annual remuneration payable to such Executive Director exceeds Rs.5 Crore or 2.5% of the net profits of the Company, whichever is higher; or where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5% of the net profits of the Company. The proposed special resolution being approved in respect of resolution set out at Item No. 2, of this Notice would also be in compliance with the requirements of SEBI LODR.

In view of the above, approval of the Members is sought for remuneration paid/payable to the Managerial Personnel as set out at Item nos. 2 to 4 of the Notice.

It is clarified that no increase in remuneration of the Managerial Personnel is envisaged in terms of the resolutions set out at Item nos. 2 to 4 of this Notice, and the same is in line with the remuneration already approved by the Members.

The Written Memorandum under Section 190 of the Act setting out the terms of payment of remuneration of Smt. Shobhana Bhartia as Chairperson & Editorial Director and Shri Praveen Someshwar, Managing Director & CEO is available for inspection at the Registered Office of the Company, by the Members without any fee on all business days (except Saturday, Sunday and Public Holidays) during 10.00 AM to 4.00 PM upto the date of closure of e-voting for this Postal Ballot.

The Company, as on date, is not in default in payment of dues to any bank or public financial institution or to non-convertible debenture holders or to any other secured creditor, and accordingly their prior approval is not required, for approval of the proposed special resolutions.

The Nomination and Remuneration Committee and Board of Directors at their respective meetings held on January 16, 2019 have considered this proposal and recommended/ approved the remuneration payable/ paid to managerial personnel, subject to the approval of Members by Special Resolution.

The Board of Directors commend the Special Resolution(s) set out at Item nos.2 to 4 of the Notice for approval of the Members.

Annexure

(A) Disclosure(s) in terms of Sections 197 read with Schedule V to the Companies Act, 2013, applicable Rules thereunder and SEBI LODR, as the case may be

I. General Information:

- 1) **Nature of industry:** Media & Entertainment Industry
- 2) **Date or expected date of commencement of commercial production:** The Company was incorporated on December 3, 2002 and its operating activities commenced thereafter.
- 3) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable.
- 4) **Financial performance based on given indicators:** The Financial and operating performance of the Company during last three financial years is as under:

(Rs. in lacs)

Particulars	Financial Year 2015-2016	Financial Year 2016-2017	Financial Year 2017-2018
Revenue from continuing operations	149,885	143,204	138,865
Total Income of continuing operations	160,462	158,893	159,878
Earnings before interest, tax, depreciation and amortization (EBITDA) before exceptional items [from continuing operations]	31,238	24,034	43,121
Profit before tax from continuing operations	21,155	6,419	25,082
Profit /(Loss) before tax from discontinued operations	(8,447)	-	-
Profit before tax (continuing & discontinued operations)	12,708	6,419	25,082
Profit for the year after tax (before other comprehensive income)	9,345	6,151	21,374

5) Foreign investments or collaborations by the Company as on March 31, 2018:

(a) Foreign Investment

Name of the Company	% of ordinary shares
HT Overseas Pte. Limited (Company registered in Singapore)	59.56*

*Balance shares held by HT Digital Media Holdings Limited (subsidiary of HT Media Limited)

(b) Foreign Collaboration

Company has 50.50% interest in Sports Asia Pte. Ltd, a joint venture in Singapore through its subsidiary viz. HT Overseas Pte. Ltd, which owns a website "90 min.in". Till date no investment has been made in Sports Asia Pte. Ltd.

(c) Investment in Foreign Bonds

Name of the Company	Amount of investment (Rs. in Lacs)
Exxon Mobil Corporation	322
Microsoft Corp	322

II. Information about the Managing Director(s) & Whole-time Director:

1. Details of background, recognition or awards, job profile of the Managing Director(s) & Whole-time Director (“Managerial Personnel”) and suitability thereof

During FY-19, there were following Managerial Personnel on the Board of Directors of the Company-

- A. Smt. Shobhana Bhartia, Chairperson & Editorial Director (*Managing Director under the Companies Act, 2013*)
- B. Shri Praveen Someshwar, Managing Director & CEO [*w.e.f. August 1, 2018*]
- C. Shri Dinesh Mittal, Whole-time Director [*ceased w.e.f. August 8, 2018*]

Smt. Shobhana Bhartia has been on the Board of Directors of the Company since its incorporation i.e. December 3, 2002, and has been instrumental in formulation of long-term vision and strategy of the Company. Over the last 15 years, she has provided stewardship in diversifying the Company from a standalone print-media company to an entertainment & media conglomerate (*FM radio business, movie rating portal, in-store music, events etc.*). Under the leadership of Smt. Shobhana Bhartia, the Company achieved a 400% growth in the top-line during this period.

Smt. Shobhana Bhartia is a Graduate from Calcutta University. As a former Member of the Rajya Sabha, Smt. Shobhana Bhartia served as member of the parliamentary committees on Energy, Women Empowerment & Human Resource Development. Smt. Shobhana Bhartia is also the Managing Director of The Hindustan Times Limited (holding company). She has been conferred with numerous awards and recognition, including ‘*Global Leader of Tomorrow*’ from the World Economic Forum, Davos 1996 and ‘*Entrepreneur of the Year, 2005*’ from Ernst & Young. In the year 2006, she was decorated with ‘Padma Shri’, Government of India's National Award for outstanding contribution in a particular field.

Shri Praveen Someshwar is a qualified Chartered Accountant and Cost Accountant. He is a business leader with 27 years' of rich and varied experience in strategic leadership, business and finance roles. His last stint was with Pepsico, wherein he was associated since 1994. He was SVP and GM for Pepsico North Asia, Philippines, Indonesia, Malaysia and other islands in Asia Pacific Region. Prior to this, he was associated with ICI India Limited between 1991-94. Considering the impeccable credentials of Shri Someshwar, and the requirement of the Company, the Board of Directors approved the appointment of Shri Praveen Someshwar as Managing Director & CEO, which was approved by the Members of the Company at the last Annual General Meeting held on September 25, 2018. Shri Praveen Someshwar is also the Managing Director of Hindustan Media Ventures Limited (subsidiary company).

With the fast changing media consumption landscape, Shri. Praveen Someshwar's focus is on steering the Company into the digital space, and bringing in technology to play a larger role in all areas of Company's operations. These initiatives are aimed at improving the productivity and efficiency across the entire value chain in the organization.

Shri Dinesh Mittal joined HT Media in November, 2006. He has previously worked with Whirlpool of India Ltd., DCM Shriram Group and JK Synthetics in his professional career spanning over 32 years. Immediately prior to joining HT, he was the Executive Director at Whirlpool India handling Legal, Tax and Secretarial matters for India and parts of Asia. He holds a Bachelors Degree in Law from Delhi University and a Masters Degree in Law (IPR) from Queensland University, Australia. He is a qualified Company Secretary and also has a Post Graduate Diploma in Business Administration from IPM, Ghaziabad. As the Company diversified into the space of information, entertainment and education, Shri Dinesh Mittal has been instrumental in providing legal and regulatory guidance. The first time GST introduction in the year 2017-18 had complexities for which Shri Dinesh Mittal's experience and inputs were useful for the Company.

2. Past remuneration :

(Rs. in Lacs)

Name of the Director	FY 2015-16	FY 2016-17	FY 2017-18
Smt. Shobhana Bhartia	562.20	119.30 [^]	667.61 [^]
Shri Praveen Someshwar*	Not Applicable		
Shri Dinesh Mittal	-	134.10 [@]	270.34

^During FY17, Smt. Shobhana Bhartia had returned Rs.400 Lacs out of the remuneration paid to her, and also not drawn remuneration for the months of February & March, 2017, which was disclosed by the Company to the Stock Exchanges on May 19, 2017 and in the Annual Report for FY 2017-18. Therefore, the remuneration in FY-18 is not comparable with the remuneration paid in FY-17.

** Appointed as Managing Director & CEO of the Company w.e.f August 1, 2018.*

@Appointed as Whole-time Director w.e.f. May 26, 2016, hence the managerial remuneration pertains to the period May 26, 2016 to March 31, 2017

3. Remuneration proposed: As set out in the Item Nos.2 to 4 of this Notice.

4. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person

The overall managerial remuneration paid/payable by the Company between FY-18 and FY-19 increased by Rs.2.6 Crore (approx.), to Rs.12 Crore. Profit in FY-18 was the highest ever in its history, and some part of the managerial remuneration paid in FY-19 was on account of that. There was no change in the base remuneration of Smt. Shobhana Bhartia in FY-18 and FY-19, and also there was no significant change in the base remuneration of Shri Dinesh Mittal for the same period. Shri Praveen Someshwar took over as Managing Director & CEO w.e.f. August 1, 2018 and his appointment and remuneration was duly recommended by the Nomination & Remuneration Committee, and approved by the Board and Shareholders of the Company.

In comparison, the overall remuneration paid to Managerial Personnel by Bennett Coleman and Company Limited, a company in the same genre as HT Media, was Rs. 141.25 Crore and Rs. 126.08 Crore for FY-17 and FY-18 respectively, which is almost 10 times the managerial remuneration paid by your Company.

Also, Jagran Prakashan Limited which has an English Print Business post acquisition of an English Print Media company (Mid-Day Multimedia Limited), paid aggregate managerial remuneration of Rs.11.10 Crore and Rs.12.76 Crore in FY-17 and FY-18 respectively.

5. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.

Smt. Shobhana Bhartia, Shri Praveen Someshwar and Shri Dinesh Mittal have pecuniary relationship with the Company in terms of the remuneration proposed at Item Nos. 2 to 4 of this Notice. Shri Dinesh Mittal is also the Group General Counsel & Company Secretary and draws remuneration in that capacity.

III. Other information:

1) Reasons of loss or inadequate profits:

In the recent past, there has been a steep increase in the newsprint price, both in the domestic and international markets, which was further aggravated by the depreciation of INR during the current fiscal. All these developments have adversely impacted the profitability of the Company during FY-19. It is therefore, possible that in FY- 19, there may be a situation of inadequacy of profit computed in the manner prescribed under Section 198 read with 197 of the Act. The reasons for inadequacy of profits in FY 19 can be summarized as under:

- i. Slow-down in advertising revenue of print industry.
- ii. Substantial increase in the newsprint price, which is the core raw material and largest cost component for the business, due to certain unanticipated developments globally.
- iii. Provision of Rs.2,615 Lacs during nine months period ended December 31, 2018, on account of labour dispute consequent to certain legal judgments delivered during the course of the year.

2) Steps taken or proposed to be taken for improvement :

The Company believes that it is well positioned to capture opportunities for growth and profitability, basis its principal competitive strengths. Following factors/ steps are contributing to further improvements in this regard:

- i. Increase in advertising revenue on the back of better economic outlook, national elections and, already announced increase in DAVP rate by 25% effective Jan 2019.
- ii. Reduction in newsprint costs. We have already seen price correction in Q4 FY 19.
- iii. Radio business continues to grow and witness increase in profits.
- iv. Digital business losses to reduce.

3) Expected increase in productivity and profits in measurable terms :

The Company has taken numerous initiatives to improve its financial position, and will continue endeavour in this regard. 5-Year Compound Annual Growth Rate (CAGR) of the Company, is as under:

Revenue	EBITDA	PAT	EPS
4%	11%	13%	13%

The above financial performance clearly shows that the Company is on high growth trajectory.

B. Other parameters under Section 200 of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

1) Financial and operating performance of the Company during the three preceding financial years

Details provided in para A (I) (4) above.

2) Remuneration or commission drawn by individual concerned in any other capacity from the Company

No Managerial Personnel has drawn remuneration or commission in any other capacity from the Company except Shri Dinesh Mittal who ceased to be Whole-time Director w.e.f. August 8, 2018 and continuing as the Group General Counsel & Company Secretary of the Company and drawing remuneration in that capacity.

3) Remuneration or Commission drawn by Managerial Personnel from any other company

Name of Managerial Personnel	Company	Designation	Remuneration for FY-18
Smt. Shobhana Bhartia	The Hindustan Times Limited	Managing Director	Rs.153 Lacs
Shri Praveen Someshwar*	Not Applicable	Not Applicable	Not Applicable
Shri Dinesh Mittal	None	Not Applicable	Not Applicable

**During FY-18, Shri Praveen Someshwar was not associated with the Company.*

Presently, Smt. Shobhana Bhartia and Shri Praveen Someshwar are drawing remuneration from ‘The Hindustan Times Limited’ and ‘Hindustan Media Ventures Limited’, respectively, as Managing Director. Save and except the aforesaid, Smt. Shobhana Bhartia and Shri Praveen Someshwar are not drawing remuneration and/ or commission as Managing Director/Whole-time Director from any other Company.

4) Professional qualification and experience

Please refer Para A (II) (1) above.

5) Relationship between remuneration and performance

In FY – 19, the Promoter Director of your Company viz. Smt. Shobhana Bhartia has drawn only the base remuneration, which too, has not changed for the past two fiscals. In case of remuneration paid/payable to Shri Praveen Someshwar and Shri Dinesh Mittal, the component of additional reward for performance (over and above the base remuneration), if any, is/was subject to business results in the previous financial year i.e. FY-18.

6) The principle of proportionality of remuneration within the company, ideally by a rating methodology which compares the remuneration of directors to that of other directors on the board who receives remuneration and employees or executives of the company

Your Company has a strong performance management culture. Every employee undergoes evaluation of his/her performance against the goals and objectives for the year, and increase in compensation and reward by way of variable bonus is linked to the evaluation of individual’s performance. All employees of the Company, including Managing Director and Whole-time Director are governed by the Company’s Performance Management System, in addition to the Board-approved Remuneration Policy. Additionally, industry benchmarks are used to determine the appropriate level of remuneration, from time to time.

7) Whether remuneration policy for directors differs from remuneration policy for other employees and if so, an explanation for the difference

Your Company has a clearly laid out Board-approved Remuneration Policy. This policy includes, *inter-alia*, separate remuneration parameters for –

- i. Managing Director & Whole-time Director;

- ii. KMP and Senior Management; and
- iii. Other Employees.

The perspective that governs remuneration of Directors goes beyond the Company and the Industry, especially in terms of benchmarks. The philosophy of reward for performance however, is applicable to all three domains.

8) Securities held by the director, including options and details of the shares pledged as at the end of the preceding financial year

As mentioned in the table appearing at the end of this Notice giving details of Directors pursuant to the provisions of SEBI LODR & Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India.

9) Reasons and justification for payment of remuneration

Your Company's heightened focus on digital business has reaped favourable results. While the News and Entertainment websites are scaling new heights in terms of page views and unique users, Shine.com continues to be the key platform for job seekers and advertisers. Further, the Radio business is steadily contributing to both, the top-line and the bottom-line.

These developments, coupled with the already achieved reduction in the international prices of newsprint (being the single largest item of cost) and sharp focus on cost optimization measures/initiatives, will have a positive impact on the overall profitability of the Company, going forward. More recently, the Government has announced a 25% hike in the rate/tariff of advertisement released by Directorate of Advertising and Visual Publicity (DAVP), which will provide a much needed boost to the revenue share from government advertisements.

Keeping in view the long experience and expertise of the Managerial Personnel to achieve the projected performance benchmarks, it is proposed to pay the remuneration to the Managerial Personnel on the terms already approved by the shareholders for the next three financial years i.e. FY 2019, FY 2020 and FY 2021.

Smt. Shobhana Bhartia and Shri Priyavrat Bhartia & Shri Shamit Bhartia (being related to Smt. Shobhana Bhartia) are interested in the resolution set out at Item No. 2 of the Notice.

Shri Praveen Someshwar and Shri Dinesh Mittal and their relatives (to the extent of their shareholding) are interested in the resolution set out at Item No. 3 and 4, respectively with regard to payment of their respective remuneration as Managerial Personnel.

Save and except the above, none of the Directors or Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 2 to 4 of the Notice.

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



(Dinesh Mittal)

Place : New Delhi

Date : February 15, 2019

Group General Counsel & Company Secretary

Details of the Directors pursuant to the provisions of Regulation 36 of SEBI LODR & Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India, as applicable

Name of Director	Shri Ajay Relan	Smt. Shobhana Bhartia	Shri Praveen Someshwar	Shri Dinesh Mittal
Age (years)	65	62	52	56
Relationship with other Directors <i>inter-se</i> and Key Managerial Personnel	None	Mother of Shri Priyavrat Bhartia and Shri Shamit Bhartia, <i>Non- Executive Directors</i>	None	None
Date of Appointment	August 24, 2009	December 3, 2002	August 1, 2018	May 26, 2016 <i>(ceased to be Whole-time Director w.e.f. August 8, 2018)</i>
Expertise in specific functional areas	Investment Banker	Industrialist	Strategic leadership, business and finance	Legal, taxation, corporate secretarial and general management
Qualification	B.A. (Hons.) in Economics (St. Stephen's College, Delhi University); MBA (IIM, Ahmedabad)	Graduated from Calcutta University	Chartered Accountant and Cost Accountant	LLB from Delhi University, LLM (IPR) from Queensland University, Australia, Fellow member of the Institute of Company Secretaries of India and Post Graduate Diploma in Business Administration from IPM, Ghaziabad
Terms and conditions of appointment/ re-appointment	Independent Director, not liable to retire by rotation	Not Applicable	Not Applicable	Not Applicable
No. of Equity Shares of Rs.2/- each held in the Company	NIL	20 [19 shares held as a nominee of Go4i.com (Mauritius) Limited]	Nil	1
Remuneration last drawn (during FY 18)	Rs.5.70 Lacs (Director's Sitting fee)	Rs.667.61 Lacs	Not Applicable	Rs.270.34 Lacs

<p>Directorship held in other companies (excluding foreign companies and Section 8 companies)#</p>	<ul style="list-style-type: none"> • Hindustan Media Ventures Limited <i>(Listed company)</i> • Capri Global Capital Limited <i>(Listed company)</i> • Flight Simulation Technique Centre Private Limited • Bendochy Agro Products Private Limited • HT Digital Streams Limited • Zenrock Comtrade Private Limited 	<ul style="list-style-type: none"> • Hindustan Media Ventures Limited <i>(Listed company)</i> • The Hindustan Times Limited • Nilgiri Plantations Limited • Goldmerry Investment & Trading Company Limited • Ronson Traders Limited • Yashovardhan Investment & Trading Company Limited • Earthstone Holding (Two) Private Limited • MJS Trustee Company Private Limited • PRS Trustee Company Private Limited • SBSSB Realty Trustee Co. Private Limited • SSBSB Realty Trustee Co. Private Limited • SSB Trustee Company Private Limited • SB Trusteeship Services Private Limited 	<ul style="list-style-type: none"> • Hindustan Media Ventures Limited <i>(Listed company)</i> • The Press Trust of India Limited • Media Research Users Council • The Indian Newspaper Society 	<ul style="list-style-type: none"> • HT Digital Streams Limited • HT Digital Media Holdings Limited • India Education Services Private Limited • HT Education Limited • HT Global Education Private Limited • Topmovies Entertainment Limited • HT Music and Entertainment Company Limited
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		<ul style="list-style-type: none"> • PSB Trustee Company Private Limited • Shobhana Trustee Company Private Limited 		
List of the Committees of Board of Directors (across all companies) in which Chairmanship/ Membership is held*#	<p><u>HT Media Limited</u></p> <p>(i) Audit Committee - Member</p> <p>(ii) Stakeholders' Relationship Committee – Chairman</p> <p><u>Hindustan Media Ventures Limited</u></p> <p>(i) Audit Committee - Member</p> <p>(ii) Stakeholders' Relationship Committee – Chairman</p> <p><u>HT Digital Streams Limited</u></p> <p>(i) Audit Committee – Member</p>	<p><u>The Hindustan Times Limited</u></p> <p>Audit Committee – Chairperson</p>	<p><u>Hindustan Media Ventures Limited</u></p> <p>Stakeholders' Relationship Committee – Member</p>	None
No. of Board Meetings attended during FY 18 and FY 19 (Upto January 31, 2019)	12	14	4	11

As per latest disclosure received from Directors

* In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, only two Committees viz. Audit Committee and Stakeholders' Relationship/Shareholders'/Investors' Grievance Committee have been considered

**HT MEDIA LIMITED**

Registered Office: 18-20, Kasturba Gandhi Marg, New Delhi 110 001
Phone: +91 11 6656 1608 **Fax:** +91 11 6656 1445 **CIN:** L22121DL2002PLC117874
Email: investor@hindustantimes.com **Website:** www.htmedia.in

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.