

THE MATHRUBHUMI PRINTING AND PUBLISHING COMPANY LIMITED

(CIN: U22110KL1922PLC001522) Regd Office: Mathrubhumi Buildings, K P Kesava Menon Road,
Calicut - 673 001, Kerala

POSTAL BALLOT NOTICE

(PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013)

Dear Member(s),

This is to inform you that the Board of Directors (the "**Board**") of **The Mathrubhumi Printing and Publishing Company Limited** (the "**Company**") has in its meeting held on 09th October, 2014 approved the proposal to alter the Objects Clause in the Memorandum of Association of the Company so as to make them broad based. Further the Board approved the proposal to alter the Articles of Association of the Company to be in tune with the provisions of the newly enacted Companies Act, 2013.

In pursuance of the aforesaid, notice (the "**Postal Ballot Notice**") is hereby given that the resolutions proposed herein relating to alteration of Memorandum of Association as per the provisions of Section 13 of the Act and further relating to alteration of Articles of Association of the Company as per the provisions of Section 14 of the Act is proposed to be passed as a 'Special Resolution' through postal ballot in pursuance of Section 110 of the Companies Act, 2013 (the "**Act**") read with Companies (Management and Administration) Rules, 2014 (the "**Rules**"). While as per the provisions of Rule 22(16) of the Rules alteration of Memorandum of Association requires passing of the Special Resolution by postal ballot, the alteration of Articles (other than the alteration required for conversion of public Company into a private Company) does not require passing of Special Resolution by postal ballot. However, there is no prohibition against passing the resolution for altering the Articles of Association through postal ballot either under the Act or the Rules. Hence, the Board has proposed to move the Special Resolution for altering the Articles of Association of the Company also through postal ballot.

In terms of Section 114 of the Act read with Rule 22(7) of the Rules, Special Resolutions relating to Alteration of Memorandum of Association and Articles of Association of the Company, shall be considered to have been assented to by the requisite majority of the shareholders and is capable of being acted upon by the Company, if and only if the votes cast by shareholders in favour of the Special Resolutions amount to at least three times the number of votes cast by Shareholders against it. Further, as per provisions of Section 110(2) of the Act, if a resolution is assented to by the requisite majority of the shareholders by means of postal ballot, it shall be deemed to have been duly passed at a general meeting convened in that behalf.

Accordingly, the proposed Special Resolutions relating to Alteration of Memorandum of Association and Articles of Association of the Company and the connected 'Statement of Material Facts' pursuant to Section 102 of the Act setting out all material facts and reasons in relation thereto (the "**Statement**") along with a 'Postal Ballot Form' (the "**Postal Ballot Form**") for indicating the assent (for) or dissent (against) to the said resolutions are being sent to you for your consideration.

The date of announcement of the results of the postal ballot process shall be considered to be the date of passing of the said resolutions.

You are requested to read the instructions printed on the Postal Ballot Form carefully and return the same, in original, duly completed in the attached self-addressed postage pre-paid envelope (the "**Envelope**") so as to reach the Scrutinizer on or before the close of working hours i.e. 1800 hours on 13th November, 2014 (the "**Final Date**"). Postal Ballot Forms received after the Final Date are liable to be rejected.

The Board has, at its meeting held on 09th October, 2014, appointed Sri. K P Satheesan, Practising Company Secretary, Karunalayam, Opp. Malabar Christian College, Wayanad Road, Kozhikode 673 001, as 'Scrutinizer' (the "**Scrutinizer**"), for conducting the postal ballot process in a fair and transparent manner. The Scrutinizer will submit his report to the Managing Director of the Company after completion of the scrutiny. The results of the Postal Ballot will be announced by the Managing Director of the Company by placing it on the website of the Company (www.mathrubhumi.com) together with the resolutions are deemed to have been passed on the date of such announcement.

1. To Alter the Memorandum of Association of the Company:

To consider and if thought fit, to pass with or without modification, the following resolution as "**Special Resolution**":

"RESOLVED THAT pursuant to Section 13 of the Companies Act, 2013, including any statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted hereinafter (the "**Act**") the Memorandum of Association of the Company shall be and is hereby altered as stated hereunder:

The following alterations shall be made in Clause 3(A) under the head "The Main Objects pursued by the Company":

- (a) The following new Main Objects under serial Nos. 1 to 6 shall be substituted in the place of the existing Main Objects against serial Nos. 1, 2 and 3:

1. To carry on the business of printers, publishers of daily, weekly, fortnightly monthly, annual, newspapers, magazines, journals, calendar, diaries, panchangam, books, periodicals, souvenirs and other publications, in any language of any frequency, in any format or mode, whether in physical or digital, electronic , and to distribute them directly, in person or through post, couriers, or through agencies, vendors, distributors, stockists, vending machines and other delivery channels, whether physical or electronic and to carry on the business of lithographers, reprographers, envelop and stationery manufacturers.
 2. To carry on the business of broadcasting, including but not limited to Direct-to-Home Broadcasting, Wire-free Broadcasting, Broadcasting through Cable Network, IP Television, Mobile Television, Broadcasting through convergence technology, Broadcasting through conditional access system and free on air, set top boxes, hand held and multi-utility devices, Digital Terrestrial Television Broadcasting, telecasting, transmitting, relaying, up-linking, distributing, disseminating, exhibiting, down-linking and web-casting, of news, current affairs, stock market quotes, forex and currency news, prices of commodities, advertising, sports, documentaries, audio and video clips, pre-recorded programmes, contents, movies, serials, soaps, dramas, stories, animated videos, songs, speeches, dances, interviews, debates, games and competitions and all other programmes of any genre, whether through online, digital, physical or other modes and formats, providing video on demand, setting up and operating digital and other radio stations, television channels and other related services.
 3. To carry on, the business of producers, exhibitors, owners, licensees of motion pictures, films, serials, soaps, sequences, audio / video clips, documentaries, advertising, commercial, religious, educational and all other programmes of all kinds in digital and other formats and to organize, operate, manage, undertake conduct events, entertainment programmes, cultural events, exhibitions, trade fairs, stalls, shows, reality shows, quiz programmes, song, dance, comedy and other programmes of any genre, competitions, game shows, road shows, below the line and above the line activities, interviews, debates, discussions, and all other types of popular programmes on television and other media channels, online, digital and other platforms and to be the dealers and distributors of all such programmes, through audio, video cassettes, disks, other electronic and digital devices.
 4. To act as advertising, marketing, business promotion experts, brand promotion experts, publicity agents / representatives and to design and develop mobile and other applications, unique characters for brand promotion, advertisement, movie making, and to undertake research and surveys in all sectors and to provide consultancy in marketing, publicity, advertising, sales promotion and related fields and to design brochures, leaflets, themes, concepts, literature, materials, visuals, audio, video clips, events, shows, shoot programmes, below the line and above the line activities and to run advertisement portals and to carry on digital advertisement sales and services.
 5. To sell, distribute, transfer, provide news content, movies, programmes in audio, visual medium, books, papers, stationery and stationery products, greeting cards, invite cards, periodicals, literature, educational programmes, applications, articles, souvenirs, products, goods, peripherals, through online, digital, portal, and to operate web portal, operating and maintaining digital libraries and to provide franchisee services, call centre services, online services in all business activities of the Company .
 6. To undertake consultancy in and establish or assist in establishing, broadcasting channels, printing and publishing houses, advertising and publicity houses, event management houses, production and processing centres, radio and television stations, content developers, skill development and technical institutes and institutions in the field of printing, publishing, broadcasting, media, television, radio, newspapers, journalism, photography, communication, news gathering, news analysis, setting up of studios, news rooms, radio / TV channels, programming, event management, content development, business management, and to take up designing, development and operationalising software programmes for such purposes and to offer communication and other equipments on rent.
- (b) The following alterations shall be made In Clause 3(B) under the head “The Objects Incidental or Ancillary for the attainment of Main Objects”:
- i. The following new Object shall be inserted against the serial no.1 :
 1. To establish commercial offices and establishments, printing press and publishing units, collection, collation, dissemination, and distribution centres.
 - ii. The following new Object shall be inserted against the serial no. 2:
 2. To acquire, establish, lease, set up, manage, equip, maintain, operate broadcasting stations, television stations, radio stations, television channels, studios, satellite television networks, cable TV channels, IP televisions, teleports up-linking, down-linking equipments and facilities, VOIP devices, cameras, lights, vehicles, communication equipments, telecom televisions, mobile radio channels and mobile television channels, audio and video processing centres, signal despatch centres, amplification centres, video editing, mixing, duplicating and copying centers, monitoring devices and centres, audio and video equipments, transmitters, receivers, transponders, global positioning systems, relay stations, wireless exchange stations, microwave stations, earth satellite stations and communication satellites, maps of roads and places and all other things that are essential

- for the carrying of the business of broadcasting and publishing house.
- iii. The existing Object against serial no.1 shall be renumbered as serial no.3.
 - iv. The existing Object against serial no.2 shall be deleted in toto.
 - v. The existing Object against serial no. 3 shall be deleted in toto.
 - vi. The following new Object shall be inserted against serial no.4:
 - 4. To develop, design software programmes, solutions, mobile applications etc in relation to the business of the Company and to put it in to commercial use.
 - vii. The following new Object shall be inserted against serial no.5:
 - 5. To establish, purchase, take on lease or hire or otherwise acquire and maintain, and to sell, give, on lease or hire studios, laboratories, cinemas, picture palaces, halls, theatres, etc., in connection therewith.
 - viii. The following new Object shall be inserted against existing serial no.6:
 - 6. To obtain all necessary permits or licenses including radio, television, internet, telecommunication and/or broadcasting license required for the purpose of enabling the Company to carry on its business as a service provider upon such terms and conditions as may be acceptable to it.
 - ix. The existing Objects against the serial nos.4 to 7 shall be renumbered as serial nos.7 to 10.
 - x. The following new Object shall be inserted against serial no.11:
 - 11. To carry on acquire, establish, takeover, manage, run power plants, captive or otherwise, for generating, transmitting, distributing, electric power supply either directly or through others, by using coal, lignite, wind, solar energy, tidal energy, wave energy, hydro energy and other methods for the purposes of achieving the objects of the Company and enter into power sharing agreement, wheeling arrangement and such other arrangements as may be necessary.
 - xi. The following new Object shall be inserted against serial No.12
 - 12. To acquire, takeover, manage, construct residential and commercial units for the purpose of the business of the Company.
 - xii. The existing Object against serial No.8 shall be split into two objects and shall be numbered as Objects under serial No.13 and 14:
 - 13. To enter into partnership or into any arrangement for sharing of profits, union of interest, co-operation, joint venture, reciprocal concession or otherwise, with any person or Company carrying on or engaged in or about to carry on or engage in any business or transaction which this Company is authorized to carry on or engage in or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company.
 - 14. To lend money to, guarantee the contracts of or otherwise assist, any such person or Company and to take or otherwise acquire shares and securities of any such Company and to sell, hold, re-issue, with or without guarantee or otherwise deal with the same.
 - xiii. The existing Objects against serial nos.9 to 14 shall be renumbered as Objects against serial nos.15 to 20
 - xiv. The existing Object against serial no.15 shall be deleted in toto.
 - xv. The following new Object shall be inserted as Object against serial no.21
 - 21. To put to profitable use, invest and deal with the moneys, equipments, and properties of the Company not immediately required in such manner as may from time to time become available.
 - xvi. The existing Objects against serial nos.16 to 18 shall be renumbered as Objects against serial nos.22 to 24.
 - xvii. The following new Object shall be inserted as Object against serial no.25:
 - 25. To insure any or all properties, godowns, stocks (in godowns or in transit), machinery, Directors, consultants, advisors and employees with any insurance Company or companies against all kinds of risks to the Company or to its Directors and employees.
 - xviii. The existing Objects against serial nos. 19 to 25 shall be renumbered as Objects against serial nos.26 to 32.
The words "in any part of the world" appearing within brackets in renumbered Object against serial no.29 shall be deleted.
 - xix. The following new Object shall be inserted as Object against serial no.33:
 - 33. To amalgamate or merge with any other Company or body corporate having objects, the carrying on of which will be beneficial to the interests of the merged entity or to hive off divisions or carry out merger or demerger or

any other schemes of arrangement, whether for capital restructuring or for any other restructuring or for any other commercially or geographically or based on activity or segment beneficial to the Company.

xx. The existing Object against serial no. 26 shall be renumbered as Object against serial nos.34

xxi. The following new Objects shall be inserted as Objects against serial nos.35, 36 and 37:

35. To establish, provide and conduct or otherwise subsidize research laboratories, public institutions and experimental workshops for scientific and technical research and experiments; to undertake and carry on scientific and technical researches, experiments and tests of all kinds to promote studies and researches both scientific and technical, investigations and inventions by providing, subsidizing, endowing or assisting laboratories, workshops, libraries, lectures, meetings, and conferences and by providing or contributing to the remuneration of scientific or technical professors or teachers and by providing or contributing to the award of scholarships, prizes, grants to students or otherwise and generally to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any business which the Company is authorized to carry on.

36. To indemnify and keep indemnified members, officers, Directors, consultants, advisors, agents and employees of the Company against proceedings, costs, damages, claims and demands in respect of anything done or ordered to be done by them for and in the interests of the Company and for any loss, damage or misfortune whatever and which shall happen in execution of the duties of their office or in relation thereto.

37. To carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or right.

xxii. The following new Object shall be inserted as Object against serial No.38:

38. To carry on all or any of the business which the Company is entitled to carry, in any part of the world, whether directly or in collaboration or in joint venture with any other person or entity or through associates or subsidiaries.

xiii. The existing Object against the existing serial no.27 shall be renumbered as serial No.39.

(c) The existing Clause 3(C) under the head "Other Objects of the Company not included in A or B" shall be deleted in toto.

"RESOLVED FURTHER THAT the altered Memorandum of Association of the Company incorporating the alterations as specified above shall take effect and come into force from the date of its registration by the Central Government."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts, deeds and things in its sole and absolute discretion as may deem necessary or desirable for giving effect to this resolution including the registration of the altered Objects."

2. To alter the Articles of Association of the Company:

To consider and if thought fit, to pass with or without modification, the following resolution as "**Special Resolution**":

"RESOLVED THAT pursuant to Section 14 of the Companies Act, 2013, including any statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted hereinafter (the "**Act**") the Articles of Association of the Company shall be and is hereby altered as stated hereunder:

(a) The existing Articles No.1 to 5, 12, 13, 15 and 16 of the Articles of Association of the Company shall be deleted in toto and in their place the following Articles No. 1 to 25 shall be substituted with the respective subject headings as stated:

Interpretation

1. In these regulations, unless there be something in the subject or context inconsistent there with —

(a) "The Company" means **THE MATHRUBHUMI PRINTING AND PUBLISHING COMPANY LIMITED**

(b) "The Act" means the Companies Act, 2013.

(c) "The Directors" mean the Directors of the Company for the time being comprising the Board.

(d) "The Board" means the collective body of Directors of the Company.

(e) "The Seal" means the Common Seal of the Company.

(f) "The Articles" mean the Articles of Association of the Company.

- (g) "The Memorandum" means the Memorandum of Association of the Company.
2. Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force on the date at which these regulations become binding on the Company.
 3. The regulations for the management of the affairs of the Company shall be those that are contained in these Articles; where no express provision is made in respect of any matter in these presents, the regulations contained in Table F in the First Schedule to the Companies Act, 2013, so far as they are applicable to a Public Company, shall apply to this Company and in its absence the provisions as contained in the Act and / or Rules made there under and / or as contained in any Circular, Notification in relation thereto, as the case may be, may apply.
 4. "Public Company" means a Company within the meaning of Sec 2(71) of The Companies Act, 2013, which :
 - a. is not a Private Company.
 - b. has a minimum paid-up share capital of five lakh rupees or such higher paid-up capital, as may be prescribed:

Provided that a Company which is a subsidiary of a Company, not being a Private Company, shall be deemed to be Public Company for the purposes of this Act even where such subsidiary Company continues to be a Private Company in its Articles

Share Capital and Variation of Rights

5. Subject to the provisions of the Act and these Articles, the shares in the capital of the Company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such times as they may from time to time think fit. As regards issue of shares on a rights basis, the Board of Directors, in circumstances as they may deem fit, in their own discretion, make rights issue with a condition that the shareholders shall not have a right of renunciation of such shares.
6. (a) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided, —
 - (i) one certificate for all his shares without payment of any charges; or
 - (ii) several certificates, each for one or more of his shares, upon payment of such amount as may be decided by the Board for each certificate after the first, subject to the conditions contained under the Act.
- (b) Every certificate shall be under the Common Seal and shall specify the shares to which it relates and the amount paid-up thereon.
- (c) In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one Certificate, and delivery of a Certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.
7. If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of such amount as may be decided by the Board for each certificate, subject to the conditions contained under the Companies Act.
8. The provisions of Articles 6 and 7 shall mutatis mutandis apply to debentures of the Company.
9. Except as required by law, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
10. The Company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made there under:
 - (a) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of Section 40.
 - (b) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or

partly in the one way and partly in the other.

11. (a) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of Section 48, and whether or not the Company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.
- (b) To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.
12. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.
13. Subject to the provisions of Section 55, any preference shares may be issued on the terms that they are to be redeemed on such terms and in such manner as the Company before the issue of the shares may, by special resolution, determine.

Lien

14. (a) The Company shall have a first and paramount lien—
 - (i) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and
 - (ii) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the Company:

Provided that the Board of Directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

- (b) The Company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.

15. The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien:

Provided that no sale shall be made—

- (a) unless a sum in respect of which the lien exists is presently payable; or
 - (b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.
16. (a) To give effect to any such sale, the Board may authorise some person to transfer the shares to be sold to the purchaser thereof.
 - (b) The purchaser shall be registered as the holder of the shares comprised in any such transfer.
 - (c) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
17. (a) The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.
 - (b) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

Calls on Shares

18. (a) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:

Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.

- (b) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the Company, at the time or times and place so specified, the amount called on his shares.
 - (c) A call may be revoked or postponed at the discretion of the Board.
19. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was

passed and may be required to be paid by instalments.

20. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
21. (a) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent per annum or at such lower rate, if any, as the Board may determine.
(b) The Board shall be at liberty to waive payment of any such interest wholly or in part.
22. (a) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.
(b) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
23. The Board—
 - (a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and
 - (b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the Company in general meeting shall otherwise direct, twelve per cent per annum, as may be agreed upon between the Board and the member paying the sum in advance.

Transfer of Shares

24. (a) The shares can be transferred from one person to another only with the approval of the Board of Directors or any Committee appointed by the Board for that purpose. The instrument of transfer of any share in the Company shall be executed by or on behalf of both the transferor and transferee.
(b) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
25. The Board may, subject to the right of appeal conferred by Section 58 decline to register—
 - (a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
 - (b) any transfer of shares on which the Company has a lien.
- (b) The existing Article 17 of the Articles of Association of the Company shall be renumbered as Article 26.
- (c) The following Articles bearing Articles No.27 to 63 shall be inserted after Article 26 as stated above:
 27. The Board may decline to recognise any instrument of transfer unless—
 - (a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of Section 56;
 - (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
 - (c) the instrument of transfer is in respect of only one class of shares.
 28. On giving not less than seven days' previous notice in accordance with Section 91 and rules made there under, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

Transmission of Shares

29. (a) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the Company as having any title to his interest in the shares.
(b) Nothing in clause (a) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
30. (a) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as

hereinafter provided, elect, either—

- (i) to be registered himself as holder of the share; or
 - (ii) to make such transfer of the share as the deceased or insolvent member could have made.
- (b) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.
31. (a) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects.
- (b) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
- (c) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.
32. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

Forfeiture of Shares

33. If a member fails to pay any call, or instalment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.
34. The notice aforesaid shall—
- (a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and
 - (b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.
35. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.
36. (a) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.
- (b) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
37. (a) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the Company all monies which, at the date of forfeiture, were presently payable by him to the Company in respect of the shares.
- (b) The liability of such person shall cease if and when the Company shall have received payment in full of all such monies in respect of the shares.
38. (a) A duly verified declaration in writing that the declarant is a Director, the Manager or the secretary, of the Company, and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;
- (b) The Company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;
- (c) The transferee shall thereupon be registered as the holder of the share; and
- (d) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or

disposal of the share.

39. The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

Alteration of Capital

40. The Company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.
41. Subject to the provisions of Section 61, the Company may, by Ordinary Resolution, —
- (a) increase its authorized share capital to such amount as it thinks expedient;
 - (b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
 - (c) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
 - (d) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
 - (e) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.
42. The Company may, by Special Resolution, reduce in any manner and with, and subject to, any consent required by law, —
- (a) its share capital;
 - (b) any capital redemption reserve account; or
 - (c) any share premium account.

Capitalisation of Profits

- 43 (a) The Company in General Meeting may, upon the recommendation of the Board, resolve—
- (i) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the Profit and Loss Account, or otherwise available for distribution; and
 - (ii) that such sum be accordingly set free for distribution in the manner specified in clause (iii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
 - (iii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in this clause, either in or towards—
 - (A) paying up any amounts for the time being unpaid on any shares held by such members respectively;
 - (B) paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
 - (C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);
 - (D) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares;
 - (E) The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.
44. (a) Whenever such a resolution as aforesaid shall have been passed, the Board shall—
- (i) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and
 - (ii) generally do all acts and things required to give effect thereto.
- (b) The Board shall have power—
- (i) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and
 - (ii) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the

Company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;

- (c) Any agreement made under such authority shall be effective and binding on such members.

Buy-back of Shares

45. Notwithstanding anything contained in these articles but subject to the provisions of Sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the Company may purchase its own shares or other specified securities.

General Meetings

46. All General Meetings other than Annual General Meeting shall be called Extraordinary General Meeting.
47. (a) The Board may, whenever it thinks fit, call an Extraordinary General Meeting.
- (b) If at any time Directors capable of acting who are sufficient in number to form a quorum may call an Extraordinary General Meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.
- (c) Members may require the Board to call an Extraordinary General Meeting upon compliance of provisions of Section 100 of the Act.

Proceedings at General Meetings

48. (a) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- (b) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in Section 103.
49. The Chairperson, if any, of the Board or appointed as the Chairperson of the Company shall preside as Chairperson at every general meeting of the Company.
50. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the Directors present shall elect one among them to be Chairperson of the meeting.
51. If at any meeting no Director is willing to act as Chairperson or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

Adjournment of Meeting

52. (a) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place. Where there is commotion or chaos in the meeting, the Chairperson, if he deems fit, may adjourn the meeting specifying the time and date for conduct of the adjourned meeting and in such an instance such announcement by the Chairperson shall be binding without any requirement of issuing any further written notice, however subject to the provisions of para (c) herein.
- (b) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (d) Save as aforesaid, and as provided in Section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Voting Rights

53. Subject to any rights or restrictions for the time being attached to any class or classes of shares,—
- (a) on a show of hands, every member present in person shall have one vote; and
- (b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the Company.
54. A member may exercise his vote at a meeting by electronic means in accordance with section 108.
55. (a) In the case of joint holders, the vote of the one of the joint holders who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders
- (b) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.

56. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such Committee or guardian may, on a poll, vote by proxy.
57. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
58. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.
59. (a) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.
- (b) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.
- (c) A member who has already voted through electronic means, shall not be entitled to vote again at the meeting convened for the same subject.

Proxy

60. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.
61. An instrument appointing a proxy shall be in the form as prescribed in the rules made under Section 105.
62. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Board of Directors

63. The number of Directors shall be not less than two and not more than fifteen, including Independent Directors if any. The Board shall have right to appoint Directors constituting one-third of the strength of the Board for the time being, subject to such terms as may be specified in the resolution passed for appointment of such Directors as per the provisions of Section 152(6)(b) of the Act.
- (d) The existing Article 6 of the Articles of Association of the Company shall be renumbered as Article 64.
- (e) The following Articles bearing Articles No.65 to 71 shall be inserted after Article 64 as stated above:
65. The Company may exercise the powers conferred on it by Section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.
 66. All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.
 67. Every Director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.
 68. (a) Subject to the provisions of Section 161(1), the Board shall have power at any time, and from time to time, to appoint a person as an Additional Director, provided the number of the Directors and Additional Directors together shall not at any time exceed the maximum strength fixed for the Board by the Articles.
 - (b) Such person shall hold office only up to the date of the next Annual General Meeting of the Company but shall be eligible for appointment by the Company as a Director at that meeting subject to the provisions of the Act.
 - (c) Subject to provisions of Section 161(2), the Board shall also have power to appoint Alternate Director.
 - (d) Subject to the provisions of Section 161(4), if the office of a Director appointed by the Company in General Meeting falls vacant before the expiry of the term of such Director in normal course, the resulting casual vacancy may be filled by the Board at its meeting.

Proceedings of the Board

69. The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.
70. (a) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.
- (b) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.
71. The continuing Directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the statutory minimum fixed by the Act for a Public Company, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that statutory minimum number of Directors required, or of summoning a General Meeting of the Company, but for no other purpose.
- (f) The existing Article 14 of the Articles of Association of the Company shall be renumbered as Article 72.
- (g) The following Articles bearing Articles No.73 to 79 shall be inserted after Article 72 as stated above:
73. (a) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office. The Managing Director or a Whole-time Director of the Company can also be appointed as the Chairperson of the Board or that of the Company.
- (b) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the Directors present may choose one among them to be Chairperson of the meeting.
74. (a) The Board may, subject to the provisions of the Act, delegate any of its powers to Committees consisting of such member or members of its body as it thinks fit.
- (b) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
75. (a) A Committee may elect a Chairperson of its meetings.
- (b) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.
76. (a) A Committee may meet and adjourn as it thinks fit.
- (b) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.
77. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a Director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such Directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such Director or such person had been duly appointed and was qualified to be a Director.
78. Save as otherwise expressly provided in the Act, a resolution in writing, signed by a majority of the members of the Board or of a Committee thereof, for the time being entitled to receive notice of a meeting of the Board or Committee, shall be valid and effective as if it had been passed at a meeting of the Board or Committee, duly convened and held.

Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer

79. Subject to the provisions of the Act,—
- (i) A Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer may be appointed by the Board for such term, on such remuneration and upon such conditions as it may think fit; and any Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer so appointed may be removed by means of a resolution of the Board;
- (ii) A Director may be appointed as Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer.
- (h) The existing Article 7 of the Articles of Association of the Company shall be renumbered as Article 80 under the heading **“Managing Director, Whole-time Director & Remuneration”**.
- (i) The existing Articles 8 to 10 of the Articles of Association of the Company shall be renumbered as Articles 81 to 83. Any reference therein to Companies Act, 1956 shall be altered to “the Act”.
- (j) The following Articles bearing Articles No.84 to 86 shall be inserted after Article 83 as stated above:

84. The Board of Directors may, as and when they think fit, appoint one or more of their strength as whole time Directors and may name such Directors as executive Directors or joint managing Directors or with any other suitable designations.
85. The remuneration of the Managing Director, whole-time Director and other Directors shall be such a sum as may be fixed by the Board or by the Company from time to time. In addition to the remuneration payable to them in pursuance of the Act, the Directors may be paid all travelling, hotel and other expenses properly incurred by them in connection with the business of the Company.
86. The Board or the Company, as the case may be, for reasons to be recorded, by means of a resolution, remove any Director who may be a Managing Director or Joint Managing Director or Executive Director or Whole-time Director of the Company from such office.
- (k) The following Articles bearing Articles No.87 shall be inserted after Article 86 as stated above:

POWERS AND DUTIES OF BOARD OF DIRECTORS

87. (a) Subject to the provisions of the Act and the Articles herein contained, the affairs and the business of the Company shall be managed by the Board of Directors and the Directors may, severally or jointly as the Board, decide and exercise all such powers and do all such acts and things which the Company is authorised to exercise as per the Act or any other Act or the Memorandum and Articles of Association of the Company or otherwise in furtherance of the objects of the Company. Provided further that in exercising any such power or doing any such act, or thing, the Board shall, subject to the provisions contained in the Memorandum and Articles of Association and the Regulations, if any, made by the Company in General Meetings, act in the interests of the Company.
- (b) The general control, supervision, conduct and management of the Company shall be exercised by the Board of Directors of the Company. The Board shall, in addition to the powers conferred by the Act or by these presents, do all such acts, deeds, matters and things, exercise all such powers and authorities give all such consents, make all such arrangements, for or in relation to any of the matters aforesaid or otherwise for the purpose or as are necessary, incidental or conducive to the attainment of all or any of the objects of the Company and to enter into all such negotiations and contracts and execute, perform and do or rescind and vary such negotiations and contracts and sanction and authorise all such acts, deeds, matters and things in the name and for and on behalf and on account of the Company as it may consider expedient or deem necessary for the purposes of the Company.
- (c) No regulations made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation has not been made.
- (l) The existing Article bearing Article no.11 shall be inserted as Article 88 after Article 87:
- (m) The following Articles bearing Articles No.89 to 99 shall be inserted after Article 88 as stated above:

The Seal

89. (i) The Board shall provide for the safe custody of the seal.
- (ii) The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a Committee of the Board authorised by it in that behalf, and except in the presence of at least two Directors and of the Company Secretary, if any or such other person as the Board may appoint for the purpose; and those two Directors and the Company Secretary, if any or other person aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.

Dividends and Reserve

- 90 The Company in General Meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
91. Subject to the provisions of Section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the Company.
92. (i) The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the

Company) as the Board may, from time to time, thinks fit.

- (ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
93. (i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares.
- (ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.
- (iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
94. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.
95. (i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.
- (ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
96. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.
97. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.

Indemnity

98. Every officer of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

Secrecy Clause

99. Every Director, Trustee, Secretary, Agent, Accountant or any other officer of the Company shall if so required by the Board before entering upon his duties sign a declaration pledging himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required to do so by the Board or by Court of Law or by the person to whom such matters relate and except so far as may be necessary in order to comply with any of the provisions contained in these presents.

(By order of the Board of Directors)

For The Mathrubhumi Printing and Publishing Company Limited

Place: Calicut

Date: October 09, 2014

(M P VEERENDRAKUMAR)

Managing Director

NOTES:

1. In terms of Regulation 22(16) of the Rules read with Section 110 of the Act, the item of business set out in the Postal Ballot Notice is sought to be passed through postal ballot by means of Special Resolution.
2. Voting rights of every member shall be reckoned as on 9th October 2014 (the "**Cut-off Date**") and any recipient of this

Postal Ballot Notice who has no voting rights as on the Cut-off Date should treat the same as intimation only.

3. Member's voting rights shall be in proportion to his/ her share of the paid up equity share capital of the Company as on the Cut-off Date.
4. The Statement setting out Material Facts relevant to the aforesaid resolutions as per Section 102 of the Act is enclosed.
5. Members are requested to carefully read the instructions printed in the enclosed Postal Ballot Form and return the Postal Ballot Form duly completed and signed along with the indication of their assent (for) or dissent (against), in Envelope, so as to reach the Scrutinizer before close of working hours, i.e. 1800 hours on or before 13th November 2014 (the "**Final Date**") to be eligible for being considered, failing which it will be strictly treated as if no reply has been received from the member.
6. The date of completion of dispatch of the Postal Ballot Notice shall be announced through advertisement in newspapers i.e. at least one English National Daily with wide circulation and one Malayalam newspaper having circulation in Kerala in terms of Rule 22(3) of the Rules.
7. Only a member who is entitled to vote is entitled to exercise his/ her vote through the Postal Ballot Form. Voting rights of every member shall be reckoned on the paid-up value of equity shares on the basis of names appearing in the 'Register of Members', on 9th October 2014 being the Cut-off Date, and any recipient of the Postal Ballot Notice whose name does not appear as a member in relation to the equity shares as on the aforesaid date should treat the same as intimation only.
8. The result of voting by postal ballot will be announced by 15th November 2014, 1700 hours by posting the Scrutinizer's Report on the website of the Company being www.mathrubhumi.com.

Statement setting out Material Facts pursuant to Section 102 of the Companies Act, 2013

For both Resolutions 1 and 2 of the Notice:

The Company is one of the foremost media houses in the State of Kerala and in the Country dating its origin in the pre-independent India era contributing immensely to the National movement. The Company in its 92 years of chequered history has seen the Company Law change twice and innumerable amendments thereto. This has necessitated the Company to amend its Memorandum of Association and Articles of Association many a times in the past to suit its needs with the changing law.

With the advent of the Companies Act, 2013 and with the paradigm shift in the business of the media and entertainment industry, a need has arisen to amend the Memorandum and Articles of Association of the Company to a greater extent so that the Company is capable of taking advantage of new business and emerging markets and also to be in tune with the new Companies Act, 2013.

The concept of media houses restricting their presence only in print media is no more relevant and media houses explore new media domains like visual, audio visual, online and other domains to reach out to their patrons. Mathrubhumi has become a well-known brand in the realm of media business in Kerala and also in India with its multitude publications. This has necessitated the Company to take advantage of its brand image to enter into sectors and domains which are now considered as part and parcel of media business. Hence objects relating to the said new domains are proposed to be added to the main objects.

Thus a large scale alteration to the main objects has been proposed with broad basing objects relevant to its present business namely print and visual media comprising publications in print, radio, online, television media, and further adding new domains like IP Television, Mobile Television broadcasting, Direct to Home broadcasting (DTH), distribution of media content in all platforms and domains, event management, content development, business management etc. The Company has a wide and rich experience in advertising, brand promotion and marketing of all products and services and hence wishes to leverage on the same. Hence objects pertaining to consultancy in marketing, advertising, market research is proposed to be added in the main objects. The Company also proposes to set up training schools, skill development and technical institutes relevant to its business domains.

Considering the fact that the new objects proposed to be added are nothing more than broad basing the existing objects of the Company and further to enable the Company to enter into new domains of related business, the Board of Directors are of the opinion that the name of the Company need not be changed, despite the large scale alteration to the main objects. In today's media business context, publication business extends to whole lot of avenues including audio, visual, audio-visual, online, DTH and many more domains.

As per the provisions of Section 13 of the Companies Act, 2013 any resolution for alteration of any clause in the Memorandum of Association requires the prior approval of the shareholders by passing of the Special Resolution by the shareholders. Hence the resolution under item no.1 is proposed as Special Resolution. Further in terms of Section 110 read with Rule 22(16)(a) of the Companies (Management and Administration) Rules, 2014, in case of a Company having more than 200 shareholders, any resolution requiring alteration of objects clause of the Memorandum of Association requires prior approval of the shareholder by passing of the resolution through postal ballot. Hence the said resolution is proposed through postal ballot. Hence the Board of Directors recommend the resolution under item no.1 to be passed as a Special Resolution. Further, the alteration to the objects

clause of the Memorandum of Association requires registration by the Central Government (being the Registrar of Companies) in writing. The Company will take up for registration of the same with the the Registrar of Companies upon shareholders passing the Special Resolution.

Considering the requirements of the new Companies Act, 2013 the Board considered fit to make large scale alterations to the present Articles of Association considering the need of the said Act to have certain provisions in the Articles of Association to enable the Company to do a particular transaction like appointment of Additional Director or Alternate Director, appointment of Director in casual vacancy, buy back of shares, capitalization of reserves etc.

The alteration of Articles of Association is also necessitated with the broad basing of the main objects and a need to clearly define the regulations subject to which the Company will operate. A few provisions of the existing Articles of Association have been retained and required provisions are sought to be inserted. As per the provisions of Section 14, any alteration to the Articles of Association of the Company will require prior approval of the shareholders of the Company.

Though the alteration of Articles as proposed does not require the passing of the said Special Resolution by postal ballot, the Board of Directors thought it fit to propose the same for passing by postal ballot keeping in mind the administrative convenience of clubbing the passing of resolutions to amend the Memorandum of Association and Articles of Association together by way of Postal Ballot. Hence the Board of Directors recommend the resolution under item no.2 to be passed as a Special Resolution.

None of the Promoters, Directors of the Company, Key Managerial Personnel or their relatives are either directly or indirectly are interested or concerned in the aforesaid resolutions.

(By order of the Board of Directors)

Place: Calicut

Date: October 09, 2014

(M P VEERENDRAKUMAR)

Managing Director