



**HT MEDIA LIMITED**  
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CIN : L22121DL2002PLC117874

**Ref:** HTML/CS/02/2020

December 29, 2020

**BSE Limited**

Phiroze Jeejeebhoy Towers,  
Dalal Street  
**MUMBAI - 400 001**

**The National Stock Exchange of India Limited**

Exchange Plaza, C/1, Block G,  
Bandra Kurla Complex,  
Bandra (E)  
**MUMBAI - 400 051**

**Scrip Code: 532662**

**Trading Symbol: HTMEDIA**

Dear Sirs,

**Sub: Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") - Proceedings of the Annual General Meeting (AGM) of HT Media Limited**

This is to inform you that the 18<sup>th</sup> AGM of members of the Company was held today, i.e. December 29, 2020 at 04.00 PM via Video Conferencing.

In the above connection, please find enclosed the proceedings of the said AGM in compliance with Regulation 30 of SEBI LODR.

This is for your information and records.

Thanking you,

Yours faithfully,  
For **HT Media Limited**



**(Dinesh Mittal)**  
**Group General Counsel & Company Secretary**

**Encl: As above**

## **HT MEDIA LIMITED**

### **Proceedings of the 18<sup>th</sup> Annual General Meeting**

The 18<sup>th</sup> Annual General Meeting (AGM) of the Members of the HT Media Limited was held on Tuesday, December 29, 2020 via Video Conferencing (VC)/ Other Audio Visual Means (OAVM), in accordance with the provisions of Companies Act, 2013 and various circulars issued by the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI).

The meeting commenced at 04:00 PM (IST) and concluded at 05:00 PM (IST) (including the time allowed for e-voting at the meeting). 179 Members attended the AGM through VC.

#### **Directors present through VC:**

1. Smt. Shobhana Bhartia, *Chairperson & Editorial Director*;
2. Shri Vivek Mehra, *Independent Director, Chairman of Audit Committee*;
3. Shri Ajay Relan, *Independent Director, Chairman of Nomination & Remuneration Committee and Stakeholders' Relationship Committee*;
4. Smt. Rashmi Verma, *Independent Director*;
5. Shri Priyavrat Bhartia, *Director*;
6. Shri Praveen Someshwar, *Managing Director & CEO*.

#### **In attendance through VC:**

1. Shri Dinesh Mittal, *Group General Counsel & Company Secretary*

#### **Invitees through VC:**

1. Shri Piyush Gupta, *Group Chief Financial Officer*
2. Shri Rajesh Arora, *representative of B S R and Associates, Chartered Accountants (Statutory Auditor)*
3. Shri NC Khanna, *Practicing Company Secretaries (Secretarial Auditor)*
4. Shri Vimal Kumar Gupta, *representatives of Ramanath Iyer and Co., Cost Accountant (Cost Auditor)*
5. Shri Sanket Jain, *Practicing Company Secretary, (Scrutinizer)*

#### **Gist of proceedings**

Smt. Shobhana Bhartia, Chairperson and Editorial Director chaired the meeting. She welcomed the members participating in the AGM through VC. The requisite quorum being present, she called the meeting to order. She then introduced the Directors and Key Managerial Personnel present, to the members and mentioned that Shri Vikram Singh Mehta, Independent Director and Shri Shamit Bhartia, Director could not attend the meeting due to their pre-occupation.

Smt. Shobhana Bhartia mentioned that all necessary steps have been taken as required by law to enable the Members to participate and vote on the resolutions set out in the notice convening the AGM, by remote e-voting facility and e-voting at the AGM.

Shri Dinesh Mittal, Group General Counsel & Company Secretary apprised the Members that in accordance with the provisions of Companies Act, 2013 & Rules made thereunder, the Company has extended to its members the facility to exercise their right to vote on all the agenda items through remote e-voting facility and e-voting at the AGM. Only those Members who have not cast their vote through remote e-voting can vote at the AGM. Shri Sanket Jain, Practicing Company Secretary has been appointed as Scrutinizer to scrutinize the e-voting process. He also mentioned that the Register of Directors & Key Managerial Personnel, Register of Contracts or Arrangements, and other relevant documents, are available for inspection by members.

Since the Annual Report containing the revised Board's report, revised financial statements and other reports, alongwith notice of this meeting were already been circulated to the members at their registered email address, the same were taken as read.

Members were apprised by the Company Secretary, that the reports of Statutory Auditor on revised Standalone and Consolidated Annual Financial Statements for the financial year ended on 31<sup>st</sup> March, 2020, is a modified opinion regarding compliance with IND-AS in relation to restatement of comparative period figures and also contains adverse opinion on Internal financial control. The explanation to said qualification and adverse opinion have been provided in the Board's Report. The said opinions of Statutory Auditor were read at the meeting by the Company Secretary.

Further, there were no qualification or observation or any adverse remark in the Secretarial Auditor's Report, thus, the same was not required to be read at the meeting.

### **Items of business:**

Following items of business as set out in the Notice convening this AGM dated November 27, 2020, were transacted at the meeting as Ordinary Resolutions:

### **ORDINARY BUSINESS**

1. To consider and adopt:
  - a) the revised audited standalone financial statements of the Company for the financial year ended March 31, 2020, the report of Auditors thereon and the revised reports of the Board of Directors; and
  - b) the revised audited consolidated financial statements of the Company for the financial year ended March 31, 2020 and the report of the Auditors thereon.
2. To appoint Shri Praveen Someshwar (DIN: 01802656) as a Director, who retires by rotation and, being eligible, offers himself for re-appointment.

### **SPECIAL BUSINESS**

3. To ratify the remuneration to be paid to Ramanath Iyer & Co, Cost Accountants, as Cost Auditor to conduct cost audit of the cost records of FM Radio business of the Company for the financial year ending on March 31, 2021.
4. To appoint Shri Shamit Bhartia (DIN: 00020623) as Non-executive Director, liable to retire by rotation.

5. To re-appoint Smt. Rashmi Verma (DIN: 01993918) as an Independent Director.

Thereafter, shareholders who had pre-registered themselves as 'Speaker' were given the opportunity to speak. Their queries/questions on operations/business of the Company were suitably replied by the Group CFO.

Thereafter, Chairperson informed the members that e-voting at the meeting will be activated shortly, and the same will be available for next 15 minutes. The results of voting shall be declared within the prescribed time-limit, and will be uploaded on the Company's website and shall be intimated to the Stock Exchanges. She thanked members for participating in the meeting.

The meeting concluded with a vote of thanks to the chair.



For **HT Media Limited**

**(Dinesh Mittal)**  
**Group General Counsel &**  
**Company Secretary**

**Place:** New Delhi

**Date:** December 29, 2020

*Note: The above document does not constitute minutes of the proceedings of the Annual General Meeting.*