



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

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

**22<sup>nd</sup> June, 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: Annual Secretarial Compliance Report in compliance of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”)**

In terms of SEBI Circular bearing no. CIR/CFD/CMD1/27/2019 dated 8<sup>th</sup> February, 2019 and Regulation 24A of the SEBI LODR, please find enclosed Annual Secretarial Compliance Report of HT Media Limited for the financial year ended on 31<sup>st</sup> March, 2020.

This is for your information and records.

Thanking you,

Yours faithfully,

For **HT MEDIA LIMITED**



**(Dinesh Mittal)**

**Group General Counsel & Company Secretary**

**Secretarial compliance report of HT MEDIA LIMITED**

**for the year ended 31<sup>st</sup> March, 2020**

I, N C Khanna ( Company Secretaries) have examined:

- (a) all the documents and records made available to me and explanation provided by HT MEDIA LIMITED ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31<sup>st</sup> March, 2020 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;\*
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;\*
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;\*
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;



and circulars/ guidelines issued thereunder;

*\* Not applicable because company did not carry out the activities covered by the regulations/guidelines during the audit period.*

and based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, and there are no deviations.	None	None

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
-----NIL-----				

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:



Sr. No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31 <sup>st</sup> March, 2019	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
None				

We further report that, the listed entity has complied with points 6(A) and 6(B) as mentioned in SEBI Circular No. CIR/CFD/CMD1/114/2019 dated 18<sup>th</sup> October, 2019 and that they have incorporated all the terms and conditions in the respective engagement letter/supplement letter issued to the Statutory Auditors.

Place: New Delhi  
Date: 19/05/2020



For N C Khanna Company Secretaries

N C Khanna  
FCS No. 4268  
CP No.5143

UDIN: F004268B000258071