

HT MEDIA LIMITED

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CIN : L22121DL2002PLC117874

Ref: HTML/CS/02/2021

June 29, 2021

National Stock Exchange of India Limited
Exchange Plaza, C-1
Block G, Bandra Kurla Complex, Bandra East
Mumbai- 400051

BSE Limited
25th Floor, P J Towers
Dalal Street
Mumbai - 400001

Trading Symbol: HTMEDIA

Security Code: 532662

Sub: Annual Secretarial Compliance Report in compliance of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended (“SEBI LODR”)

In terms of SEBI Circular bearing no.CIR/CFD/CMD1/27/2019 dated 8th 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 31st March, 2021.

This is for your information and record.

Thanking you,

Yours faithfully,

For **HT Media Limited**



(Dinesh Mittal)
Group General Counsel & Company Secretary

Encl.: As above

Secretarial compliance report of HT Media Limited
for the year ended 31st March, 2021

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) all other document(s)/ filing(s), as relevant, which has been relied upon to make this certification.

for the year ended 31st March, 2021 ("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 ("SEBI LODR");
 - (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;
- and circulars/ guidelines issued thereunder.

* Not applicable because Company did not carry out any activity covered by the regulations/guidelines during the Review 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	<p><u>Regulation 33(3)(a) of SEBI LODR</u></p> <p>The listed entity shall submit the financial results in the following manner:</p> <p>The listed entity shall submit quarterly and year-to-date standalone financial results to the stock exchange within forty-five days of end of each quarter, other than the last quarter.</p>	<p>The un-audited financial results for the quarter ended 30th September, 2020 were approved by the Board of directors in its meeting held on 27th November, 2020. Hence, there was a delay of Ten (10) days beyond the specified time limit under Regulation 33(3)(a) of SEBI LODR.</p>	<p>In view of the Whistle Blower Compliant received by the Company in August, 2020 alleging certain anomalies in practices adopted in the radio business of the Company and that of subsidiary companies, a thorough investigation including forensic analysis was conducted by the investigation team appointed by the Company. Said investigation brought out certain practices indicating deficiencies and lapses in the radio business during financial years 2017-18, 2018-19, 2019-20 and 2020-21. The investigation process took time as it involved three accounting years and other group companies having radio business. The outcome/ findings of investigation were submitted to NSE and BSE on November 27, 2020. Further, Un-audited financial results ('UFRs') for the quarter ended on September 30, 2020 were approved by the Board of Directors at its meeting held on November 27, 2020 followed by submission of said UFRs to NSE and BSE on the same day. Hence, there was a delay of 10 (Ten) days beyond the specified time limit under Regulation 33 of SEBI LODR. Although the said delay was beyond the control of the Company, the penalty levied by NSE and BSE in this regard was paid within the given timelines.</p>

- (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~~ 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:

<i>Sr. No.</i>	<i>Action taken by</i>	<i>Details of Violation</i>	<i>Details of action taken e.g., fines, warning letter, debarment, etc.</i>	<i>Observations/remarks of the Practicing Company Secretary, if any.</i>
<i>Same as covered under point (a)(1) above</i>				

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

<i>Sr. No.</i>	<i>Observation of the practicing Company Secretary in previous reports</i>	<i>Observations made in the secretarial compliance report for the year ended March 31, 2020</i>	<i>Action taken by the listed entity, if any</i>	<i>Comments of listed entity of the action taken by the listed entity</i>
	<i>None</i>	<i>None</i>	<i>Not applicable</i>	<i>Not applicable</i>

Place: New Delhi
Date: 06/05/ 2021

**KHANNA
NARESH
CHANDER** Digitally signed by
KHANNA NARESH
CHANDER
Date: 2021.05.06
00:52:30 +05'30'

N C Khanna
(Practicing Company Secretary)
FCS No.:4268
C P No.:5143
UDIN: F004268C000248501