

ANNEXURE - F TO THE BOARD'S REPORT

Form No. MGT-9

For the financial year ended March 31, 2020

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

Sl. No.	Particulars	Details
i.	Corporate Identification Number (CIN)	L22121DL2002PLC117874
ii.	Registration Date	December 3, 2002
iii.	Name of the Company	HT Media Limited
iv.	Category/ Sub-Category of the Company	Public Company/ Limited by Shares
v.	Address of the Registered Office and contact details	Hindustan Times House 18-20, Kasturba Gandhi Marg New Delhi – 110001 Tel: +91-11-66561608 Fax: +91-11-66561445 Email : investor@hindustantimes.com
vi.	Whether listed company	Yes/No
vii.	Name, address and contact details of Registrar and Transfer Agent	KFin Technologies Private Limited Selenium Tower B, Plot no. 31-32 Financial District, Nanakramguda Serilingampally Mandal Hyderabad - 500032 Tel: +91-40-67162222, Fax: +91-40-23001153 Toll Free No.: 18003454001 Email : einward.ris@kfintech.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:

Sl. No.	Name and Description of main products / services	NIC Code of the products/ service*	% to total turnover of the Company
1.	Printing and Publishing of Newspapers	181 & 581	82%
2.	Radio Broadcasting	601	13%

*Source: National Industrial Classification-2008

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of equity shares held	Applicable Section
1.	The Hindustan Times Limited** HT House, 18-20, Kasturba Gandhi Marg New Delhi-110001	U74899DL1927PLC000155	Holding	69.50	2(46)
2.	Hindustan Media Ventures Limited Budh Marg, Patna – 800001	L21090BR1918PLC000013	Subsidiary	74.40	2(87)

Sl. No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of equity shares held	Applicable Section
3.	Next Mediaworks Limited <i>Unit 701 A, 7th Floor, Tower 2, Indiabulls Finance Centre, Senapati Bapat Marg, Elphinstone Road Mumbai - 400013</i>	L22100MH1981PLC024052	Subsidiary	51.00	2(87)
4.	HT Music and Entertainment Company Limited <i>Unit 701 A, 7th Floor, Tower 2, Indiabulls Finance Centre, Senapati Bapat Marg, Elphinstone Road Mumbai - 400013</i>	U92131MH2005PLC313653	Subsidiary	100.00	2(87)
5.	Next Radio Limited ^a <i>Unit 701 A, 7th Floor, Tower 2, Indiabulls Finance Centre, Senapati Bapat Marg, Elphinstone Road Mumbai - 400013</i>	U32201MH1999PLC122233	Subsidiary	48.60	2(87)
6.	HT Digital Media Holdings Limited <i>Hindustan Times House, Second Floor 18-20, Kasturba Gandhi Marg New Delhi-110001</i>	U74900DL2007PLC168717	Subsidiary	99.99	2(87)
7.	HT Education Limited <i>Hindustan Times House, 2nd Floor 18-20, Kasturba Gandhi Marg New Delhi-110001</i>	U80902DL2008PLC177056	Subsidiary	100.00	2(87)
8.	HT Learning Centers Limited ^b <i>Hindustan Times House, 2nd Floor 18-20, Kasturba Gandhi Marg New Delhi-110001</i>	U80900DL2010PLC198772	Subsidiary	67.22	2(87)
9.	Firefly e-Ventures Limited [#] <i>Hindustan Times House 18-20, Kasturba Gandhi Marg New Delhi-110001</i>	U74140DL2007PLC164566	Subsidiary	0.00	2(87)
10.	HT Mobile Solutions Limited ^{^^} <i>Hindustan Times House, 2nd Floor 18-20, Kasturba Gandhi Marg New Delhi-110001</i>	U74900DL2009PLC187795	Subsidiary	8.43	2(87)
11.	HT Noida (Company) Limited [^] <i>Hindustan Times House, 2nd Floor 18-20, Kasturba Gandhi Marg New Delhi 110001</i>	U70200DL2020PLC361660	Subsidiary	0.00	2(87)
12.	HT Content Studio LLP [*] <i>Hindustan Times House, 2nd Floor 18-20, Kasturba Gandhi Marg New Delhi 110001</i>	AAQ-3225	Associate	0.00	2(6)
13.	Shine HR Tech Limited <i>Hindustan Times House, 2nd Floor 18-20, Kasturba Gandhi Marg New Delhi 110001</i>	U74900DL2019PLC358043	Subsidiary	100.00	2(87)
14.	HT Overseas Pte. Ltd. <i>30 Cecil Street, 23-03/04 Prudential Towers Singapore-049712 (Incorporated in Singapore)</i>	20101750W	Subsidiary	100.00	2(87)
15.	India Education Services Private Limited <i>Hindustan Times House, Second Floor 18-20, Kasturba Gandhi Marg New Delhi-110001</i>	U80301DL2011PTC226705	Subsidiary	99.00	2(87)

Sl. No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of equity shares held	Applicable Section
16.	Syngience Broadcast Ahmedabad Limited ⁵ I-18, Floor-10 th , Plot-156, Everest Apt Pandit Madan Mohan Malviya Marg, Tardeo Mumbai - 400034	U93090MH2017PLC293674	Subsidiary	0.00	2(87)
17.	Topmovies Entertainment Limited Hindustan Times House, 2 nd Floor 18-20, Kasturba Gandhi Marg New Delhi-110001	U92120DL2013PLC252652	Subsidiary	100.00	2(87)
18.	HT Global Education Private Limited ⁶ Hindustan Times House, 2 nd Floor 18-20, Kasturba Gandhi Marg New Delhi-110001	U80904DL2011PTC219159	Subsidiary	100.00	2(87)

^{**}The Hindustan Times Limited is a subsidiary of Earthstone Holding (Two) Private Limited

⁵ 51.40% equity stake held by Next Mediaworks Limited

⁶ 32.78% equity stake held by HT Education Limited

⁷ Indirect subsidiary (99.99% equity stake held by HT Digital Media Holdings Limited)

⁸ Indirect subsidiary (90.73% equity stake held by HT Digital Media Holdings Limited)

⁹ Indirect subsidiary (100% equity stake held by Hindustan Media Ventures Limited)

^{*} Associate of Hindustan Media Ventures Limited

⁵ Indirect subsidiary (100% equity stake held by Next Radio Limited)

^{*} Under the process of strike-off

IV. SHAREHOLDING PATTERN (Equity share capital breakup as percentage of total equity)

i) Categorywise Shareholding

Sl. No.	Category of Shareholders	No. of Equity Shares held at the beginning of the year (as on 01/04/2019)				No. of Equity Shares held at the end of the year (as on 31/03/2020)				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A)	PROMOTERS									
(1)	INDIAN									
(a)	Individual /HUF	22 ⁹	0	22 ⁹	0.00	3	0	3	0.00	0.00
(b)	Central Government	0	0	0	0.00	0	0	0	0.00	0.00
(c)	State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Bodies Corporate	16,17,54,490	0	16,17,54,490	69.50	16,17,54,490	0	16,17,54,490	69.50	0.00
(e)	Banks/Financial Institutions	0	0	0	0.00	0	0	0	0.00	0.00
(f)	Any Others	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total A(1)	16,17,54,512	0	16,17,54,512	69.50	16,17,54,493	0	16,17,54,493	69.50	0.00
(2)	FOREIGN									
(a)	NRIs -Individuals	0	0	0	0.00	0	0	0	0.00	0.00
(b)	Other-Individuals	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Bodies Corporate	22,581	0	22,581	0.01	22,600	0	22,600	0.01	0.00
(d)	Banks/Financial Institutions	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Others	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total A(2)	22,581	0	22,581	0.01	22,600	0	22,600	0.01	0.00
	Total shareholding of Promoters	16,17,77,093	0	16,17,77,093	69.51	16,17,77,093	0	16,17,77,093	69.51	0.00
	A=A(1)+A(2)									
(B)	PUBLIC SHAREHOLDING									
(1)	INSTITUTIONS									
(a)	Mutual Funds	1,44,61,965	0	1,44,61,965	6.21	110,46,869	0	110,46,869	4.75	(1.47)
(b)	Banks/ Financial Institutions	2,41,410	0	2,41,410	0.10	30	0	30	0.00	(0.10)
(c)	Central Government	0	0	0	0.00	0	0	0	0.00	0.00
(d)	State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
(f)	Insurance Companies	56,65,000	0	56,65,000	2.43	1,05,479	0	1,05,479	0.05	(2.38)
(g)	Foreign Institutional Investors (FIIs)	1,33,74,897	0	1,33,74,897	5.75	93,94,629	0	93,94,629	4.04	(1.71)
(h)	Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
(i)	Others	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total B(1):	3,37,43,272	0	3,37,43,272	14.50	2,05,47,007	0	2,05,47,007	8.83	(5.67)

Sl. No.	Category of Shareholders	No. of Equity Shares held at the beginning of the year (as on 01/04/2019)				No. of Equity Shares held at the end of the year (as on 31/03/2020)				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(2)	NON-INSTITUTIONS									
(a)	Bodies Corporate									
	(i) Indian	93,56,358	0	93,56,358	4.02	57,59,789	0	57,59,789	2.47	(1.55)
	(ii) Overseas	0	0	0	0.00	0	0	0	0.00	0
(b)	Individuals									
	(i) Individual shareholders holding nominal share capital upto ₹ 1 Lac	1,44,10,633	16,812	1,44,27,445	6.20	1,67,47,239	14,368	1,67,61,607	7.20	1.00
	(ii) Individual shareholders holding nominal share capital in excess of ₹ 1 Lac	87,65,075	0	87,65,075	3.77	2,20,37,528	0	2,20,37,528	9.47	5.70
(c)	Others									
	(i) Clearing Members	1,61,902	0	1,61,902	0.07	3,06,072	0	3,06,072	0.13	0.06
	(ii) NBFC	3,870	0	3,870	0.00	0	0	0	0.00	0.00
	(iii) Foreign Nationals	536	0	536	0.00	536	0	536	0.00	0.00
	(iv) Non Resident Indians	23,21,871	0	23,21,871	1.00	33,67,813	0	33,67,813	1.45	0.45
	(v) Trusts	1,840	0	1,840	0.00	140	0	140	0.00	0.00
	(vi) Trustee of HT Media Employee Welfare Trust*	21,78,290	0	21,78,290	0.94	21,78,290	0	21,78,290	0.94	0.00
	(vii) I E P F	10,762	0	10,762	0.00	12,439	0	12,439	0.01	0.00
	Sub-Total B(2)	3,72,11,137	16,812	3,72,27,949	15.99	5,04,09,846	14,368	5,04,24,214	21.66	5.67
	Total Public Shareholding	7,09,54,409	16,812	7,09,71,221	30.49	7,09,56,853	14,368	7,09,71,221	30.49	0.00
	B=B(1)+B(2)									
(C)	SHARES HELD BY CUSTODIANS FOR GDR(s) & ADR(s)	0	0	0	0	0	0	0	0	0
	GRAND TOTAL (A+B+C) :	23,27,31,502	16,812	23,27,48,314	100.00	23,27,33,946	14,368	23,27,48,314	100.00	0.00

* 19 shares held as nominee of Go4i.com (Mauritius) Limited

* In terms of SEBI (Share Based Employee Benefits) Regulations, 2014, the shareholding of Trustee of HT Media Employee Welfare Trust has been categorized as 'Non-Promoter Non-Public' category in stock exchange fillings. However, to conform to the format of Form MGT-9, the same has been categorized under 'Public' category.

(ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (as on 01/04/2019)			Shareholding at the end of the year (as on 31/03/2020)			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares pledged / encumbered to total shares	
1	The Hindustan Times Limited	16,17,54,490	69.50	0.00	16,17,54,490	69.50	0.00	0.00
2	Go4i.Com (Mauritius) Limited	22,581	0.01	0.00	22,600	0.01	0.00	0.00
3	Smt. Shobhana Bhartia	20*	0.00	0.00	1	0.00	0.00	0.00
4	Shri Priyavrat Bhartia	1	0.00	0.00	1	0.00	0.00	0.00
5	Shri Shamit Bhartia	1	0.00	0.00	1	0.00	0.00	0.00
	Total	16,17,77,093	69.51	0.00	16,17,77,093	69.51	0.00	0.00

*19 shares held as nominee of Go4i.com (Mauritius) Limited

(iii) Change in Promoters' Shareholding

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1.	Smt. Shobhana Bhartia				
	At the beginning of the year	20	0.00	20	0.00
	Bought during the year	0	0.00	20	0.00
	Sold during the year	19 [#]	0.00	1	0.00
	At the end of the year	1	0.00	1	0.00
2.	Go4i.com (Mauritius) Limited				
	At the beginning of the year	22,581	0.01	22,581	0.01
	Bought during the year	19 [#]	0.00	22,600	0.01
	Sold during the year	0	0.00	22,600	0.01
	At the end of the year	22,600	0.01	22,600	0.01

[#]19 equity shares held by Smt. Shobhana Bhartia as nominee of Go4i.com (Mauritius) Limited ("Go4i") were transferred to Go4i

Notes:

- Year in the above table means the period from April 1, 2019 to March 31, 2020
- Any member desirous of obtaining date-wise particulars of sale/purchase by the above Promoters may write to the Company Secretary

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and holders of GDRs and ADRs):

Sl. No.	Name of the Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1.	Franklin India Smaller Companies Fund				
	At the beginning of the year	1,10,46,869	4.75	1,10,46,869	4.75
	Bought during the year	0	0.00	1,10,46,869	4.75
	Sold during the year	0	0.00	1,10,46,869	4.75
	At the end of the year	1,10,46,869	4.75	1,10,46,869	4.75
2.	Government Pension Fund Global				
	At the beginning of the year	69,60,000	2.99	69,60,000	2.99
	Bought during the year	0	0.00	69,60,000	2.99
	Sold during the year	0	0.00	69,60,000	2.99
	At the end of the year	69,60,000	2.99	69,60,000	2.99
3.	Hardik B. Patel*				
	At the beginning of the year	8,745	0.00	8,745	0.00
	Bought during the year	26,89,604	1.16	26,98,349	1.16
	Sold during the year	0	0.00	26,98,349	1.16
	At the end of the year	26,98,349	1.16	26,98,349	1.16
4.	Karma Capital Advisors Private Limited*				
	At the beginning of the year	0	0.00	0	0.00
	Bought during the year	25,50,000	1.10	25,50,000	1.10
	Sold during the year	0	0.00	25,50,000	1.10
	At the end of the year	25,50,000	1.10	25,50,000	1.10
5.	Ruchit Bharat Patel*				
	At the beginning of the year	0	0.00	0	0.00
	Bought during the year	24,18,857	1.04	24,18,857	1.04
	Sold during the year	0	0.00	24,18,857	1.04
	At the end of the year	24,18,857	1.04	24,18,857	1.04
6.	Rohini Nilekani				
	At the beginning of the year	22,32,900	0.96	22,32,900	0.96
	Bought during the year	0	0.00	22,32,900	0.96
	Sold during the year	0	0.00	22,32,900	0.96
	At the end of the year	22,32,900	0.96	22,32,900	0.96

Sl. No.	Name of the Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
7.	Trustee of HT Media Employee Welfare Trust				
	At the beginning of the year	21,78,290	0.94	21,78,290	0.94
	Bought during the year	0	0.00	21,78,290	0.94
	Sold during the year	0	0.00	21,78,290	0.94
	At the end of the year	21,78,290	0.94	21,78,290	0.94
8.	Nihar Nilekani*				
	At the beginning of the year	10,45,432	0.45	10,45,432	0.45
	Bought during the year	10,00,000	0.43	20,45,432	0.88
	Sold during the year	0	0.00	20,45,432	0.88
	At the end of the year	20,45,432	0.88	20,45,432	0.88
9.	Janhavi Nilekani*				
	At the beginning of the year	0	0	0	0
	Bought during the year	20,00,000	0.86	20,00,000	0.86
	Sold during the year	0	0.00	20,00,000	0.86
	At the end of the year	20,00,000	0.86	20,00,000	0.86
10.	Nandan M Nilekani				
	At the beginning of the year	19,31,561	0.83	19,31,561	0.83
	Bought during the year	0	0.00	19,31,561	0.83
	Sold during the year	0	0.00	19,31,561	0.83
	At the end of the year	19,31,561	0.83	19,31,561	0.83
11.	ICICI Lombard General Insurance Company Limited#				
	At the beginning of the year	56,65,000	2.43	56,65,000	2.43
	Bought during the year	0	0.00	56,65,000	2.43
	Sold during the year	56,65,000	2.43	0	0.00
	At the end of the year	0	0.00	0	0.00
12.	Finquest Securities Private Limited#				
	At the beginning of the year	46,45,600	2.00	46,45,600	2.00
	Bought during the year	0	0.00	46,45,600	2.00
	Sold during the year	46,45,600	2.00	0	0.00
	At the end of the year	0	0.00	0	0.00
13.	Reliance Capital Trustee Co. Ltd- A/C Reliance Small Cap Fund#				
	At the beginning of the year	34,15,096	1.47	34,15,096	1.47
	Bought during the year	0	0.00	34,15,096	1.47
	Sold during the year	34,15,096	1.47	0	0.00
	At the end of the year	0	0.00	0	0.00
14.	Bajaj Allianz Life Insurance Company Limited#				
	At the beginning of the year	16,77,226	0.72	16,77,226	0.72
	Bought during the year	0	0.00	16,77,226	0.72
	Sold during the year	16,77,226	0.72	0	0.00
	At the end of the year	0	0.00	0	0.00
15.	Danske Invest Sicav - Sif - Emerging And Frontier Markets#				
	At the beginning of the year	13,48,281	0.58	13,48,281	13,48,281
	Bought during the year	0	0.00	13,48,281	13,48,281
	Sold during the year	13,48,281	0.58	0	0
	At the end of the year	0	0.00	0	0

*Not in the list of top 10 shareholders as on April 1, 2019. The same has been reflected above as the shareholder was one of the top 10 shareholders as on March 31, 2020.

#Ceased to be in the list of Top 10 shareholders as on March 31, 2020. The same is reflected above as the shareholder was one of the Top 10 shareholders as on April 1, 2019.

Notes:

- Year in the above table means the period from April 1, 2019 to March 31, 2020
- Any member desirous of obtaining date-wise particulars of sale/purchase by the above shareholders may write to the Company Secretary

(v) Shareholding of Directors and Key Managerial Personnel (KMP)

Sl. No.	Name of the Directors/KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1.	Smt. Shobhana Bhartia (Chairperson & Editorial Director)				
	At the beginning of the year	20	0.00	20	0.00
	Bought during the year	0	0.00	20	0.00
	Sold during the year	19 [#]	0.00	1	0.00
	At the end of the year	1	0.00	1	0.00
2.	Shri Priyavrat Bhartia (Director)				
	At the beginning of the year	1	0.00	1	0.00
	Bought during the year	0	0.00	1	0.00
	Sold during the year	0	0.00	1	0.00
	At the end of the year	1	0.00	1	0.00
3.	Shri Shamit Bhartia (Director)				
	At the beginning of the year	1	0.00	1	0.00
	Bought during the year	0	0.00	1	0.00
	Sold during the year	0	0.00	1	0.00
	At the end of the year	1	0.00	1	0.00
4.	Shri Dinesh Mittal (KMP)				
	At the beginning of the year	1	0.00	1	0.00
	Bought during the year	0	0.00	1	0.00
	Sold during the year	0	0.00	1	0.00
	At the end of the year	1	0.00	1	0.00

[#] 19 equity shares held by Smt. Shobhana Bhartia as nominee of Go4i.com (Mauritius) Limited ("Go4i") were transferred to Go4i

Note: Year in the above table means the period from April 1, 2019 to March 31, 2020

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(₹ in Lac)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year 2019-20				
i) Principal Amount	23,884.83	1,08,710.43	-	1,32,595.26
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	79.27	558.17	-	637.44
Total (i+ii+iii)	23,964.09	1,09,268.60		1,33,232.70
Change in Indebtedness during the financial year 2019-20				
• Additions	48,885.24	4,15,983.93		4,64,869.17
• (Reduction)	(36,998.81)	(4,94,020.29)		(5,31,019.11)
Net Change	11,886.43	(78,036.36)		(66,149.93)
Indebtedness at the end of the financial year 2019-20				
i) Principal Amount	35,850.52	31,232.24	-	67,082.76
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	140.93	290.33	-	431.26
Total (i+ii+iii)	35,991.45	31,522.57		67,514.03

Note: Arithmetic difference in the above table is attributed to the different exchange rates considered for conversion of foreign currency denominated loans into Indian rupees.

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(₹ in Lac)

SI No.	Particulars of Remuneration	Name of MD/WTD/Manager		Total
		Smt. Shobhana Bhartia (Chairperson & Editorial Director)	Shri Praveen Someshwar (Managing Director & CEO)^	
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-Tax Act, 1961	620.60	357.67	978.27
	(b) Value of perquisites under section 17(2) of the Income Tax Act, 1961	0.40	-	0.40
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-
2.	Stock Option (No. of options granted during the year)	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission	-	-	-
5.	Others- Retirement Benefits	46.08	20.52	66.60
	Total (A)	667.08	378.19	1,045.27
	Ceiling as per the Act[§]			Please refer note below [§]

^ Key Managerial Personnel (KMP) in terms of the Companies Act, 2013

§ The net profit for FY-20 computed as per Section 198 of the Companies Act, 2013 was inadequate for the purpose of payment of Managerial Remuneration in FY-20. In terms of the provisions of Section 197 read with Schedule V of the Companies Act, 2013, the Company has obtained approval of the members by way of special resolution passed on March 28, 2019 for payment of above managerial remuneration. Thus, the ceiling on managerial remuneration as per the Companies Act, 2013 is not applicable.

B. Remuneration to other directors

(₹ in Lac)

SI No.	Particulars of Remuneration	Non-executive Directors				Total
		Smt. Sindhushree Khullar [®]	Shri Ajay Relan	Shri Vikram Singh Mehta	Shri Vivek Mehra	
1	Fee for attending Board /committee meetings	3.00	18.30	5.80	9.40	36.50
2	Commission	-	-	-	-	-
3	Others	-	-	-	-	-
	Total (B)	3.00	18.30	5.80	9.40	36.50
	Total Managerial Remuneration (A+B)					1,045.27[®]
	Overall ceiling as per the Act^{**}					

® appointed and ceased to be Director w.e.f. May 10, 2019 and September 30, 2019, respectively

§ does not include fee paid to Non-executive Directors for attending Board/Committee meetings

** not applicable as explained above


C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		Total
		Shri Piyush Gupta (Group CFO)	Shri Dinesh Mittal (Group General Counsel & CS)	
1.	Gross salary			
	(a) Salary as per Provisions contained in section 17(1) of the Income-tax Act, 1961	310.87	267.75	578.62
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	0.40	0.40	0.80
	(c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	-	-	-
2.	Stock Option*	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission	-	-	-
5.	Others- Retirement Benefits	10.15	9.00	19.15
	Total	321.42	277.15	598.57

* During the year, Shri Dinesh Mittal was granted 3,39,888 stock options under "HTML Employee Stock Option Scheme 2009", each option representing 1 equity share of the Company of ₹ 2/- each.

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: Nil

For and on behalf of the Board



(Shobhana Bhartia)

Chairperson & Editorial Director

DIN: 00020648

Place: New Delhi

Date: June 26, 2020