



HT Media Limited

CIN: L22121DL2002PLC117874

Registered Office: Hindustan Times House, 18-20, Kasturba Gandhi Marg, New Delhi - 110 001

Ph.: +91-11-6656 1608 Fax: +91-11-6656 1445

E-mail: investor@hindustantimes.com website: www.htmedia.in

NOTICE OF 18TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Eighteenth Annual General Meeting of the Members of **HT Media Limited** will be held on Tuesday, the December 29, 2020 at 4.00 PM (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following business:

ORDINARY BUSINESS

ITEM NO. 1

To receive, 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 report 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 report of the Auditors thereon.

ITEM NO. 2

To appoint Shri Praveen Someshwar (DIN: 01802656) as Director, who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

ITEM NO. 3

To ratify remuneration to be paid to M/s. Ramanath Iyer & Co, Cost Accountants as Cost Auditor of FM Radio business of the Company, and in this regard, to pass the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, fee of Rs.65,000/- (excluding applicable statutory levies and reimbursement of out-of-pocket expenses), to be paid to M/s. Ramanath Iyer & Co, Cost Accountants (Firm Registration No. 000019) appointed by the Board of Directors of the Company as Cost Auditor to conduct audit of the cost records of FM Radio business of the Company, as applicable, for the financial year ending on March 31, 2021, be and is hereby ratified and approved."

ITEM NO. 4

To appoint Shri Shamit Bhartia (DIN: 00020623) as Non-executive Director liable to retire by rotation, and in this regard, pass the following resolution(s) as **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 161 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Shamit Bhartia (DIN: 00020623), who was appointed as an Additional Director by the Board of Directors w.e.f. March 31, 2020, and who holds office till the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member signifying intention to propose the candidature of Shri Shamit Bhartia for the office of Director of the Company, be and is hereby appointed as Non-executive Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board of Directors (which term shall be deemed to include any Committee of the Board authorised in the said behalf) be and is hereby authorised to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid, without being required to seek any further consent or approval of Members of the Company, or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

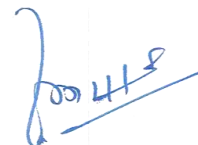
ITEM NO. 5

To appoint Smt. Rashmi Verma (DIN: 01993918) as Independent Director, not liable to retire by rotation, and in this regard pass the following resolution(s) as **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Smt. Rashmi Verma (DIN: 01993918), who was appointed as an Additional Director by the Board of Directors w.e.f. July 28, 2020 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member signifying intention to propose the candidature of Smt. Rashmi Verma for the office of Director of the Company, be and is hereby appointed as Independent Director of the Company to hold office for 5 (five) consecutive years for a term upto March 31, 2025, and not liable to retire by rotation.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board of Directors (which term shall be deemed to include any Committee of the Board authorised in the said behalf) be and is hereby authorised to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid, without being required to seek any further consent or approval of Members of the Company, or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

By Order of the Board
For **HT Media Limited**



(Dinesh Mittal)
Group General Counsel &
Company Secretary

Place: New Delhi
Date: November 27, 2020

NOTES:

1. This notice is in continuation to the earlier notice dated August 11, 2020 convening the 18th AGM of Members of the Company on September 21, 2020. The said AGM was deferred by way of withdrawal of the earlier notice. In this regard, intimation was given to the stock exchanges viz. BSE & NSE vide letter dated September 15, 2020 and published in the newspapers ["Hindustan" (Hindi) and "Mint" (English)] on September 16, 2020.
2. In view of the COVID-19 pandemic, social distancing norm to be followed and pursuant to circulars dated April 8, 2020, April 13, 2020 and May 5, 2020 issued by the Ministry of Corporate Affairs ("MCA Circulars") and circular dated May 12, 2020 issued by the Securities and Exchange Board of India ("SEBI Circular") and in compliance with the provisions of the Companies Act, 2013 ("the Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), the 18th Annual General Meeting (AGM) of the Company is being conducted through VC/OAVM facility, which does not require physical presence of members at the venue of the AGM. Accordingly, Registered Office of the Company i.e. Hindustan Times House, 18-20, Kasturba Gandhi Marg, New Delhi - 110 001 shall be deemed to be the venue of this AGM.
3. **Since the ensuing AGM is being held pursuant to the MCA Circulars through VC/OAVM, which does not require physical attendance of Members at the AGM, the facility to appoint proxy by the Members will not be available for this AGM and therefore, Proxy Form and Attendance Slip are not annexed to this Notice.**
4. The Company received a whistleblower complaint in August, 2020 from a named employee of the radio business on his last working day (WB Complaint). The WB Complaint alleged anomalies resulting in deficiencies in certain financial reporting processes of the radio business of the Company and subsidiary company viz. Next Radio Limited (NRL). The Company, in accordance with its whistleblower policy, and as confirmed by Audit Committee appointed an independent law firm which worked closely with two independent accounting firms for an in-depth comprehensive review. The said investigation brought out practices indicating certain deficiencies and lapses during financial years 2019-20 and 2020-21, As a result of the same, the Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2020, which were earlier circulated to the Members, have been revised. The Statutory Auditor viz. B S R and Associates, Chartered Accountants have issued their audit report on the said revised Financial Statements. Further, Secretarial Auditor viz. Shri N.C. Khanna, Company Secretary-in-Practice has issued an addendum to its earlier report dated June 11, 2020. Consequently, the Board's Report for the financial year

ended March 31, 2020 has also been revised. The Annual Report of FY 2019-20 comprising, *inter-alia*, the revised financial statements and revised Board's Report along with annexures thereto, is being re-circulated herewith to the Members.

5. Shri Praveen Someshwar may be deemed to be interested in the resolution set out at Item No. 2 of the Notice. Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item Nos. 1 & 2 of the Notice.
6. The Statement pursuant to Section 102 of the Companies Act, 2013 relating to Item Nos. 3 to 5 of the Notice is annexed hereto. Pursuant to the provisions of Regulation 36 of SEBI LODR and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, details of Directors seeking who are seeking appointment/ re-appointment at this AGM, is annexed herewith.
7. Since AGM will be held through VC/OAVM, the Route Map is not required and hence, not annexed to this Notice.
8. **Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.**
9. Only those members, who are present in the meeting through VC/OAVM facility and have not casted their vote on resolutions through remote e-voting and are otherwise not barred from doing so, will be allowed to vote through e-voting system at the AGM ("InstaPoll").
10. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI etc.) are required to send a scanned copy (PDF/ JPG format) of their Board or governing body Resolution/Authorization etc., authorizing the representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-voting. The said Resolution/Authorization should be sent via email to KFin Technologies Private Limited (KFin/RTA) at **evoting@kfintech.com** from the registered email address and to the Company at **investor@hindustantimes.com**.
11. All investor related communication may be addressed to KFin at the following address:
KFin Technologies Private Limited
Unit: HT Media Limited
Selenium Tower B
Plot Nos. 31-32, Financial District
Nanakramguda, Serilingampally Mandal
Hyderabad – 500 032
Tel: + 91-40-67162222, **Fax:** + 91-40-23001153
E-mail: einward.ris@Kfintech.com
12. In compliance with above mentioned MCA Circulars and SEBI Circular, the Notice calling this AGM along with the Annual Report for FY-20 is being sent by electronic mode only, to those Members whose e-mail address are registered with the Depository Participant or the Company's RTA. The Notice of AGM and Annual Report for FY-20 will also be available on the Company's website viz. **www.htmedia.in** and website of stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited (**www.bseindia.com** and **www.nseindia.com**).
13. In order to enable the Company to comply with the MCA circulars regarding holding AGM via VC/OAVM and to participate in the green initiative in Corporate Governance, members are requested to register their email address in respect of shares held in electronic form with their Depository Participant, and in respect of shares held in physical form by clicking at **https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx** or by writing to RTA with details of folio number and self-attested copy of PAN card at KFin Technologies Private Limited, Unit: HT Media Limited, Selenium Tower B, Plot Nos. 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032 or by sending email to **einward.ris@kfintech.com**. Members are advised to receive the Notice convening the AGM and Annual Report for FY-20 via e-mail, by updating their email ID by accessing the link **https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx**. Alternatively, Notice of AGM can be downloaded through **https://evoting.kfintech.com/public/Downloads.aspx**.
14. Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, details of unpaid and unclaimed dividend amounts lying with the Company as on September 26, 2019 (date of last Annual General Meeting) are available on the website of the Company (**www.htmedia.in**) and also on the website of the Ministry of Corporate Affairs (MCA). Members, who have so far not encashed/received dividend in respect of financial years ended on March 31, 2014 to March 31, 2019, may write to RTA, who will arrange to remit the unclaimed dividend amount upon completion of necessary formalities.
15. Members may note that shares as well as unclaimed dividend transferred to IEPF Authority can be claimed back. Concerned members/investors are advised to visit the weblink: **http://iepf.gov.in/IEPF/refund.html** or contact KFin to lodge claim for refund of shares and/or dividend from the IEPF Authority.

16. Members holding shares in physical form can avail the facility of nomination pursuant to the provisions of Section 72 of the Act and for the same, they are advised to send their nomination in the prescribed Form No. SH-13 to KFin at the above mentioned address. Members holding shares in electronic form may contact their respective Depository Participant(s) for availing this facility.
17. **In terms of SEBI's circular dated April 20, 2018, members holding shares in physical form and whose Permanent Account Number (PAN) and Bank details are not updated in the records of KFin, are requested to submit their PAN and Bank Account details, along with self-attested copy of PAN Card and original cancelled cheque/ attested copy of bank passbook bearing name of the Member to the Company/KFin.**
18. SEBI has mandated submission of PAN by every participant in securities market. Members holding shares in electronic mode are, therefore, requested to submit their PAN to their Depository Participant with whom they are maintaining the demat account. Members holding shares in physical mode can submit their PAN to the Company/KFin.
19. In terms of SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018, with effect from April 1, 2019, securities of listed companies can be transferred only in dematerialized form (except for transmission or transposition of securities). Accordingly, the Company will not accept any fresh lodgement of transfer of shares in physical form. In view of the same, Members are advised, in their own interest, to dematerialize the shares held by them in physical form.
20. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Company's RTA, details of such folios together with the share certificate(s) and KYC proof(s) viz. PAN, Aadhaar etc. for consolidating their holding in one folio. The share certificate(s) will be returned to the members after making requisite changes, thereon.
21. Members are requested to send their queries, if any, on the financial statements/operations of the Company, by writing email to the Company Secretary at investor@hindustantimes.com at least 7 days before the AGM, so that the information can be compiled in advance.
22. Relevant documents referred to in this Notice are available for inspection electronically without any fee by the Members on all business days (except Saturday, Sunday and Public Holidays) upto the date of AGM. The Register of Directors, Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, Register of Contracts & Arrangements in which Directors are interested, maintained under Section 189 of the Act and the certificate of Auditors of the Company in terms of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 regarding implementation of 'HT Group Companies - Employee Stock Option Rules for Listed Companies', will be available for inspection electronically by the members during the AGM. Members desirous to inspect such documents may send request from their registered email id, to the Company at investor@hindustantimes.com.
23. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of SEBI LODR, the Company is providing to its members the facility to exercise their right to vote on resolutions set out in notice of AGM, by electronic means ("e-voting"). Members may cast their vote remotely, using an electronic voting system on the dates mentioned herein below ("remote e-voting"). Further, the facility of voting through electronic voting system will also be available at the AGM ("InstaPoll"), and members attending the Meeting who have not cast their vote(s) by remote e-voting, will be able to vote at the Meeting through InstaPoll. The Company has engaged the services of KFin as the agency to provide e-voting facility at the AGM.
24. **The remote e-voting facility will be available during following period:**

Commencement of remote e-voting	From 9.00 a.m. (Server time) on December 25, 2020 (Friday)
End of remote e-voting	Upto 5.00 p.m. (Server time) on December 28, 2020 (Monday)

Remote e-voting will not be allowed beyond the aforesaid date and time, and the remote e-voting module shall be forthwith disabled by KFin upon expiry of aforesaid period.
25. Persons whose name appear in the Register of Member/list of Beneficial Owners as on Tuesday, December 22, 2020 (**Cut-off date**) shall be entitled to cast their vote by remote e-voting on the resolutions set forth in this Notice or participating at the AGM and vote through InstaPoll. Any person who is not a Member as on the Cut-off date should treat this Notice for information purpose only.
26. The Board of Directors has appointed Shri Sanket Jain, Company Secretary-in-Practice (C.P. No. 12583), as Scrutinizer to scrutinize the remote e-voting and InstaPoll process in a fair and transparent manner and he has communicated his willingness to get appointed and will be available for the said purpose.
27. After conclusion of e-voting at the AGM, the Scrutinizer shall, scrutinize the votes cast via InstaPoll and votes cast through remote e-voting, and will make a consolidated Scrutinizer's Report for onward submission to the Chairman/Director/Company Secretary.
28. The result of e-voting (remote e-voting and InstaPoll) will be declared within 48 hours of the conclusion of AGM, and the same along with the consolidated Scrutinizer's Report, will be placed on Company's website viz. www.htmedia.in and on the website of KFin viz. <https://evoting.kfintech.com/>. The result will be simultaneously communicated to NSE and BSE.
29. The resolutions set out in the notice of AGM shall be deemed to be passed on the date of AGM, subject to

receipt of requisite number of votes in favour of the resolution(s).

30. For effecting change in address/bank details/NECS (National Electronic Clearing Services) mandate; members are requested to notify:
 - (i) KFin, if shares are held in physical form; and
 - (ii) their respective Depository Participant (DP), if shares are held in electronic form.
31. Members are requested to carefully read the **"Procedure and Instructions for remote e-voting and e-voting at the AGM (InstaPoll)"** and **"Procedure for joining the AGM through VC/OAVM"** given hereunder.

PROCEDURE AND INSTRUCTIONS FOR REMOTE E-VOTING AND E-VOTING AT THE AGM ("INSTAPOLL")

The procedure and instructions for remote e-voting are as under:

I. A. In case a member receives an e-mail from the Company/KFin [for members whose e-mail addresses are registered with the Company/Depository Participant(s)]:

- (a) Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
- (b) Enter the login credentials (User ID and password given in the e-mail). The E-Voting Event Number + Folio No. or DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use the existing password for logging in. If required, please visit <https://evoting.kfintech.com> or contact at **040- 67162222/ 1800-345-4001** (from 9:00 a.m. to 6:00 p.m.) for your existing password.
- (c) After entering these details appropriately, click on **"LOGIN"**.
- (d) You will now reach Password Change Menu wherein you are required to mandatorily change your password upon logging in for the first time. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- (e) You need to login again with the new credentials.
- (f) On successful login, the system will prompt you to select the E-Voting Event Number (EVEN) for Name of the Company viz. HT Media Limited.
- (g) On the voting page, enter the number of shares held by you as on the Cut-off date under either "FOR" or "AGAINST" or alternatively, you may partially enter any number under "FOR"/"AGAINST", but the total number under "FOR"/"AGAINST" taken together should not exceed your total shareholding as on the cut-off date. You may also choose to "ABSTAIN" and vote will not be counted under either head.
- (h) Members holding shares under multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.
- (i) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as "ABSTAINED".
- (j) You may then cast your vote by selecting an appropriate option and click on "SUBMIT".
- (k) A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify.
- (l) Once you confirm, you will not be allowed to modify your vote.
- (m) Corporate/Institutional Members (i.e., other than Individuals, HUFs, NRIs, etc.) are also required to send legible scanned certified true copy (in PDF Format) of the Board Resolution/Power of Attorney/Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail id: sanketjaincs@gmail.com with a copy marked to evoting@kfintech.com. It is also requested to upload the same in the e-voting module in their login. The naming format of the aforesaid legible scanned document shall be "Corporate Name EVENT NO."

B. In case of a member whose e-mail address is not registered/updated with the Company/KFin/Depository Participant(s), please follow the following steps to generate your login credentials:

- (a) Members holding shares in physical mode, who have not registered/updated their email addresses with the Company, are requested to register/update the same by clicking on <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> or by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at investor@hindustantimes.com or to KFin at einward.ris@Kfintech.com.
- (b) Members holding shares in dematerialized mode who have not registered their e-mail addresses with their Depository Participant(s) are requested to register/update their email addresses with the Depository Participant(s) with whom they maintain their demat accounts.
- (c) After due verification, the Company/KFin will forward your login credentials to your registered email address.
- (d) Follow the instructions at I.(A) (a) to (m) to cast your vote.

- II. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending further communication(s).

- III. Once the vote on a resolution is casted by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
- IV. **Information and instructions for InstaPoll:** Facility to cast vote through InstaPoll will be made available on Video Conferencing screen and will be activated once the InstaPoll is announced at the AGM. Member can opt for only single mode of voting per EVEN, i.e., through remote e-voting or voting at the AGM (InstaPoll). If a member casts vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the Meeting shall be treated as “INVALID”.
- V. Any person who becomes a member of the Company after dispatch of the Notice of the AGM and holding shares as on the cut-off date may obtain the User ID and password from KFin in the manner as mentioned below:
 - (a) If the mobile number of the member is registered against Folio No./DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to +91-9212993399
 Example for NSDL: MYEPWD <SPACE> IN12345612345678
 Example for CDSL: MYEPWD <SPACE> 1402345612345678
 Example for Physical: MYEPWD <SPACE> XXXX1234567890
 - (b) If e-mail address or mobile number of the member is registered against Folio No./DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - (c) Member may send an e-mail to evoting@kfintech.com requesting User ID and Password. However, KFin shall endeavor to send User ID and Password to those new Members whose mail ids are available.
- VI. In case of any query/grievance, in respect of e-voting, Members may refer to the Help & FAQs section/ E-voting user manual available at the “Downloads” section of KFin’s website: <https://evoting.kfintech.com/> or contact Shri Rajkumar Kale, Senior Manager, KFin Technologies Private Limited, Unit: HT Media Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad 500032 | Phone No.: +91-040-67162222 | Toll-free No.: 1800-345-4001 | E-mail: evoting@Kfintech.com.

PROCEDURE FOR JOINING THE AGM THROUGH VC/OAVM:

1. The Company is providing VC/OAVM facility to its Members for participating at the AGM.
 - a) Members will be able to attend the AGM through VC at <https://emeetings.Kfintech.com> by using their e-voting login credentials.
Members are requested to follow the procedure given below:
 - i. Launch internet browser (chrome/firefox/safari) by typing the URL: <https://emeetings.Kfintech.com>
 - ii. Enter the login credentials (i.e., User ID and password for e-voting).
 - iii. After logging in, click on “Video Conference” option
 - iv. Then click on camera icon appearing against AGM event of **HT Media Limited**, to attend the AGM.
 - b) Members who do not have User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the procedure given in the e-voting instructions.
 - c) Members will be allowed to attend the AGM through VC/OAVM on first come, first served basis.
 - d) Members wish to ask questions during the AGM may register themselves on <https://emeetings.Kfintech.com> and clicking on the ‘Speaker Registration’ option available on the screen after log in. The Speaker Registration will be open from December 24, 2020 (09:00 A.M. IST) till December 26, 2020 (5:00 P.M. IST). Only those members who have registered themselves as speaker will be allowed to ask questions at the AGM. The Company reserves the right to restrict the number of questions and speakers, depending upon availability of time as appropriate for smooth conduct of the AGM. Members are requested to wait for their turn to be called during the Question and Answer Session. Due to inherent limitation of transmission and coordination during the AGM, the Company may have to dispense with or curtail the Question and Answer Session. Hence, Members are encouraged to get themselves registered in advance to ask questions/queries etc. at the AGM.
 - e) Link to join the meeting shall be opened 15 minutes before the scheduled time of the AGM and shall be kept open throughout the proceedings of the AGM.
 - f) Members who need assistance before or during the AGM can contact KFin at evoting@Kfintech.com or call at 040- 6716 2222/1800-345-4001. Kindly quote your name, DP ID-Client ID/Folio no. and E-voting Event Number in all your communications.
2. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.

STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 3

The Board of Directors, on recommendation of Audit Committee, approved the appointment of M/s. Ramanath Iyer & Co, Cost Accountants (Firm Registration No. 000019) as Cost Auditors to conduct audit of the cost records of FM Radio business of the Company for the financial year ended on March 31, 2021 at a fee of Rs. 65,000/- (excluding applicable statutory levies and reimbursement of out-of-pocket expenses). In terms of the provisions of Section 148 of the Companies Act, 2013 (the 'Act') and the Companies (Audit and Auditors) Rules, 2014, the fee payable to the Cost Auditor shall be ratified by the Members of the Company. Accordingly, consent of the Members is sought for ratification of the above fee payable to the Cost Auditor.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolution.

The Board commends the Ordinary Resolutions set out at Item No. 3 of the Notice for approval of Members.

ITEM NO. 4

Shri Shamit Bhartia has been Director of the Company since inception. He has been instrumental in the growth journey of HT Media group. However, in order to enable the Company to comply with the requirement of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR') of at least one half of the Board of Directors to comprise of Independent Directors, upon resignation of Smt. Sindhushree Khullar (Independent Woman Director), Shri Shamit Bhartia, Non-executive Director of the Company resigned from the Board of Directors w.e.f. December 30, 2019 to balance the composition of the board on the above lines.

Thereafter, the Board of Directors, on the recommendation of Nomination and Remuneration Committee, approved appointment of Shri Shamit Bhartia as an Additional Director of the Company w.e.f. March 31, 2020. In accordance with the provisions of Section 161 of the Act, Shri Shamit Bhartia shall hold office up to the date of this Annual General Meeting. In this regard, the Company has received request in writing from a member of the Company proposing his candidature for appointment as Director of the Company in accordance with the provisions of Section 160 and other applicable provisions of the Act. The Board of Directors has recommended appointment of Shri Shamit Bhartia as a Non-executive Director liable to retire by rotation, for approval by the Members of the Company.

Shri Shamit Bhartia holds a degree in Economics from Dartmouth College, USA. He has worked in the Corporate Finance and M&A Group, Lazard Frere, New York, from July 2001 till August 2002. Considering the impeccable credentials of the incumbent and the requirement of the Company, the Board of Directors commends the appointment of Shri Shamit Bhartia as Non-executive Director of the Company.

Shri Shamit Bhartia is interested in the resolution set out at Item no. 4 with regard to his appointment as Non-executive Director, and Smt. Shobhana Bhartia and Shri Priyavrat Bhartia being related to Shri Shamit Bhartia may also be deemed to be interested in the said item of the agenda. Save and except the above, none of the Directors or Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in this resolution.

The Board commends the Ordinary Resolutions set out at Item no. 4 of the Notice for approval by the Members.

ITEM NO. 5

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, approved appointment of Smt. Rashmi Verma as an Additional Director of the Company w.e.f. July 28, 2020. Pursuant to the provisions of Section 161 of the Act, Smt. Rashmi Verma shall hold office up to the date of this Annual General Meeting. The Board of Directors has recommended appointment of Smt. Rashmi Verma as an Independent Woman Director, to hold office for 5 (five) consecutive years for a term upto March 31, 2025, for approval by the Members of the Company.

Smt. Rashmi Verma, IAS (Retd.) has a rich experience of working in various sectors in her career spanning more than 36 years. She did her MBA (Project based) from University of Hull, UK. Her last posting before superannuation on November 30, 2018 was Secretary, Ministry of Tourism, Govt. of India. She had earlier worked as Principal Secretary Tourism, Bihar cum CMD, Bihar State Tourism Corporation and before that as Additional Director General (Tourism), Govt. of India. She was associated with 'Incredible India' campaign as Additional DG, Tourism and with Incredible India 2.0 as Secretary Tourism. She has acquired special expertise in development of selected tourist sites by ensuring all round infrastructure development and better connectivity necessary for a world class destination. Prior to her posting as Secretary, Tourism, Smt. Rashmi Verma worked as Secretary, Ministry of Textiles, Govt. of India. She acquired deep knowledge of Goods and Services Tax (GST) and other related matters in her capacity as Additional Secretary, Department of Revenue, Govt. of India. While working in Department of Defence Production, Ministry of Defence, Smt. Rashmi Verma oversaw the working of Ordnance Factories and took initiatives for their modernisation and capacity expansion. Smt. Rashmi Verma also worked as Director / Joint Secretary Prime Minister's Office during 1998-2002. Considering the qualification and relevant experience of Smt. Rashmi Verma, her appointment as Independent Director shall be beneficial to the Company.

The Company has received a notice in writing under Section 160 of the Act from a member, signifying intention to propose the candidature of Smt. Rashmi Verma for the office of Director. The Company has also received the following documents from Smt. Rashmi Verma – (a) declaration of independence; (b) consent to act as Director; and

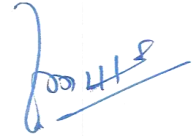
(c) declaration that she is not disqualified from being appointed as Director in terms of Section 164(2) of the Act.

In the opinion of the Board, Smt. Rashmi Verma possesses appropriate skills, experience & knowledge, and fulfills the conditions specified in the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and the SEBI LODR, for her appointment as an Independent Woman Director. Smt. Rashmi Verma is independent of the management and is not related to any Director or Key Managerial Personnel of the Company. As a Non-executive Director, Smt. Rashmi Verma will be entitled to receive sitting fee for attending Board/ Committee meeting(s) as approved by the Board of Directors from time to time. Draft Letter of Appointment of Independent Directors, setting out terms and conditions of her appointment as Independent Director is available on the Company's website viz. www.htmedia.in.

Smt. Rashmi Verma is interested in the resolutions set out at Item no. 5 of the Notice and her relatives may also deemed to be interested in the resolutions, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the Directors or Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Ordinary Resolutions set out at Item no. 5 of the Notice for approval by the Members.

By Order of the Board
For **HT Media Limited**



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

Place: New Delhi

Date: November 27, 2020

Details of the Directors pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India, as applicable

Name of Director	Shri Praveen Someshwar	Shri Shamit Bhartia	Smt. Rashmi Verma
Age (Years)	53	41	61
Relationship with other Directors <i>inter-se</i> and Key Managerial Personnel	None	(a) Son of Smt. Shobhana Bhartia, <i>Chairperson & Editorial Director</i> (b) Brother of Shri Priyavrat Bhartia, <i>Non-executive Director</i>	None
Date of Appointment	August 1, 2018	March 31, 2020	July 28, 2020
Expertise in specific functional areas	Strategic leadership, business and finance	Formulation & implementation of 'Vision & Strategy' and mergers & acquisitions	Public administration & Strategic Planning
Qualification	Chartered Accountant and Cost Accountant	Degree in Economics (Dartmouth College, USA)	IAS (Retd.) and MBA (Project-based) from University of Hull, UK
Terms and conditions of appointment/ re-appointment	Director, liable to retire by rotation	Director, liable to retire by rotation	Independent Woman Director, not liable to retire by rotation
No. of equity shares of Rs.2/- each held in the Company	Nil	1	Nil
Remuneration last drawn (during FY-20)	Rs.378.19Lac (asMD&CEO)	Nil	Not applicable
Directorship held in other companies (excluding foreign companies)#	i. Hindustan Media Ventures Limited (<i>Listed Entity</i>) ii. Next Mediaworks Limited (<i>Listed Entity</i>) iii. Digicontent Limited (<i>Listed Entity</i>) iv. Next Radio Limited v. Shine HR Tech Limited% vi. Media Research Users Council India vii. The Press Trust of India Limited viii. The Indian Newspaper Society ix. Audit Bureau of Circulations	i. Hindustan Media Ventures Limited (<i>Listed Entity</i>) ii. Jubilant Foodworks Limited (<i>Listed Entity</i>) iii. Jubilant Industries Limited (<i>Listed Entity</i>) iv. The Hindustan Times Limited v. HT Learning Centers Limited vi. Shine HR Tech Limited% vii. Earthstone Holding (Two) Private Limited viii. Goldmerry Investment & Trading Company Limited ix. Indian Country Homes Private Limited x. Jubilant Agri and Consumer Products Limited xi. Jubilant Motorworks Private Limited xii. SBS Trustee Company Private Limited xiii. Shobhana Trustee Company Private Limited	i. Indian Institute of Insolvency Professionals of ICAI

		xiv. SS Trustee Company Private Limited xv. SSB Trustee Company Private Limited	
List of the Committees of Board of Directors (across all companies) in which Chairmanship/ Membership is held*#	HT Media Limited i. Audit Committee - Member ii. Stakeholders' Relationship Committee - Member Hindustan Media Ventures Limited i. Stakeholders' Relationship Committee - Member Next Mediaworks Limited i. Audit Committee - Member ii. Stakeholders' Relationship Committee - Chairman Digicontent Limited i. Audit Committee - Member ii. Stakeholders' Relationship Committee - Member Next Radio Limited i. Audit Committee - Member	Jubilant Foodworks Limited i. Audit Committee - Member	None
No. of Board Meetings attended during FY-20	6	5	Not applicable

#as per latest disclosure received from the Director(s)

*in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, only two Committees viz. Audit Committee and Stakeholders' Relationship Committee have been considered

% under process of strike-off