



# HT Media Limited

CIN: L22121DL2002PLC117874

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

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## Notice of 16<sup>th</sup> Annual General Meeting

**NOTICE** is hereby given that the Sixteenth Annual General Meeting of the Members of **HT Media Limited** will be held on Tuesday, September 25, 2018 at 11.00 AM at Siri Fort Auditorium I, A-25, Balbir Saxena Marg, Siri Fort Institutional Area, Gulmohar Park, New Delhi – 110 049, to transact the following business:

### **ORDINARY BUSINESS**

#### **ITEM NO. 1**

To receive, consider and adopt:

- the audited standalone financial statements of the Company for the financial year ended March 31, 2018, the reports of the Board of Directors and Auditors thereon; and
- the audited consolidated financial statements of the Company for the financial year ended March 31, 2018 and report of the Auditors thereon.

#### **ITEM NO. 2**

To declare dividend of Re. 0.40 per Equity Share (i.e. @ 20%) for the financial year ended on March 31, 2018.

#### **ITEM NO. 3**

To appoint Shri Shamit Bhartia (DIN: 00020623) as Director, who retires by rotation and, being eligible, offers himself for re-appointment.

### **SPECIAL BUSINESS**

#### **ITEM NO. 4**

To ratify the remuneration to be paid to M/s. K.G. Goyal & Associates, Cost Accountants, as Cost Auditor of FM Radio broadcasting business of the Company and in this regard, 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. 1,35,000/- plus applicable taxes and reimbursement of out of pocket expenses, to be paid to M/s. K.G. Goyal & Associates, Cost Accountants (Registration No. 000024) appointed by the Board of Directors of the Company as Cost Auditors to conduct audit of the cost records of FM Radio broadcasting business of the Company, as applicable, for the Financial Years ended/ending on March 31, 2017, March 31, 2018 and March 31, 2019, be and is hereby ratified and confirmed.”

#### **ITEM NO. 5**

To appoint Shri Vivek Mehra as an Independent Director and in this regard, pass the following resolution as an **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 and Rules made thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Vivek Mehra (DIN: 00101328) who was appointed as an Additional Director by the Board of Directors w.e.f. January 12, 2018, 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 his intention to propose the candidature of Shri Vivek Mehra for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto March 31, 2022, and not liable to retire by rotation.”

#### **ITEM NO. 6**

To re-appoint Smt. Shobhana Bhartia as Chairperson & Editorial Director of the Company and in this regard, pass the following resolutions as **ORDINARY RESOLUTION**:

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and Rules made thereunder, Smt. Shobhana Bhartia (DIN: 00020648), be and is hereby re-appointed as Chairperson and Editorial Director of the Company (Managing Director under the Companies Act, 2013), with substantial powers of management of affairs of the Company to be exercised by her, for a period of 5 (five) years with effect from July 1, 2018, on the terms and conditions including remuneration set out below, with liberty to the Board of Directors to alter and vary the terms and conditions, not exceeding the limits specified under Schedule V to the Companies Act, 2013:

1.	Basic Salary	Rs. 32,00,000/- per month with authority to the Board of Directors (which expression shall include a Committee thereof) to revise the basic salary from time to time taking into account the performance of the Company, subject however to a ceiling of Rs.50,00,000/- per month.
2.	Housing	Fully furnished residential accommodation, the cost of which shall not exceed 60% of the basic salary per annum or House Rent Allowance in lieu thereof.
3.	Gas/Water/ Electricity	Actual expenditure upto a maximum of Rs. 24,00,000/- per annum.

4.	Medical Expenses	Reimbursement of medical expenses incurred in India and abroad (including insurance premium for medical and hospitalization policy, if any) on actual basis for self and family, subject to ceiling of one month's basic salary in a year or three month's basic salary over a period of three years.
5.	Leave Travel Allowance	For self and family, once a year in accordance with Rules of the Company.
6.	Club Fees	Membership of one Club in India (including admission and membership fee).
7.	Entertainment expenses and other business expenses	Entertainment, travelling and all other expenses incurred for the business of the Company shall be reimbursed as per Rules of the Company. Reimbursement of travelling expenses of spouse accompanying the Chairperson and Editorial Director on any official trip as per Rules of the Company.
8.	Car & Telephone	The Company shall provide car with driver and telephone at the residence of the Chairperson and Editorial Director, for the Company's business.
9.	Personal Insurance	For an amount, premium of which shall not exceed one month's basic salary.
10.	PF Contribution	Contribution to Provident Fund shall be as per Rules of the Company.
11.	Gratuity	Gratuity payable shall not exceed half a month's basic salary for each completed year of service.
12.	Superannuation	Contribution to Superannuation Fund, if any shall be as per Rules of the Company.
13.	Other allowances, benefits and perquisites	Any other allowances, benefits and perquisites admissible to the senior Officers of the Company as per Rules of the Company, from time to time.

**RESOLVED FURTHER THAT** if in any financial year, the Company has no profits or inadequate profits, the remuneration as decided by the Board of Directors from time to time, shall be paid to Smt. Shobhana Bhartia with the approval of the Central Government, if required.

**RESOLVED FURTHER THAT** so long as Smt. Shobhana Bhartia functions as the Chairperson and Editorial Director of the Company, and draws the remuneration as mentioned above, she will not be entitled to any fee for attending meetings of the Board of Directors or any Committee thereof.

**RESOLVED FURTHER THAT** for the purposes of giving effect to the foregoing resolution, the Board of Directors (which term shall be deemed to include any Committee of the Board authorized 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 the Members of 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. 7

To appoint Shri Praveen Someshwar as a Director liable to retire by rotation, and Managing Director & CEO of the Company and in this regard, to pass the following resolutions as **ORDINARY RESOLUTION**:

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, Shri Praveen Someshwar (DIN: 01802656) who was appointed as an Additional Director by the Board of Directors, w.e.f. August 1, 2018, 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 his intention to propose the candidature of Shri Praveen Someshwar for the office of Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, and subject to such approvals, consents, permissions, sanctions of appropriate authorities as may be required, consent of the members be and is hereby accorded the appointment of Shri Praveen Someshwar (DIN: 01802656), as Managing Director and CEO of the Company (Key Managerial Personnel), with substantial powers of management of affairs of the Company to be exercised by him, for a period of 5 (five) years with effect from August 1, 2018, on the terms and conditions including remuneration set out below, with liberty to the Board of Directors to alter and vary the terms and conditions, not exceeding the limits specified under Schedule V to the Companies Act, 2013:

1.	Basic Salary	Rs. 14,25,000/- per month with authority to Chairperson (hereinafter referred to as "the Authority") to revise the Basic Salary from time to time, subject however to a ceiling of Rs. 25,00,000/- per month.
2.	Entertainment	Entertainment expenses incurred for the business of the Company shall be reimbursed as per Rules of the Company. Reimbursement of travelling expenses of spouse accompanying the Managing Director on any official trip as per Rules of the Company.
3.	PF Contribution	Contribution to Provident Fund shall be as per Rules of the Company.
4.	Gratuity	Gratuity payable shall not exceed half a month's Basic Salary for each completed year of service or as per prevailing Rule, whichever is higher.
5.	Other allowances, benefits, perquisites and variable pay	Aggregate of – (i) any other allowances, benefits & perquisites admissible to senior Officers of the Company as per Rules of the Company from time to time; (ii) variable pay viz. Enterprise Goal Award (EGA), Bonus or by whatever name called, to be fixed by the Authority on the basis of Company's performance; and (iii) Joining Bonus, upto a maximum of 250% of aggregate of remuneration, under (1) to (4) above.

**RESOLVED FURTHER THAT** if in any financial year, the Company has no profits or inadequate profits, the remuneration as decided by the Board of Directors from time to time, shall be paid to Shri Praveen Someshwar with the approval of the Central Government, if required.

**RESOLVED FURTHER THAT** so long as Shri Praveen Someshwar functions as the Managing Director and CEO of the Company, and draws the remuneration as mentioned above, he will not be entitled to any fees for attending the meetings of the Board of Directors or any Committee thereof.

**RESOLVED FURTHER THAT** for the purposes of giving effect to the foregoing resolution, the Board of Directors (which term shall be deemed to include any Committee of the Board authorized 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 the Members of 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:** August 20, 2018

## NOTES:

1. A Member entitled to attend and vote at the Annual General Meeting (“Meeting” or “AGM”) is entitled to appoint a proxy to attend the Meeting and vote on poll in his / her stead and the proxy need not to be a member of the Company. The instrument appointing a proxy, in order to be effective, must be deposited at the registered office of the Company, duly completed, stamped and signed, not less than 48 hours before the scheduled time for holding the Meeting. A blank proxy form is annexed to this Notice.

A person can act as proxy on behalf of Members not exceeding fifty (50) in number, and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. However, a Member holding more than 10% of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as a proxy for any other Member. Proxies executed / submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolution / authority, as applicable. The Proxy-holder shall prove his identity at the time of attending the Meeting.

2. Corporate Members intending to depute their authorized representative(s) to attend the Meeting are requested to forward to the Company before the commencement of Meeting, a certified copy of the Board Resolution/Power of Attorney authorizing the said person to attend and vote on their behalf at the Meeting.
3. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
4. Shri Shamit Bhartia is interested in the Item No. 3 of the Notice with regard to his re-appointment. Smt. Shobhana Bhartia and Shri Priyavrat Bhartia being related to Shri Shamit Bhartia are also deemed to be interested in the Item No. 3 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 to 3 of the Notice.
5. The Statement pursuant to Section 102 of the Companies Act, 2013, relating to Special Business to be transacted at the AGM (Item Nos. 4 to 7 of the Notice) is annexed hereto.
6. Pursuant to the provisions of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) and Clause 1.2.5 of Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India, details of Director seeking appointment/re-appointment at this AGM, is annexed herewith.
7. The Ministry of Corporate Affairs, New Delhi vide its notification dated May 7, 2018 has rescinded the requirement of ratification of appointment of Auditors by members at every Annual General Meeting held during the tenor of appointment. Accordingly, no resolution is proposed for ratification of appointment of the present Statutory Auditors, who were appointed in the 15<sup>th</sup> Annual General Meeting held on September 25, 2017 for a term of five consecutive years.
8. **Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, September 18, 2018 to Tuesday, September 25, 2018 (both days inclusive) for determining entitlement of Members to dividend on Equity Shares, for the financial year ended March 31, 2018, if any.**
9. The dividend on Equity Shares for the financial year ended March 31, 2018 as recommended by the Board of Directors, if declared by the Members at the AGM will be credited / paid on or after Thursday, September 27, 2018:
  - (i) in respect of shares held in physical form, to those members whose names appear on the Register of Members of the Company on Tuesday, September 25, 2018, after giving effect to all valid share transfer documents lodged with RTA/Company at its registered office, on or before Tuesday, September 18, 2018.
  - (ii) in respect of shares held in electronic form, to those beneficial owners whose names appear in the statements of beneficial ownership furnished by National Securities Depository Limited and Central Depository Services (India) Limited as at the end of business on Monday, September 17, 2018.
10. The certificate of Auditors that ‘HTML Employee Stock Option Scheme’ and ‘HTML Employee Stock Option Scheme-2009’ is implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (read with SEBI’s circular no. CIR/CFD/POLICY CELL/2/2015 dated June 16, 2015), and the resolutions passed by the Members shall be available for inspection by Members at the venue of AGM.
11. Members are requested to visit the website of the Company viz. [www.htmmedia.in](http://www.htmmedia.in) for viewing the quarterly financial results and annual financial statements and other information of the Company.
12. Pursuant to Sections 101 and 136 of the Companies Act, 2013 read with the Rules framed thereunder, the Notice calling the AGM along with the Annual Report for FY-18 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Depository or the Company’s Registrar and Share Transfer Agent, unless the Member(s) have requested for a physical copy of the same. Members who have not registered their e-mail addresses are being provided, physical copy of Notice of AGM and the Annual Report by the permitted mode.

Members are requested to participate in the green initiative in Corporate Governance by providing their name, shareholding details, e-mail id and consent to receive the notice calling the AGM, Annual Report & other documents permissible to be sent through electronic mode, by sending e-mail at [einward.ris@karvy.com](mailto:einward.ris@karvy.com). For any other investor related queries, communication may be sent by e-mail to [investor@hindustantimes.com](mailto:investor@hindustantimes.com).

13. Karvy Computershare Private Limited (Karvy) is the Registrar & Share Transfer Agent of the Company. All investor related communication may be addressed to Karvy at the following address:

Karvy Computershare Private Limited  
Unit: HT Media Limited  
Karvy Selenium Tower B  
Plot No. 31 & 32  
Financial District, Nanakramguda  
Serilingampally Mandal  
Hyderabad – 500 032  
Tel : + 91-40-67162222  
Fax : + 91-40-23001153  
E-mail : [einward.ris@karvy.com](mailto:einward.ris@karvy.com)

14. Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules), the Company has uploaded the details of unpaid and unclaimed dividend amounts lying with the Company as on September 25, 2017 (date of last Annual General Meeting) on the website of the Company ([www.htmedia.in](http://www.htmedia.in)) and also on the website of the Ministry of Corporate Affairs (MCA). Members who have not encashed/received dividend so far in respect of financial years ended on March 31, 2011 to March 31, 2017, are requested to write to Karvy, who shall arrange to remit the unclaimed dividend amount on completion of necessary formalities.
15. Pursuant to the provisions of IEPF Rules, as amended, the Company has, during the financial year 2017-18, transferred to the IEPF Authority 8,450 equity shares of Rs. 2/- each in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more as on the due date of transfer, i.e. October 31, 2017. Details of shares transferred to the IEPF Authority are available on the website of the Company viz. [www.htmedia.in](http://www.htmedia.in). The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: [www.iepf.gov.in](http://www.iepf.gov.in).
16. Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back. Concerned members/investors are advised to visit the weblink: <http://iepf.gov.in/IEPFA/refund.html> or contact Karvy for lodging claim for refund of shares and / or dividend from the IEPF Authority.
17. Members holding shares in physical form can avail the facility of nomination pursuant to the provisions of Section 72 of the Companies Act, 2013, and for the same they are advised to send their nomination in the prescribed Form No. SH-13 to Karvy at the above mentioned address. Members holding shares in electronic form may contact their respective Depository Participant for availing this facility.
18. Members holding shares in physical form are advised to submit particulars of their bank account, viz. name and address of the branch of the bank, MICR code of the branch, type of account and account number to our Registrar and Share Transfer Agent, Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500032.
19. Members who are 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 Registrar and Share Transfer Agent, the details of such folios together with the share certificates for consolidating their holding in one folio. The share certificates will be returned to the members after making requisite changes, thereon. Members are requested to use the share transfer form SH-4 for this purpose.
20. For effecting changes in address / bank details / NECS (National Electronic Clearing Services) mandate; members are requested to notify:
  - (i) Karvy, if shares are held in physical form; and
  - (ii) their respective Depository Participant (DP), if shares are held in electronic form.
21. **In terms of SEBI circular dated April 20, 2018, Members holding shares in physical form and whose PAN and Bank details are not updated with Karvy, are requested to submit their PAN and Bank Account details by sending duly signed form (sent separately with this Notice) along with self-attested copy of PAN Card and original cancelled cheque/ attested copy of bank passbook, bearing name of the Member.**
22. **In terms of the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018, with effect from December 5, 2018, securities of listed companies can be transferred only in dematerialised form (except for transmission or transposition of securities). In view of the same, Members are advised in their own interest, to dematerialise shares held by them in physical form. In this regard, a separate communication is sent with this Notice to the Members holding shares in physical form.**
23. Members/Proxie/Authorised Representative(s) are requested to kindly note the following:
  - (i) copies of Annual Report will not be distributed at the venue of the meeting;
  - (ii) Attendance Slip, sent herewith, is required to be produced at the venue of AGM duly filled-in and signed, for attending the meeting;
  - (iii) entry to the hall will be in exchange for duly completed and signed Attendance Slips; and
  - (iv) Folio No. or DP & Client ID No., as the case may be, must be quoted in all correspondence with the Company and/or Karvy.
24. Members are requested to send their queries, if any, on the financial statements/operations of the Company, to reach the Company Secretary at the Company's Registered Office, at least 7 days before the meeting, so that the information can be compiled in advance.
25. Register of Directors and Key Managerial Personnel and their shareholding; and Register of Contracts and Arrangements in which the Directors are interested, maintained in terms of applicable provisions of the Companies Act, 2013, will be available for inspection by the members at the AGM.
26. Relevant documents referred to in the Notice are available for inspection without any fee by the Members on all business days (except Saturday, Sunday and Public Holidays) during 10.00 A.M. to 4.00 P.M. upto the date of AGM at the Registered Office/Corporate Office of the Company, and during AGM at the venue thereof.
27. The Notice and Annual Report for the FY-18 are available on the Company's website, viz. [www.htmedia.in](http://www.htmedia.in).
28. **Members may please note:**
  - (i) **briefcase, bag, mobile phone, and/or eatables shall not be allowed to be taken inside the hall for security reasons; and**
  - (ii) **no gifts, gift coupons, or cash in lieu of gifts will be distributed at or in connection with the Meeting.**
29. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 the Companies (Management and Administration) Rules, 2014, and the provisions of Regulation 44 of the SEBI Listing Regulations, Members are provided with the facility to cast their vote on all items/resolutions set forth in this Notice, through remote e-voting (i.e. facility of casting votes by using an electronic voting system from a place other than the venue of AGM) on Karvy's e-voting platform.

The Company will also provide facility for voting through ballot paper at the venue of AGM to the members attending the AGM who have not cast their vote by remote e-voting shall be able to exercise the right to vote at the meeting.

30. Any person, whose name appears in the Register of Member/list of Beneficial Owners as on **Tuesday, September 18, 2018 (Cut-off date)**, only shall be entitled to vote by way of voting through ballot paper at the venue of AGM/ remote e-voting on the items/Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.

31. **The remote e-voting facility will be available during the following period:**

<b>Commencement of remote e-voting</b>	<b>From 9.00 a.m. (Server time) on September 21, 2018 (Friday)</b>
<b>End of remote e-voting</b>	<b>Up to 5.00 p.m. (Server time) on September 24, 2018 (Monday)</b>

Remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Karvy upon expiry of aforesaid period.

32. The Board of Directors has appointed Shri Lalit Chaudhary, Company Secretary in Practice (C.P. No. 15889) or in his absence, Shri N.C. Khanna, Company Secretary in Practice (C.P. No. 5143) as Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
33. The Scrutinizer shall after the conclusion of voting at the AGM, count the votes cast at the meeting, thereafter they will unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make, not later than 48 hours from the conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, the resolution, invalid votes, if any and whether the resolution(s) has/have been carried or not, to the Chairperson or any other person authorised by Chairperson in writing, who shall countersign the same and declare the results of the voting.
34. The result of voting along with the scrutinizers' report shall be placed on the website of the Company ([www.htmedia.in](http://www.htmedia.in)) and on Karvy's website (<https://evoting.karvy.com>) immediately after the result is declared and shall simultaneously forwarded to the stock exchanges where the Company's shares are listed. The results shall also be displayed at the Registered Office of the Company.
35. The resolutions shall be deemed to be passed on the date of AGM subject to receipt of requisite number of votes being cast in favour of the resolution(s).
36. Route map of the venue of the Meeting is annexed to the Notice.
37. Members are requested to carefully read the "Procedure and Instructions for remote e-voting" given below.

#### **PROCEDURE AND INSTRUCTIONS FOR REMOTE E-VOTING**

The Procedure and Instructions for remote e-voting are as under:

- (i) **In case a Member receives an email from Karvy** [for Members whose email addresses are registered with the Company/ Depository Participant(s)]:
- a) Launch internet browser by typing the URL: <https://evoting.karvy.com>.
- b) Enter the login credentials (i.e. user-id & password mentioned in a separate communication annexed to this Notice). In case of physical folio, User ID will be **EVEN** (E-voting Event Number) followed by folio number. In case of Demat holding, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- 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. 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, email 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 "EVEN" for HT Media Limited.
- g) On the voting page enter the number of shares (which represents the number of votes) as on the Cut-off Date under either "FOR" or "AGAINST" or alternatively, you may partially enter any number under "FOR" or partially "AGAINST" but the total number in "FOR" / "AGAINST" taken together should not exceed your total shareholding as on the cut-off Date. You may also choose the option "ABSTAIN". If a Member does not indicate either "FOR" or "AGAINST", then also it will be treated as "ABSTAIN" in which case the shares held 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 folio/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 "ABSTAIN".
- 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. Once you have voted on the resolution (s), you will not be allowed to modify your vote.
- l) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter/ Power of Attorney, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail address: [investor@hindustantimes.com](mailto:investor@hindustantimes.com) with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.com). They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name\_EVEN NO."
- (ii) In case a member receiving physical copy of the Notice [for Members whose email addresses are not registered with the Company/Depository Participant(s)]:
- a) EVEN, User ID and initial password are mentioned in a separate communication annexed to this Notice.
- b) Please follow all steps from Sr. No. (a) to (l) as mentioned in (i) above, to cast your vote by electronic means.
- (iii) During the voting period, Members can login any number of times till they have voted on the Resolution(s). Once the vote

on a resolution is cast by a Member, it can not be changed it subsequently.

Members who have cast their vote through remote e-voting, may attend the AGM, but shall not be allowed to vote again thereat.

- (iv) A Member can opt for one single mode of voting i.e. through remote e-voting or voting through ballot paper at the AGM. If a member casts votes by both modes, then voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- (v) In case of any query/ grievance, in respect of remote e-voting, Members may please refer to Help & FAQs and E-voting user manual available at the "Downloads" section of Karvy's website: <https://evoting.karvy.com> or contact Mr. G Ramesh Desai, Manager, Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot No. 31-32, Financial District, Nanakramguda, Hyderabad - 500 032 or at e-mail address: [evoting@karvy.com](mailto:evoting@karvy.com) or contact no.040 – 6716 2222 or Karvy's toll free No. 1-800-34-54-001 (from 9:00 A.M. to 6:00 P.M.).
- (vi) You can update your mobile number and e-mail address in the user profile details of the folio, which may be used for sending future communication(s).
- (vii) The voting rights of Members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. Tuesday, September 18, 2018.
- (viii) Any person who becomes a Member of the Company after dispatch of AGM Notice and holding shares as on the Cut-off date for remote e-voting, may obtain the User ID and Password in the manner 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./DPID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DPID Client ID and PAN to generate a new password.
- c. Member may call Karvy's toll free number 1800-345-4001 (from 9.00 A.M. to 6.00 P.M).
- d. Member may send an e-mail [evoting@karvy.com](mailto:evoting@karvy.com) requesting User ID and Password. However, Karvy shall endeavor to send User ID and Password to those new Members whose email address are available.

#### **STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

##### **ITEM NO. 4**

On recommendation of the Audit Committee, the Board of Directors have approved the appointment of M/s. K.G. Goyal & Associates, Cost Accountants (Registration No. 000024), as Cost Auditors for conducting audit of the cost records of FM Radio broadcasting business of the Company, for the financial years ended/ending on March 31, 2017, March 31, 2018 and March 31, 2019 at a fee of Rs. 1,35,000/- plus applicable taxes and reimbursement of out of pocket expenses. In pursuance of the provisions of Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the fee payable to the Cost Auditor is required to be ratified by the Members of the Company. Accordingly, consent of the Members is sought for ratification of the remuneration payable to the Cost Auditors for the financial years 2016-17, 2017-18 and 2018-19.

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

The Board of Directors commend the ordinary resolution set out at Item No. 4 for approval of Members.

##### **ITEM NO. 5**

On recommendation of the Nomination and Remuneration Committee of Directors, the Board of Directors have appointed Shri Vivek Mehra as an Additional Director of the Company w.e.f. January 12, 2018. The Board of Directors have also recommended appointment of Shri Vivek Mehra as an Independent Director for a term upto March 31, 2022 for approval by the Members of the Company. In accordance with the provisions of Section 161 of the Companies Act, 2013 (the "Act"), Shri Vivek Mehra shall hold office up to the date of ensuing AGM.

Shri Vivek Mehra is a member of the Institute of Chartered Accountants of India since 1979. He has over 38 years of professional experience in tax, regulatory and M&A tax structuring as well as consulting space. He has specialized in cross border tax issues and investment structuring, including mergers and acquisitions. He has held various leadership roles in PriceWaterhouseCoopers Private Limited ('PWC') as Partner/Executive Director till April 2017. He was national leader for the Regulatory and Merger & Acquisition practice of PWC, and was elected to the PWC Governing Board for 8 years. Shri Vivek Mehra is on the Board of Directors of several other companies. Considering the qualification and experience of Mr. Vivek Mehra, his appointment as Independent Director shall be beneficial to the Company.

The Company has received a declaration of independence from Shri Vivek Mehra. In the opinion of the Board, Shri Vivek Mehra possesses appropriate skills, experience & knowledge and fulfils the conditions specified in the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for his appointment as an Independent Director of the Company. Shri Vivek Mehra is independent of the management and is not related to any Director or Key Managerial Personnel of the Company. As a Non-executive Director, Shri Vivek Mehra will be entitled to receive sitting fee for attending Board/Committee meeting(s) and commission on profits of the Company as approved by the Board of Directors from time to time. Draft Letter of Appointment of Independent Director(s), setting out terms and conditions of appointment of Independent Director(s) is available for inspection at the Registered Office of the Company, by Members without any fee on all business days (except Saturday, Sunday and Public Holidays) during 10.00 A.M. to 4.00 P.M. upto the date of this Annual General Meeting. The same is also available on the Company's website viz. [www.htmedia.in](http://www.htmedia.in).

Shri Vivek Mehra is interested in the resolution set out at Item no. 5 with regard to his appointment as Independent Director. 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 Resolution set out at Item no. 5 of the Notice for approval by the Members regarding appointment of Shri Vivek Mehra as an Independent Director of the Company for five consecutive years for a term upto March 31, 2022, not liable to retire by rotation.

#### ITEM NO. 6

Members may kindly re-call, at the 11<sup>th</sup> Annual General Meeting held on August 27, 2013, Smt. Shobhana Bhartia was re-appointed as Chairperson & Editorial Director of the Company w.e.f. July 1, 2013 for a term of 5 (five) years, The Board of Directors at its meeting held on May 2, 2018 have, upon recommendation of Nomination and Remuneration Committee of Directors, unanimously approved the re-appointment of Smt. Shobhana Bhartia as Chairperson and Editorial Director of the Company (Managing Director under the Companies Act, 2013) w.e.f. from July 1, 2018 for a further term of 5 (five) years, including payment of remuneration, subject to the approval of Members.

Smt. Shobhana Bhartia has been associated with the Company since incorporation and has been instrumental in formulation of long-term vision and strategy of the Company. She is currently serving, as the Pro-Chancellor of the Birla Institute of Technology and Sciences. A former Member of Rajya Sabha, the Upper House of the Parliament of India, Smt. Shobhana Bhartia also served as a member of the Committees in Parliament on Energy, Women Empowerment, and Human Resource Development. Conferred with numerous awards and recognition, including Global Leader of Tomorrow from the World Economic Forum, Davos 1996, and Entrepreneur of the Year, 2005, from Ernst and Young, she was decorated with the Padma Shri, Government of India's National Award for outstanding contribution in a particular field, in the year 2006 and from The Economic Times, Businesswomen of the Year, in the year 2007. Smt. Shobhana Bhartia is also the Managing Director of The Hindustan Times Limited, the holding company.

The Written Memorandum under Section 190 of the Companies Act, 2013 setting out the terms of re-appointment of Smt. Shobhana Bhartia as Chairperson & Editorial Director including payment of remuneration is available for inspection at the Registered Office of the Company, by the Members without any fee on all business days (except Saturday, Sunday and Public Holidays) during 10.00 AM to 4.00 PM upto the date of this AGM.

Members' approval is required for the re-appointment of Smt. Shobhana Bhartia as Chairperson & Editorial Director, for a further term of 5 years w.e.f. July 1, 2018 and payment of remuneration as set out at Item no. 6 of the Notice.

Smt. Shobhana Bhartia holds 20 equity shares (19 shares held as nominee of Go4i.com (Mauritius) Limited in the Company)

Smt. Shobhana Bhartia is interested in the resolution set out at Item no. 6 with regard to her reappointment as Chairperson & Editorial Director. Shri Priyavrat Bhartia and Shri Shamit Bhartia, being related to Smt. Shobhana Bhartia may be deemed to be interested in the resolution set out at Item No. 6 of the Notice. 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 of Directors commend the Ordinary Resolutions set out at Item no. 6 of the Notice for approval by the Members.

#### ITEM NO. 7

The Board of Directors of the Company in its meeting held on May 24, 2018, approved the appointment of Shri Praveen Someshwar as an Additional Director, and Managing Director & CEO of the Company (Key Managerial Personnel u/s 203 of the Companies Act, 2013) for a period of 5 (five) years w.e.f. August 1, 2018, on the recommendation of the Nomination and Remuneration Committee of Directors, and subject to approval of the Members. In accordance with the provisions of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member, signifying his intention to propose Shri Praveen Someshwar as a candidate for the office of Director of the Company, liable to retire by rotation.

Shri Praveen Someshwar is a business leader with 27 years' of rich and varied experience in strategic leadership, business and finance roles. His last stint was with Pepsico, wherein he was associated since 1994. He was SVP and GM for Pepsico North Asia, Phillipines, Indonesia, Malaysia and other islands in Asia Pacific Region. Prior to this, he was associated with ICI India Limited between 1991-94. Considering the impeccable credentials of the incumbent and the requirement of the Company, the Board of Directors approved the appointment of Shri Praveen Someshwar as Managing Director of the Company. Shri Praveen Someshwar is also the Managing Director of Hindustan Media Ventures Limited, a subsidiary Company.

The Written Memorandum under Section 190 of the Companies Act, 2013 setting out the terms of appointment of Shri Praveen Someshwar as Managing Director & CEO including payment of remuneration, is available for inspection by the Members at the Registered Office of the Company without any fee on all business days (except Saturday, Sunday and Public Holidays) during 10.00 AM to 4.00 PM upto the date of this Annual General Meeting.

Members' approval is required for the appointment of Shri Praveen Someshwar as Director liable to retire by rotation, and Managing Director & CEO, for a period of 5 years with effect from August 1, 2018 including payment of remuneration, as set out in the accompanying resolution.

Shri Praveen Someshwar is interested in the resolution set out at Item no. 7 with regard to his appointment as Managing Director & CEO. 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 of Directors commend the Ordinary Resolutions set out at Item no. 7 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:** August 20, 2018



**Details of the Directors seeking appointment / re-appointment at the ensuing Annual General Meeting to be held on Tuesday, September 25, 2018, pursuant to the provisions of 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**

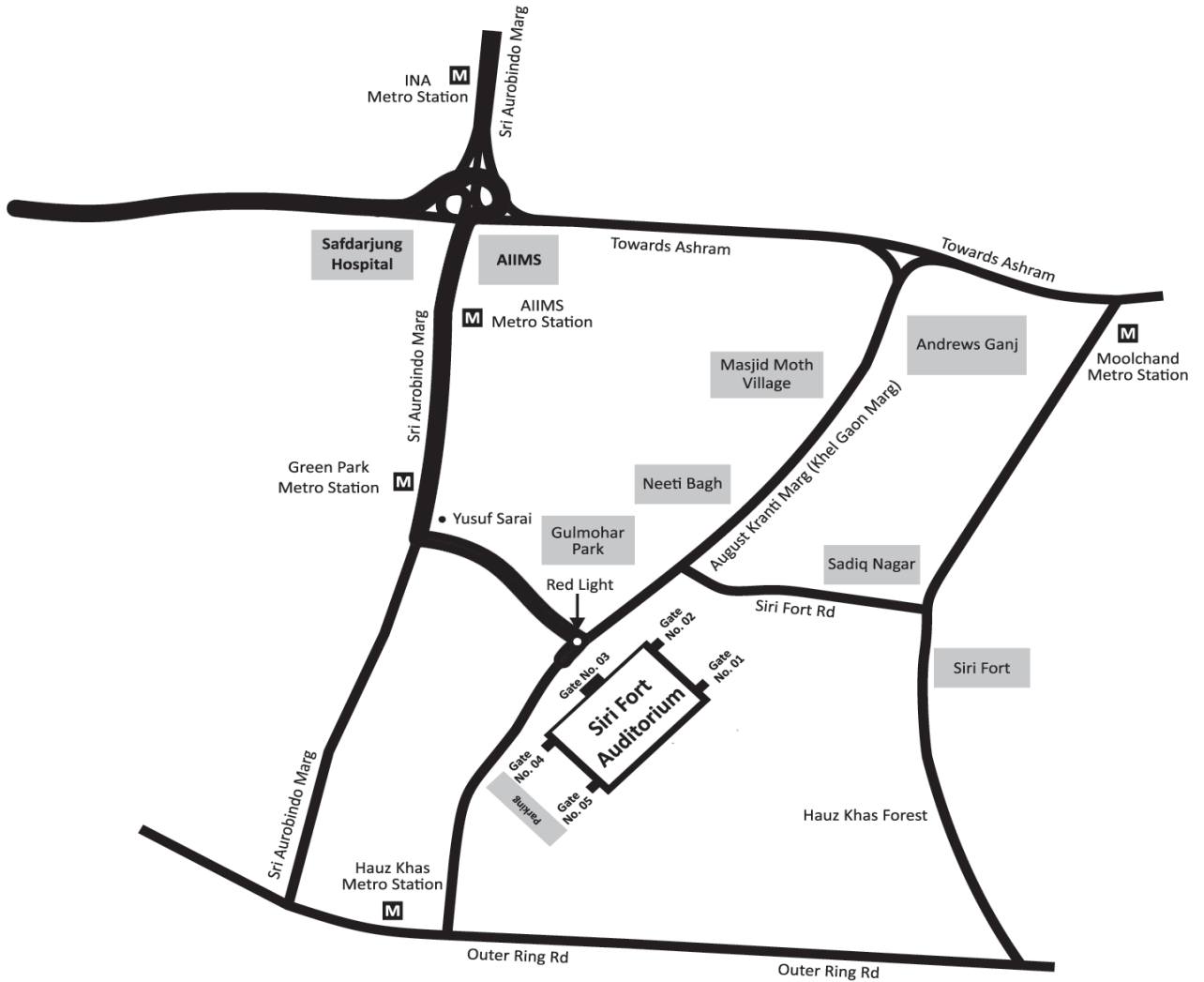
Name of Director	Smt. Shobhana Bhartia	Shri Shamit Bhartia	Shri Vivek Mehra	Shri Praveen Someshwar
<b>Age (years)</b>	61	39	63	51
<b>Relationship with other Directors inter-se and Key Managerial Personnel</b>	Mother of Shri Priyavrat Bhartia and Shri Shamit Bhartia, Non- Executive Directors	Son of Smt. Shobhana Bhartia, Chairperson & Editorial Director and Brother of Shri Priyavrat Bhartia, Non- Executive Director	None	None
<b>Date of Appointment</b>	December 3, 2002	December 3, 2002	January 12, 2018	August 1, 2018
<b>Expertise in specific functional areas</b>	Industrialist	Industrialist	Tax, regulatory and M & A tax structuring, with specialization in cross border tax issues and investment structuring	Strategic leadership, business and finance
<b>Qualification</b>	Graduate from Calcutta University	Degree in Economics (Dartmouth College, USA)	Chartered Accountant	Chartered Accountant and Cost Accountant
<b>Terms and conditions of appointment/re-appointment</b>	Re-appointed as Chairperson & Editorial Director, for a further term of 5 years w.e.f. July 1, 2018. For remuneration details, please refer the proposed resolution under item No. 6 of the Notice	Director, liable to retire by rotation.	Independent Director, not liable to retire by rotation	Director liable to retire by rotation, and appointed as Managing Director & CEO, for a period of 5 years w.e.f. August 1, 2018. For remuneration details, please refer the proposed resolution under item No. 7 of the Notice
<b>No. of Equity Shares of Rs. 2/- each held in the Company</b>	20 [19 shares held as a nominee of Go4i.com (Mauritius) Limited]	1	Nil	Nil
<b>Remuneration last drawn (during FY 18)</b>	Rs. 667.61 lacs	Not Applicable	Nil	Not Applicable
<b>Directorship held in other companies (excluding foreign companies and Section 8 companies)#</b>	<ul style="list-style-type: none"> <li>(i) Hindustan Media Ventures Limited (Listed entity)</li> <li>(ii) The Hindustan Times Limited</li> <li>(iii) Nilgiri Plantations Limited</li> <li>(iv) Goldmerry Investment &amp; Trading Company Limited</li> <li>(v) Ronson Traders Limited</li> <li>(vi) Yashovardhan Investment &amp; Trading Company Limited</li> <li>(vii) India Education Services Private Limited</li> <li>(viii) Earthstone Holding (Two) Private Limited</li> <li>(ix) MJS Trustee Company Private Limited</li> <li>(x) PRS Trustee Company Private Limited</li> <li>(xi) SBSSB Realty Trustee Co. Private Limited</li> <li>(xii) SSBSB Realty Trustee Co. Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>(i) Hindustan Media Ventures Limited (Listed entity)</li> <li>(ii) Jubilant Industries Limited (Listed entity)</li> <li>(iii) Jubilant Foodworks Limited (Listed Entity)</li> <li>(iv) Jubilant Motorworks Private Limited</li> <li>(v) Goldmerry Investment &amp; Trading Company limited</li> <li>(vi) SBS Trustee Company Private Limited</li> <li>(vii) SS Trustee Company Private Limited</li> <li>(viii) SSB Trustee Company private Limited</li> <li>(ix) Indian Country Homes Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>(i) Jubilant Life Sciences Limited (Listed entity)</li> <li>(ii) DLF Limited (Listed Entity)</li> <li>(iii) Embassy Office Parks Management Services Private Limited</li> <li>(iv) Cooper And Lybrand Private Limited</li> <li>(v) Bharat Hotels Limited</li> <li>(vi) Support Services Management (India) Pvt. Ltd.</li> </ul>	<ul style="list-style-type: none"> <li>(i) Hindustan Media Ventures Limited (Listed entity)</li> </ul>

	(xiii) SSB Trustee Company Private Limited (xiv) SB Trusteeship Services Private Limited (xv) PSB Trustee Company Private Limited (xvi) Shobhana Trustee Company Private Limited	(x) Shobhana Trustee Company Private Limited (xi) HT Learning Centers Limited (xii) The Hindustan Times Limited (xiii) Jubilant Agri & Consumer Products Limited (xiv) Earthstone Holding (Two) Private Limited		
<b>List of the Committees of Board of Directors (across all companies) in which Chairmanship/ Membership is held*#</b>	<b>The Hindustan Times Limited</b> Audit Committee - Chairperson	<b>HT Media Limited</b> Audit Committee - Member	<b>Bharat Hotel Limited</b> (i) Audit Committee – Member <b>HT Media Limited</b> (i) Audit Committee – Member <b>Embassy Office Parks Management Services Private Limited</b> (i) Audit Committee - Chairman (ii) Stakeholders' Relationship Committee - Member <b>DLF Limited</b> (i) Audit Committee – Member	<b>Hindustan Media Ventures Limited</b> (i) Stakeholders' Relationship Committee - Member
<b>No. of Board Meetings attended during FY 18</b>	6	6	None	Not Applicable

#As per latest disclosure received from the Director.

\*Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, only two Committees viz. Audit Committee and Stakeholders' Relationship/Shareholders'/Investors' Grievance Committee have been considered.

# Route map to the venue of the 16<sup>th</sup> Annual General Meeting of HT Media Limited



Siri Fort Auditorium I, A-25, Balbir Saxena Marg,  
Siri Fort Institutional Area, Gulmohar Park,  
New Delhi - 110 049