



**TRANSCRIPT OF THE 19<sup>TH</sup> ANNUAL GENERAL MEETING OF HT MEDIA LIMITED**  
**HELD ON 29<sup>TH</sup> SEPTEMBER, 2021 AT 11.00 A.M (IST) THROUGH VIDEO**  
**CONFERENCING/ OTHER AUDIO VISUAL MEANS**

**DINESH MITTAL** (*Group General Counsel & Company Secretary*)

Good morning, everyone.

Dear members, it gives me great pleasure to welcome you all to the nineteenth Annual General Meeting of your Company. Keeping in view the impact of pandemic, this meeting is being convened via video conference, which has been permitted by the Ministry of Corporate Affairs and SEBI. Members may please note that this meeting is being recorded.

In accordance with the provisions of the Companies Act 2013 and the rules made thereunder, the Company has extended to its members the facility to exercise their right to vote on all items of the agenda of this meeting through remote e-voting facility, and e-voting at the AGM. As you all know, remote e-voting facility commenced on 9:00 a.m. on 25<sup>th</sup> September 2021, which concluded on 5:00 p.m. on 28<sup>th</sup> September 2021. Members who could not cast their vote earlier via remote e-voting are requested to cast their vote now, at this meeting on the link provided.

Mr. Sanket Jain, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the voting process. The Register of Directors and KMP & their shareholding and the Register of Contract and Arrangement and the certificate of Statutory Auditor and arrangement, in terms of SEBI Share Based Employee Benefits Regulation, 2014 regarding compliance with the implementation of HTML Employee Stock Option Scheme, and the modified HTML Employee Stock Options Scheme - 2009 are available for inspection by any member.

Members who have registered themselves as the speaker on the platform of RTA, may raise their questions/ give suggestions once the floor is open for questions & answers. For smooth and seamless conduct of the meeting, all the members have been kept on mute to avoid background noise or disturbance.

Since the requisite quorum is present, I now request Mrs. Shobhana Bhartia, Chairperson to address the meeting.

**SHOBHANA BHARTIA** (*Chairperson & Editorial Director*)

Thank you, Dinesh.

Good morning, ladies and gentlemen. On behalf of HT Media Limited, I extend a warm welcome to all the shareholders who have joined this AGM. The Company has taken necessary steps which are required to be taken as per the provisions of law to enable the members to participate at this meeting via video conferencing and vote on the resolutions set forth in the Notice convening this AGM. As we have the requisite a quorum present, I call this meeting to order.

Let me introduce the Directors and KMPs of the company who are present in this meeting.

1. Mr. Vivek Mehra, *Independent Director, Chairman of the Audit Committee and representing Chairman of Nomination & Remuneration Committee.*
2. Mr. Vikram Singh Mehta, *Independent Director*
3. Mrs. Rashmi Verma, *Independent Director*
4. Mr. Shamit Bhartia, *Director*
5. Mr. Praveen Someshwar, *Managing Director & CEO and representing Chairman of Stakeholders' Relationship Committee.*
6. Mr. Piyush Gupta, *CFO*
7. Mr. Dinesh Mittal, *CS*

Mr. Rajesh Arora, Partner of B S R and Associates, Statutory Auditor and Mr. N.C. Khanna, Secretarial Auditor, have also joined this meeting.

It gives me great pleasure to welcome you all to this nineteenth Annual General Meeting of HT Media Limited. I hope you and your family are safe and vaccinated. The annual report for the financial year 2021 is already with you for sometime now and with your permission, I take it as read.

The year 2021 will go down in history as one where countries and economies were laid low by an invisible enemy. As we all know, COVID-19 pandemic changed everything. Not only did it bring economies to a near standstill, but it also resulted in widespread disruption and increased uncertainties across the world. As the world was adapting to a new normal and as companies changed the way they worked to ensure business continuity, we focused on the most important tasks. At times of crisis, a newsrooms primary task is to provide reliable and credible information to our readers, and especially with COVID, there was a lot of misinformation in the initial months. We also had to ensure our employees remained safe, even as our newsroom continued to function through the pandemic. I'm incredibly proud of what your Company was able to accomplish despite disruptions and hardships and I'm very hopeful about where we are headed now. The Indian economy is still reeling under severe stress from the resurgent waves of COVID-19 pandemic and the pressure on the public health care infrastructure although things are rapidly returning to normal now. Till the optimism around a swift recovery continues to be tempered with regional outbreaks and the possibility of further waves. Nevertheless, we are prepared to carry forward the legacy of journalistic excellence that has become quite synonymous with our brands. We are focused on bringing the most credible news to our readers and curate content on issues that really matter. Our print segment has a diverse portfolio of offerings for readers in different parts of the country. Hindustan Times, our English daily has consistently positioned itself as the newspaper of choice in our key markets, as has our Hindi daily Hindustan. Our business paper 'Mint' is also known for its in-depth analysis on key economic issues. In the financial year 2021

circulation of our publications was under pressure owing to the pandemic. However, as the year progressed, newspaper circulation bounced back. Advertisement revenues also picked up as the National lockdown and regional ones continued to be lifted in phases. The festive season also helped us shake off the effects of the pandemic and the lockdowns to some extent as advertisers came back on board. While we remain positive about the prospects of our radio segment, the industry was largely impacted due to the lockdown and the subsequent economic crisis. Nevertheless, the radio segment continued to witness an increase in listenership base, with more people tuning into radio stations during the pandemic than ever before. This augured well for us and our popular brands Fever, Nasha, and Radio One, have successfully managed to retain their significant presence in this space. Amidst the global pandemic, we adopted a digital platform for our events to connect and collaborate with our audiences. Our job portal Shine witnessed a surge in activity as more people looked for jobs in the aftermath of the pandemic, while the Shine learning business has grown sharply. We also completed the acquisition of mosaic digital, a news and research business focused on serving the investment and enterprise technology communities. I am thankful to the countless COVID warriors, including doctors and nurses, law enforcement agencies, the journalistic fraternity, and others who focused on serving humanity through their untiring efforts.

As we transition to a new normal, we are adapting to change and paving the way for a brighter tomorrow. I extend my deepest gratitude to the Board of Directors, customers, investors and business partners for their trust, support and continued faith in us. On behalf of the Board of Directors, I would like to thank our shareholders for their cooperation and unswerving support to steer the organization towards sustainable long-term growth.

Thank you. Now Dinesh will take us through the agenda items.

## **DINESH MITTAL**

Thank you, Mrs. Bhartia.

The Annual Report containing the Boards' Report, the Auditor's Report & the financial statement and other reports along with notice of this AGM have already been circulated to the members at their registered email address in accordance with the SEBI circular. With your permission, I take them as read.

Since the Auditor's Report and the Secretarial Auditor's Report does not contain any qualification or observation or adverse remark or disclaimer, the same is not required to be read in this meeting.

In terms of the Notice convening this AGM, there are four agenda items out of which one is proposed as a special resolution. Since Mrs. Shobhana Bhartia is interested in item no. 2 of the agenda, with the permission of the members present, I will request Mr. Praveen Someshwar, Managing Director & CEO to chair the meeting for that item.

The items of agenda for this AGM are as follows.

## **Ordinary Business**

### **Item no. 1**

To consider and adopt:

- a) the audited standalone financial statements of the Company for the financial year ended March 31, 2021 and the reports of Board of Directors and Auditor thereon; and
- b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2021 and the report of the Auditor thereon

### **Item no. 2**

Mr. Praveen Someshwar will chair the meeting for this item of the agenda regarding appointment of Mr. Priyavrat Bhartia as Director, who retires by rotation and, being eligible, offers himself for re-appointment.

## **Special Business**

### **Item no. 3**

Ratification of remuneration to be paid to M/s. Ramanath Iyer & Co, Cost Accountants as Cost Auditor of FM Radio business of the Company.

### **Item no. 4**

Re-appointment of Mr. Vivek Mehra as Independent Director of the Company, not liable to retire by rotation, for the second term of 5 years from April 1, 2022 till March 31, 2027.

With the permission of the chair, may I now request the moderator to initiate the Q&A session. Moderator may please enable the pre-registered shareholders to come up one by one and speak. I would request the members to be precise with their views and the queries.

Moderator over to you.

## **MODERATOR**

Thank you sir.

We will bring the pre-registered speakers one by one onto the screen to ask their questions.

The first speaker is Mr. Ajay Kumar Jain from New Delhi. Mr. Ajay Kumar Jain, can you unmute yourself and switch on your camera and ask your question, please.

Mr. Ajay Kumar Jain.

As there is no response from Mr. Ajay, we will move on to the next registered speaker.

Our next registered speaker is Mr. Dinesh Amrut Lal Kotecha.

Mr. Dinesh Amrut Lal Kotecha ji.

So, there is no response from Mr. Dinesh ji also. Then we will move on to the next registered speaker, Mr. Kirti Shah.

Mr. Kirti Shah.

There is no response from Mr. Kirti Shah as well. So, we'll go to the next registered speaker, Mr. Manjit Singh.

**MANJIT SINGH** (*Speaker*)

Hello ! can you hear my voice sir.

**MODERATOR**

Yeah, Manjit Singh ji, we are able to hear your voice. You can continue with your question.

**MANJIT SINGH** (*Speaker*)

*[Spoken in Hindi]*

First of all, a very good morning to the Chairperson, all the Directors, my fellow shareholders and entire staff of HT Media Limited. Although, excellent speech delivered by the Chairperson today has addressed most of my queries, I would like to know about the actions taken by the Company for the employees and their families who were impacted by the first or second wave of the COVID. Also, request the management to organize AGMs of our Company in physical mode in future, since, government is also now organising various events viz. Independence Day, Republic Day in physical mode. Thank You, sir!

**MODERATOR**

Thank you Mr. Manjit. We will move on to the next registered speaker, Mr. Dinesh Gopaldas Bhatia, from Delhi.

Mr. Dinesh.

As there is no response from Mr. Dinesh, we will move on to the next speaker, Mr. Narendra Singh Chauhan, from Delhi.

Mr. Narene dr Singh Chauhan, from Delhi.

No response from Mr. Narendra Singh as well. So, we will move on to the next speaker, Mr. Sarvjeet Singh, from Delhi.

Mr. Sarvjeet Singh.

No response from Mr.Sarvjeet Singh as well. So, we will move on to the next speaker, Mr. Manoj J. Bagadia, from Mumbai.

**MANOJ J. BAGADIA** (*Speaker*)

Hello! Am I audible?

**MODERATOR**

Yes, you are audible. You can continue with your questions sir.

**MANOJ J. BAGADIA** (*Speaker*)

Thank you very much for the opportunity to speak.

My first question is about the business. We have seen very bad effects of COVID on the industry. So as of now, how do you see the recovery in terms of the ad. volume, ad. rates as well as the subscription part. Second thing, how do you see the pressure of the cost, including the raw material prices. Third, have we raised the rates as far as the rates of the newspaper are concerned, because a lot of other companies have raised the rates, so if we can talk about that. Fourth thing, Ma'am, I just want to bring it to your attention that we are looking at merging Digicontent with the Company. So, earlier when it was demerged, I think the logic was very clear that it can create a lot of value by itself and considering the current trend in the industry, digital is getting the highest valuation. But now we are trying to merge it back with HT Media. So, I'm not sure how would it help in terms of the value creation. And HT Media has not been able to get the right valuation, despite whatever cash we have, despite the strength in the business. So, my request is we can keep it separate, if the merger is not the highest priority for us. In case we have to do it, then the merger ratio is really adverse for Digicontent considering the business opportunity. So, my humble request is if we can re-consider and to promoter it doesn't make difference. I mean, you're holding the same thing in both the companies. So, I'm not sure how the valuation was

done. But if we go by some benchmarks or even talk to some of the new guys, then they say very clearly that the valuation is very high. So, my humble request is if you can relook at the whole thing. The other thing is, is there a necessity now to keep HMVL as a separate company. What are the key aspects that we are looking at, in case if we have to keep it separate, or in case if we merge it together. And last thing is, Ma'am, last many years HT Media has not been able to create any value. So, if you can throw light on what are the plans to create value. I urge you that atleast please look at all the con-calls that have happened in past 3-4 years, you will get a fair idea as to what investors are thinking. In one of the companies called IDFC, all the directors were there on the con-call, recently. I would appreciate if somebody can look at it and atleast come on con-call once a year, so that you will get the right perspective from the investors.

Thank you very much again for the opportunity to talk, Ma'am.

### **MODERATOR**

Thank you, Mr. Manoj.

We will move on to the next registered speaker. Our next registered speaker is Mr. Ashok Kumar Jain. Mr. Ashok Kumar Jain, Delhi, can you unmute yourself and speak please.

Since there is no response from Mr. Ashok Kumar Jain, we will move on to the next registered speaker Mr. Chetan Chadha.

### **SANTOSH BHUTANI** (*Speaker*)

Hello! Can I speak, Bhutani here.

### **MODERATOR**

Sir, I'll call you. Just wait.

### **SANTOSH BHUTANI** (*Speaker*)

Namaskar! I am Bhutani.

First of all, I would like to thank the Secretarial Team for sending notice well in time and Annual Report. Almost all of my questions have been covered in opening remarks of Chairperson. One thing I want to know that what are the steps taken by the Company to strengthen its revenue & profitability. What is your roadmap for the coming time. I think there is sufficient room for improvement in the Annual Report. I want to know what steps company is taking to increase the asset quality and capital improvement. After going through the recent journey of the company, we as shareholders are happy

because we think company has done all possible steps for safety of the employees and also taken care for business and I hope that trend will continue. In your leadership, the company will enhance the profitability, turnover & revenue in coming time. One more thing I want to add here that we should support all the resolutions and wish all the best to the management. I appreciate if you could briefly reply. I wish the company all the best for the future and hope to see a healthy growth in coming time under your leadership, Chairperson.

Thank you very much, Madam.

**MODERATOR**

Thank you, Mr. Santosh.

We will move on to the next registered speaker. Mr. Chetan Chadha. Mr. Chetan Chadha has not joined.

**SARVJEET SINGH (Speaker)**

*[Spoken in Hindi]*

Hello! Sarvjeet Singh here. Can I speak .

**MODERATOR**

Sarvjeet Singh ji, please wait. Let me just finish-off all the speakers one by one, then I will call you back.

**SARVJEET SINGH (Speaker)**

Okay sir.

**MODERATOR**

Next registered speaker is Mr. Krishan Lal Chadha.

As there is no response from Mr. Krishan Lal Chadha as well, so we will move on to the next speaker, Mr. Yusuf Yunus Rangwala.

So, no response from Mr. Yusuf Yunus Rangwala. We will move to the next speaker, Mr. Gagan Kumar.



Mr. Gagan Kumar, you can unmute yourself, switch on your camera and ask question, please.

**GAGAN KUMAR** (*Speaker*)

Am I audible.

**MODERATOR**

Yes, sir, you are audible.

**GAGAN KUMAR** (*Speaker*)

Good morning, Chairperson, Board of Directors & fellow shareholders.

My name is Gagan Kumar. My DP ID is 30020611044542. I am joining this meeting from Delhi. Almost all my questions have been covered in your opening remarks. I just want to know that what are the future plans of the Company for next couple of years to reward the shareholders, as the market is at its all-time high. And what are the Company's plan to give rewards to the shareholder in the form of bonus or rights issue.

Thank you so much.

**MODERATOR**

Thank you, Mr. Gagan Kumar.

We will move on to the next speaker, Mr. Rakesh Kumar.

Mr. Rakesh Kumar.

As there is no response from Mr. Rakesh Kumar, we will move on to the next speaker, Mr. Vimal Jain from Delhi.

Mr. Vimal Jain, you can unmute yourself and speak please.

As there is no response from Mr. Vimal Jain, we will move on to the next speaker, Mr. Sanjay Kathpal.

**SANJAY KATHPAL** (*Speaker*)

*[Spoken in Hindi]*

Hello! My name is Sanjay Kathpal. Am I audible.

**MODERATOR**

*[Spoken in Hindi]*

Yes sir, you are audible and can ask your question.

**SANJAY KATHPAL (Speaker)**

*[Spoken in Hindi]*

I would like to highlight the remarkable work being done by our Company during the pandemic. The newspapers published by the Company enlightens the general public about the current affairs, present position of the pandemic & other matters in India as well as in other countries on daily basis. The courageous staff of our Company are fearlessly working during this COVID times and gathering news without even caring about themselves. The most essential thing for me in the morning, is to know the current status of the virus and other related news. Although, the physical movement was not possible during the pandemic, but we still got the newspapers in the morning everyday. I understand that during these trying times, our share price & profitability have been contracted, however, the remarkable work done by the Company for our country during this period, is commendable in the pandemic time. Mrs. Chairperson, I would urge you to kindly praise & promote your entire staff members including secretarial team who have worked round the clock for this Company during these tough times. Further, I would like to know when is it likely for our Company to become profitable and distribute dividends again. Request your attention on these matters. I believe that we will receive payback in the future for all the noble work done by our Company in the recent past.

We, shareholders are with the Company. Namaskar !

**MODERATOR**

Thank you, Mr. Sanjay.

We will move on to the next speaker. Next speaker is Mr. Abhishek J.

Mr. Abhishek, you can unmute yourself and ask the question please.

Mr. Abhishek J. from Chennai.

As there is no response from Mr. Abhishek J., we will move on to next speaker, Mr. Mahender Pal Bhutani.

Mr. Mahender Pal Bhutani.

No response from Mahender Pal Bhutani as well. So, we will move on to the next speaker, Mr. Yash Pal Chopra.

Mr. Yash Pal Chopra.

No response from Mr. Yash Pal Chopra. We will move to next speaker, Mr. Ankur Chanda.

Mr. Ankur Chanda from Rohtak.

No response from Mr. Ankur also. So, we will move on to the next speaker, Mr. Ranga Prasad from Hyderabad.

Mr. Ranga Prasad, you can unmute yourself and speak please.

Sir, it seems you've joined from two different devices. Can you just come out of one device and unmute yourself and speak, please.

We will come back to you, Mr. Ranga Prasad. You just log out of one device and come out. Meanwhile, we will go to the next registered speaker, Mr. Yash Bharatbhai Dave.

Mr. Yash Bharatbhai Dave.

No response from Yash ji also. Next speaker is Mr. Jasmeet Singh.

Mr. Jasmeet Singh.

No response from Mr. Jasmeet Singh as well. So, we'll move on to the other speakers who have not attended earlier. Once again, I'll just give a chance to them.

Mr. Abhishek J., are you there.

No. Abhishek J. also not joined.

Next, Mr. Ajay Kumar Jain.

Mr. Dinesh Amrut Lal Kotecha ji. No response.

Mr. Kirti Shah Ji.

**KIRTI SHAH** (*Speaker*)

*[Spoken in Hindi]*

Good morning Chairperson. I am Kirti Shah calling from Mumbai.

I feel that our Company is not on the right track as there was a time when the share price of the Company was Rs.238/- per share and now the same has come down to around Rs.25/- per share. During this year itself, the share price reached to its lowest i.e. Rs.12.43/-. I understand that Promoters can increase their shareholding in the Company upto 75% as per law, please let me know why our Promoters do not want to further increase their shareholding in the Company. In fact, Promoters should purchase the Company's shares at lowest price in these trying times.

Mrs. Chairperson, profits of our Company for March quarter was Rs.31 Crore and it came down to the losses of Rs.38 Crore in June quarter. Similarly, please apprise on the reasons of drastic decrease in revenue from Rs.171 Crore to Rs.114 Crore during June quarter. Our net-profit margin was 18% in March quarter which became -34% in June quarter. All these figures show bad performance of our Company during June quarter. The present price to book value of our Company is 0.52 only. I am not able to comprehend to the reasons of such low value which creates a negative image of the Company in the market. Chairperson, I would suggest you to replace the non-performing employee(s) of the Company, enter into new JV agreement(s), create asset monetization etc. Presently, ROE of the Company is -6%. When will this ROE become positive. When will Company pay returns & dividends to its shareholders. Company should think of some new corporate restructuring projects.

Company is not following the corporate governance practices properly as shareholders are not getting proper reply to their emails on time.

I feel that discounted book value of the Company is not reflecting the correct position. Chairperson, I would urge you to kindly assist the Company in making profits again and distributing dividends to the shareholders as early as possible.

**MODERATOR**

Thank you Mr. Kirti Shah.

We will move to our next speaker, Mr. Dinesh Gopaldas Bhatia.

Mr. Dinesh Gopaldas Bhatia.

There is no response from Mr. Bhatia.

Our next speaker is Mr. Abhishek.

**ABHISHEK J. (Speaker)**

Sir, can you hear me sir? Am I audible sir?

**MODERATOR**

You are audible sir. You can go ahead with your question.

**ABHISHEK J. (Speaker)**

Sir, my name is Abhishek, shareholder of the company. My DP ID is IN301637 & Client ID 41359155. First of all, I congratulate the management on the eve of Annual General body meeting. Trust all is well with you and your family. In these challenging situations, our company deserves much more respect than the current market share price. After completing more than a decade of successful operations, profitability and dividend history, we are becoming one of the strongest brands in our respective segment. Sir, I would like to know, how our business has been impacted in these past two years of the COVID time. The Coronavirus and the subsequent lockdowns have left virtually no industry untouched after the COVID. So, whether any employees have been sacked, hired, salary cuts and percentage, if any. I would like to know from you whether any salary cuts was taken by the management during the pandemic time. What are the cost cutting initiatives being done by the management during the pandemic time. Since, sustainable use of profit & loss will remain challenging in the coming quarters, what are the steps being taken by the management to reduce the other expenses, legal professional charges and the audit fees. Sir, I and my team are running a legal firm in Chennai. I request your good self to kindly enroll our firm, we will be glad to extend our services to the Company. Sir, in the given portal where we exercise our e-voting and get access to Annual General Body Meeting as well, you are supposed to update register of directors register of contracts, if any, etc but unfortunately, those are not updated. It is my request to your good self to kindly update the same for the interests of members.

I thank the Company Secretary & their entire team for conducting this Annual General Body Meeting virtually and making this Annual General Body Meeting a grand success. Kindly give us an appointment to meet and greet you.

Nothing much to ask, sir. Thank you very much and thank you for giving the opportunity.

**MODERATOR**

Thank you, Mr. Abhishek.

With this, we have given the opportunity to the people who are joined here and to speak. One person, Mr. Ranga Prasad, he was trying to reconnect.

Mr. Ranga Prasad.

We have given an opportunity to all the speakers who are joined here and now the stage is given back to the Chairperson.

**SARVJEET SINGH** (*Speaker*)

*[Spoken in Hindi]*

Hello Chairperson! Sarvjeet Singh here. May I speak please.

**MODERATOR**

Yes sir. Please ask your question.

**SARVJEET SINGH** (*Speaker*)

*[Spoken in Hindi]*

First of all a very good morning to the Chairperson & all the directors. During this pandemic, our company being a media conglomerate, is serving the society at large and alerting the general public about the use of mask & sanitizer. I want to congratulate the management and entire team of HT Media for their hard work & constant service to the society. I would like to thank the Company for giving me this opportunity to speak at this AGM and I wish we would meet in person in the upcoming AGMs in future.

Thank you.

**MODERATOR**

Thank you sir.

With this we have completed all the questions from the registered speakers. So, now the dais is given back to Mr. Dinesh Mittal.

Thank you.

**DINESH MITTAL**

Thank you, moderator.

Can I now request Mr. Piyush Gupta, CFO to respond to the queries and Mr. Praveen Someshwar, MD & CEO, can supplement to the responses as and when required. Thank you.

**PIYUSH GUPTA** (*Group Chief Financial Officer*)

Thank you, Dinesh.

Thank you very much, and good morning, to the shareholders for participating in our shareholders' meeting. I have taken down the questions. So, to Mr. Manjit Singh's question on what the organization has done for our colleagues, who were unfortunate and not survived COVID wave one or wave two. I'm happy and pleased to say that as an organization, we have created a Benevolent Fund where most employees have given a certain amount of their salary to the fund, and the Company has put in a matching contribution. This fund will be used for the benefit of the next of kin and specifically for the educational requirements of the kids that they have left behind. So, we as a Company take our social responsibility very seriously, and these were our past employees.

Now, going to the second question. Mr. Manoj Bagadia, had asked multiple questions, I'll try to attempt them. But let me just summarize the key points that I had noted down while Mr. Bagadia was asking the questions. So, he was asking on the business performance on various parameters in 12 months ending March 31, 2021, on how is the revenue performance, volume, ad rate, subscription copies, cost. What the organization has done? Have we taken any price increases in our subscription copies and the second part of his question was basically, on the merger scheme that we have already announced, which is pending with the NCLT. Why we are doing it, or what is the rationale behind it?

Mr. Bagadia, first, on the business performance. I'm very happy to say and I think a lot of other shareholders have articulated the point of view that COVID in this particular year actually hit us really very hard. We did all the actions that we possibly could have done without impairing the health, long term and the midterm health of the organization. Just to give you a numerical perspective, I think the revenues were down nearly 48-50%. Because when COVID first started, the revenue actually came down about 80-90%. Of course, it slowly recovered. As the chairperson pointed out, by the approach of the festive season, we were able to shave-off some part of the losses. So, with Rs. 1,000 Crore of revenue loss that we had, we were nearly able to make up Rs. 730 Crore by various cost actions and these cost actions, were across various discretionary costs. I mean, in terms of infrastructure usage because most of the employees were working remotely and collaborating remotely, we did not require that kind of an infrastructure. So, we let go of the infrastructure. On our direct consumption, we did the best possible we could see that we don't end up using extra newsprint that is absolutely required. We controlled our paginations. We tried to take out unproductive copies but that was the industry trend as well. As the Chairperson did point out in the opening speech, the revenue slowed down very significantly. So, those many pages couldn't have been done and they were not affordable. So, as a consequence apart from Rs. 1,000 Crore plus impact that we had on the top line, the bottom line only had an impact of about Rs. 300 Crore. We were able to mitigate those things.

Now, specifically on ad volumes. As I said, initial part of COVID went down at 80-90% but by the end of the year, and before the start of the second wave, which was 31<sup>st</sup> of March, we had nearly recovered volume to the extent of 70-90% depending on which market and which publication we are talking about. Now, Hindi ad markets recovered much more smartly than the English markets because the big impact of COVID in wave one happened in the big cities of Delhi & Bombay, but English also recovered very smartly. Now ad rate is something which had been under pressure though is slowly recovering post the 31<sup>st</sup> March, 2021, but still continue to be under pressure because this major disruption in the market. It will not flip itself overnight. But I'm happy to say that as we are progressing in FY22, we are seeing a slow but a smart recovery across all our properties for which the results will be consolidated. We will be presenting the second quarter financials after the board meeting and will also be publishing the balance sheet and cash flow and you can see that your company has been very very prudent in utilizing the resources for the long term & midterm benefit of the organization. Now, you also asked a question on the cost of raw materials. I am very happy to say in that particular year, we were basically riding out a very benevolent or a very benign commodity cycle and really commodity is about 40% of our bill of material. We were actually at a very benevolent rate between \$450 to \$525 per metric ton.

However, since FY22 closure, the commodity cycle has turned and has gone up, which is the pressure that we are feeling in FY22. But as I believe in that part, this too shall pass, and we will return to a much more normal situation in a couple of quarters. Happy to say that we have covered your company for sufficient amount of inventory at reasonable prices, by already doing long-ended contracts so that we have a sufficient newsprint coverage for the organization. You also asked a question about subscription price increases. Yes, we did take subscription price increases in whichever markets we possibly could, depending on the competitive intensity and the competitive actions taken. But that is a very clear labour of revenue, which we did exercise. But obviously, we will never take it so sharply to lose readership, because at the end of the day, readership is what keeps this organization going and we were very cognizant of that.

Coming to the second part of the merger scheme, Mr. Bagadia, I think we've spoken enough. But just to share the perspective once again, the whole going in position or the thesis when we took this company as a separate company about three years back, was digital will carve out a very separate journey, it will have a very different risk and reward mechanism, the markets will see it very differently, and therefore, we'll be able to scale it up very rapidly and therefore unlock value for all shareholders. Now the first two or three things are going as per planned. As a matter of fact, I would dare to say that COVID has actually accelerated the digital journey and that goes into the thesis. But however, as far as the scaling of this is concerned, you would understand that the company was not funded by private equity money or the big bank money. So, we have to optimize resources and plan for a long term sustainable creation of value. The second thing which has clearly happened is the consumer preference or the advertiser preference is now on a 360 degree bundled offering. So, as against an advertiser who was only asking for a digital advertising about two years ago or three years ago, is currently asking for a newspaper advertising, along with the digital advertising, along with radio advertising, along with the offline even publication and we as a group have those assets which are residing in different parts of the organization. So, the two building blocks of this whole thing are to meet the advertisers' demand and grow the company in a sustainable manner so that we can scale it up and unlock the value.



As far as the swap ratios and the valuations are concerned, we had absolutely followed the SEBI's guidance. We had used two registered valuers. We had engaged two bankers to give us a fairness opinion. We had taken the Audit Committee's approval. We had taken the Board's approval and we believe it is absolutely fair, as you yourself have said that promoter is absolutely agnostic because the same shareholding proportion lies on both sides of the company. We believe that this will unlock value, and this will be for a long-term sustainable value creation for all shareholders, minority and majority. I hope I did answer that question, Mr. Bagadia.

Now I will move to Mr. Santosh Bhutani's question on revenue and profitability. What will be the next steps. I think some part I have already articulated as we are now moving very smartly, towards September closure, which is nearly done. We are seeing that build back happen. The good news is that build back is happening better than the build back happened after the first wave of COVID, which was last year. So, we believe that this festive season would hopefully be much better than the last year's festive season. And we'll be able to cover-off some amount of losses that we suffered in April, May and June, which was the second wave of COVID.

I go to a general question which was basically asked by Mr. Kirti Shah, Mr. Gagan Kumar, Mr. Sanjay Kathpal, which was about what are we doing for shareholders in terms of either dividend or market prices, share prices, right issue, bonus issues and all capital market things. Look, two or three points I'd definitely like to make. The market price is something that we don't control. So, I think we will not be able to comment on how the market is valuing. I understand the price to book is less than one at this point in time. This company has been continuously paying dividend except for the last two years and you can understand, due to the COVID situation, we were in a mode whereby we will not let the company's financial health get impaired and hence that decision was taken. We are just conserving cash so that it can be deployed for value creation. And if things go well, the Board will take a decision as to coming back to what we were doing till FY-19. Rights issue, bonus issue is something which is the prerogative of the Board and those things are always discussed with the Board. Situation being right, I think they will be discussed again, and the Board will take a decision as they deem fit. So, these were my answers on those questions.

Now, Mr. Kirti Shah had asked another question about he had compared the performance of the March quarter versus the June quarter. Mr. Shah, the June quarter is totally impacted by the second wave of COVID and as I was articulating the revenues, the circulation copies, the collections, etc. came down very sharply in that quarter. So, the matrix definitely will not be comparable. But for your benefit, I can say, once you see the results for September quarter indeed, for the first half of this year, I think you'll be happy to see that your company has done a reasonably smart recovery. As we progress towards the festive season, I am sure those recovery, we will be consolidating that recovery as we move forward.

Mr. Abhishek, which was the last question that I had noted down, was asking about the business impact, the salary cut, other expenses. Some part I've already answered and for others we managed to rationalize our cost structure by a massive Rs.700 Crore. Now also, I would like to say all those Rs.700 Crore is not sustainable. That was a need of the hour. Massive salary cuts were taken right from top management to bottom management. Of course, we did not go below a certain threshold, because some people need a certain level of wages which obviously you cannot touch. But the entire wage cut was taken by the entire organization starting from the very top. Business impact, of course, as I said, we lost about a Rs.

1,000 Crore of revenue, you know, when we came down to Rs. 1,117 Crore , as against about Rs.2,100 Crore. But, we were able to protect the bottom line and from a free cash flow generation point of view, we have completed a very smart job in collecting all the debtors from the market, optimizing how much money is locked into inventory monetizing, assets hastening, engaging with various government departments to hasten the tax refunds. We actually ended up unlocking free cash flow in FY-21. So, those are the questions that I have written. I hope I've answered the same.

If there are any more questions, I would encourage you to write at IR@hindustantimes.com, which we've been receiving a lot of questions and we've be promptly responding. If there is something, some more question, please feel free to drop in your questions. Thank you very much. I hope I've answered all the shareholders.

Back to you, Dinesh.

**DINESH MITTAL**

I will now request Chairperson to further the proceedings of the meeting.

**SHOBHANA BHARTIA**

Thank you.

E-voting at the meeting will be activated shortly and will be available for the next 15 minutes. The result of the voting on items of agenda will be declared within the prescribed time limit and the same will also be uploaded on the company's website after intimation to the stock exchange.

All the business set out in the Notice of this meeting has been concluded and a time period of 15 minutes is available with the members for voting after which the meeting will stand closed.

I thank all the members for their participation.

**DINESH MITTAL**

On behalf of all the members present and the Board of Directors, I propose a vote of thanks to the chair.

Members are now requested to please proceed with the voting which is available for next 15 minutes. To cast the vote, members have to press the voting icon available on their screen.

Thank you and stay safe!

*[E-VOTING WINDOW ACTIVATED FOR 15 MINUTES]*

**Notes:**

- 1. Queries/ comments of shareholders who spoke in Hindi have been translated into English language*
- 2. This transcript of AGM has been edited to improve readability*