



HT Media Limited

**CIN:** L22121DL2002PLC117874

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

Ph.: +91-11-66561333; Fax: +91-11-66561270

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

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## **NOTICE OF THE 20<sup>TH</sup> (TWENTIETH) ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the Twentieth Annual General Meeting of Members of **HT Media Limited** will be held on Thursday, the September 22, 2022 at 11:00 A.M. (IST) through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”), to transact the following business:

### **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, 2022 and the reports of the Board of Directors and Auditors thereon; and
- b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2022 and the report of Auditors thereon.

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

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

### **SPECIAL BUSINESS**

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

**Appointment of Shri Palamadai Sundararajan Jayakumar (DIN: 01173236) as an Independent Director, not liable to retire by rotation**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules

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made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and on the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Shri Palamadai Sundararajan Jayakumar (DIN: 01173236), who was appointed as an Additional Director (Independent) w.e.f. December 28, 2021 and in respect of whom the Company has received notice in writing under Section 160 of the Act, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term effective December 28, 2021 to November 30, 2026.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing resolution, the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things, including approving any amendments or alterations thereto 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.”

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

#### **Appointment of Shri Sandeep Singhal (DIN: 00422796) as an Independent Director, not liable to retire by rotation**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and on the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Shri Sandeep Singhal (DIN: 00422796), who was appointed as an Additional Director (Independent) w.e.f. August 05, 2022 and in respect of whom the Company has received notice in writing under Section 160 of the Act, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years effective August 05, 2022 to August 04, 2027.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing resolution, the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things, including approving any amendments or alterations thereto 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.”

## ITEM NO. 5

### Approval for Alteration of the Articles of Association (“AoA”) of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 14 of the Companies Act, 2013 (the ‘Act’) and other applicable provisions, if any, and rules framed thereunder, including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force, and such other approval(s), consent(s), permission(s), sanction(s), as may be required, the Articles of Association of the Company be and is hereby altered by inserting sub-clause 11.7 under Clause 11 ‘BORROWING POWERS’ as under:

*“11.7 Notwithstanding anything to the contrary contained in these Articles, as long as the Company is indebted, and any moneys remain owing by the Company to any financial institutions, banks, corporation, debenture holders (acting through their trustees) or body corporate in relation to any financial assistance by way of loan/debentures advanced to the Company or guarantee given on behalf of the Company for any loan borrowed or liability incurred by the Company, and if provided in the trust deed or any agreement in connection with the financial assistance, the said financial institutions, banks, corporation, debenture holders (acting through their trustees) or body corporate shall, if required by applicable regulations prevailing at that time and in the event of any circumstances or events as specified in the regulations, be entitled from time to time to appoint any person as Director(s) on the Board of the Company (“Nominee Director”) and to remove from such office any person so appointed and to appoint any person in his/ her place. The Nominee Director so appointed shall not be liable to retire by rotation nor required to hold any qualification shares. Such Nominee Director(s) shall be entitled to attend meetings of the Board of Directors of the Company. Subject as aforesaid, the Nominee Director(s) shall be entitled to the same rights and privileges and be subject to the same obligations as any other Director of the Company.*

*The Nominee Director so appointed shall hold the said office, only so long as any money remain owing by the Company. The Nominee Director appointed under this Article shall be entitled to receive all notices of and attend all general meetings, board meetings and the meetings of the committee(s) of which he/ she is a member, and also the minutes of meetings of the Board and such committee(s). The Company shall pay the Nominee Director(s) sitting fees, commission or remuneration in any form and expenses which the other non-executive Directors of the Company, are entitled to.”*

**RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing resolution, the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things, including approving any amendments or alterations thereto 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.”

**ITEM NO. 6**

**To ratify the remuneration to be paid to M/s. Ramanath Iyer & Co, Cost Accountants, Cost Auditor of FM Radio Business of the Company**

To consider and if thought fit, to pass with or without modification(s), 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. 70,000/- (excluding statutory levies and reimbursement of out-of-pocket expenses, if any), to be paid to M/s. Ramanath Iyer & Co., Cost Accountants (Firm Reg. No. 000019), appointed as Cost Auditor by the Board of Directors of the Company, to conduct audit of the cost records of FM Radio business of the Company, as applicable, for the financial year ending on March 31, 2023, be and is hereby ratified.”*

**Place:** New Delhi

**Date:** August 5, 2022

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

**(Manhar Kapoor)**  
**Group General Counsel & Company Secretary**

## **NOTES:**

1. Pursuant to circulars bearing no. 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 19/2021 dated December 8, 2021, 21/2021 dated December 14, 2021 and 02/2022 dated May 5, 2022 (“MCA Circulars”) and circular dated May 12, 2020, January 15, 2021, and May 13, 2022, issued by the Securities and Exchange Board of India (“SEBI Circulars”) and in compliance with the provisions of the Companies Act, 2013 (“the Act”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the 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. Registered Office of the Company shall be deemed to be the venue of this AGM.
2. Since the ensuing AGM is being held pursuant to the MCA and SEBI 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.
3. Since AGM will be held through VC/OAVM, the Route Map is not required and hence, not annexed to this Notice.
4. The Explanatory Statement as required under section 102 of the Companies Act, 2013, is annexed hereto.
5. Members are requested to carefully read the “**Procedure for joining the AGM through VC/OAVM**” and “**Procedure for joining the AGM through VC/ OAVM and Voting at AGM**” given below in this Notice.
6. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM. Institutional/Corporate Shareholders (i.e. other than individuals/ HUF, NRI, etc.) are required to send a certified scanned copy (PDF/JPG Format) of its Board or governing body resolution/authorization etc., authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote via remote e-voting. The said resolution/authorization together with attested specimen signature(s) of the duly authorized representative(s), shall be sent by email to the Scrutinizer at e-mail id: [sanketjaincs@gmail.com](mailto:sanketjaincs@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). It is also requested to upload the same in the e-voting module.
8. Pursuant to the provisions of Regulation 36 of SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the details of Directors seeking appointment/re-appointment at this AGM, are given as **Annexure- A** to this Notice.

9. All investor related communication may be addressed to KFin Technologies Limited (KFin/ RTA) at the following address:

**KFin Technologies Limited**

**Unit: HT Media Limited**

Selenium Tower B Plot No. 31 & 32 Gachibowli,  
Financial District, Nanakramguda Serilingampally Mandal  
Hyderabad - 500 032  
Toll free number - 1800-309-4001  
E-mail: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)  
Website: [www.kfintech.com](http://www.kfintech.com)

10. In compliance with above mentioned circulars of MCA and SEBI, the Notice calling this AGM along with the Annual Report for FY-22 is being sent only by electronic mode to those Members whose e-mail addresses are registered with the Depository Participants or the Company's RTA. Additionally, hard copies of Notice and Annual Report for FY-22 are also being send to only those Members who have requested for the same. Members may kindly note that the Notice of AGM and Annual Report for FY-22 will also be available on the Company's website viz. [www.htmedia.in](http://www.htmedia.in) and website of the stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited ([www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com)).
11. In order to enable the Company to comply with MCA circulars issued for holding AGM via VC/OAVM and to participate in the green initiative in Corporate Governance, members who are holding shares in dematerialised mode and have not registered/ updated their e-mail address, are requested to register/ update their email address with their Depository Participant(s) where they maintain their demat accounts.

Members who hold shares in physical mode and have not registered/ updated their e-mail address with the Company, can temporarily register/ update the same by clicking on <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> or by writing to the RTA with details of folio number and self-attested copy of PAN card at **KFin Technologies 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](mailto:einward.ris@kfintech.com).

Members holding shares in demat form can also use the aforesaid link to register their e-mail address or sending email request at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) for the **limited purpose** of receiving the Notice of AGM and Annual Report for FY 2021-22.

Alternatively, Notice of AGM can be downloaded through <https://evoting.kfintech.com/public/Downloads.aspx>.

12. Pursuant to the provisions of Section 125 of the Act read with the relevant rules made thereunder, during the financial year ended on March 31, 2022, the Company has transferred

unpaid/ unclaimed dividend amounting Rs. 30,172/- for the Financial Year 2013-14 to Investor Education and Protection Fund (IEPF), and also transferred 7,952 nos. equity shares of the Company to the demat account of IEPF Authority in respect of which dividend was unpaid/ unclaimed for last seven years.

Kindly note that unpaid/ unclaimed dividend for financial years upto 2013-14 and shares in respect thereof can be claimed back from IEPF Authority, following the procedure laid down under the IEPF Rules. 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.

Concerned members are also requested/ advised to claim their unpaid/ unclaimed dividend for FY 2014-15 on or before October 27, 2022 failing which the Company shall proceed to transfer the liable dividend and Equity shares to IEPF Authority.

13. Members holding shares in physical form can avail the facility of nomination on their shareholding 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 abovementioned address. Members holding shares in electronic form may contact their respective Depository Participant(s) for availing this facility. The members may also visit Company's website viz. [www.htmedia.in](http://www.htmedia.in) and website of RTA viz. [www.kfintech.com](http://www.kfintech.com) for downloading Form SH-13 and other Nomination and KYC related documents.
14. SEBI has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic mode are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. However, Members holding shares in physical mode can submit their PAN to the Company/ KFin.
15. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization. Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA viz. KFin, for assistance in this regard.
16. Pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021, Members holding shares in physical format are requested to update with KFin, the KYC details w.r.t. postal address, e-mail address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, in prescribed Form ISR-1. A communication in this regard has also been sent, through post to the shareholders. Members may visit the website of the Company for relevant formats. Members are further requested to quote their folio numbers/ Client ID/ DP ID in all correspondence.
17. Members holding shares in physical form in identical order of names in more than one folio are

requested to send to the Company or RTA, details of such folios together with the share certificates and KYC proof(s) viz. PAN, Aadhar etc. for consolidating their holding in one folio.

18. Members are requested to send their queries, if any, on the financial statements/ operations of the Company, via email to the Company Secretary at [investor@hindustantimes.com](mailto:investor@hindustantimes.com), atleast 7 days before the AGM, so that the information can be compiled in advance.
19. The 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 and the Register of Contracts and Arrangements, in which Directors are interested, maintained under Section 189 of the Act, will be available for inspection electronically by the members during the AGM. Members seeking to inspect such documents may send request from their email id registered with the Company/ RTA to the Company at [investor@hindustantimes.com](mailto:investor@hindustantimes.com).
20. 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 Listing Regulations, the Company is providing to its members facility to exercise their right to vote on the Resolutions as set out in notice of AGM by electronic means (“**e-voting**”). Members may cast their votes remotely, using an electronic voting system on the dates mentioned herein below (“**remote e-voting**”). The facility for voting through electronic voting system will also be available during the AGM (“**InstaPoll**”) and members attending the AGM who have not cast their vote(s) by remote e-voting, will be able to cast their 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.

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

<b>Commencement of remote e-voting</b>	<b>From 09:00 A.M. (Server time) on September 18, 2022 (Sunday)</b>
<b>End of remote e-voting</b>	<b>Up to 05:00 P.M. (Server time) on September 21, 2022 (Wednesday)</b>

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.

22. Persons whose name appears in the Register of Member/ list of Beneficial Owners as on **September 15, 2022 (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.
23. The Board of Directors has appointed Mr. Sanket Jain, Company Secretary-in-Practice (C.P. No. 12583) or failing him Mr. N. C. Khanna, Company Secretary in practice (C.P. No. 5143) or failing him Mr. Lalit Chaudhary, Company Secretary in practice (C.P. No. 15889) as Scrutinizer to scrutinize the remote e-voting and InstaPoll process in a fair and transparent



manner and they have communicated their willingness to get appointed and will be available for the said purpose.

24. After conclusion of e-voting at the AGM, Scrutinizer will scrutinize the votes cast via InstaPoll and remote e-voting, and make a consolidated Scrutinizer's Report for submission to the Chairman or any other person authorized by him.
25. The result of e-voting (remote e-voting and InstaPoll) will be declared within two working days 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](http://www.htmedia.in) and on the website of KFin viz. <https://evoting.kfintech.com>. The result will be simultaneously communicated to the stock exchanges viz. BSE Limited, National Stock Exchange of India Limited, National Securities Depository Limited and Central Depository Services (India) Limited. The Company will also display the result at its Registered Office.
26. The resolutions as 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).
27. Any person holding shares in physical form, and non-individual shareholders who acquire shares of the Company and become members of the Company after the Notice is sent and holding shares as of the cut-off date, i.e. September 15, 2022, may obtain the login ID and password by sending a request at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com). However, if he/ she is already registered for remote e-voting, then he/ she can use his/ her existing user ID and password for casting the vote.

In case of individual shareholders holding securities in demat mode, who acquire shares of the Company and become members of the Company after the Notice is sent and holding shares as of the cut-off date i.e. September 15, 2022, may follow steps as given below.

The process and manner of remote e-Voting, attending AGM through VC/ OAVM and e-Voting at AGM is as under:

### **PROCEDURE TO CAST VOTE THROUGH REMOTE E-VOTING**

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Entities", e-Voting process has been enabled for all Individual members holding shares in demat mode, by way of single login credential, through their demat accounts/ websites of Depositories/ Depository Participants (DPs), in order to increase the efficiency of the voting process. They can cast vote on the resolutions, without registering with e-Voting Service Provider (ESP) viz. KFin Technologies Limited ("KFin").

#### **1. Individual members holding shares in demat mode:**

Members are requested to access to a) Depositories e-Voting system; or b) Website of Depositories; or c) Demat Account and follow the below given process to cast vote.

## 2. Members other than “Individuals holding shares of the Company in demat mode”:

Members are requested to access to KFin e-Voting system and follow the below given process to cast vote.

### 1. Individual members holding shares in demat mode:

National Securities Depository Limited (NSDL)	Central Depository Services (India) Limited (CDSL)
<p><b>1. User already registered for IDeAS facility:</b></p> <ul style="list-style-type: none"><li>(i) URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a></li><li>(ii) Click on the “Beneficial Owner” icon under ‘IDeAS’ section.</li><li>(iii) On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</li><li>(iii) Click on company name: “<b>HT Media Limited</b>” or e-Voting service provider “K-Fintech” and then you will be re-directed to K-Fintech’s e-Voting page to cast vote during the remote e-Voting period.</li></ul> <p><b>2. User not registered for IDeAS facility:</b></p> <ul style="list-style-type: none"><li>(i) To register click on link: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> and select “Register Online for IDeAS”</li></ul> <p style="text-align: center;"><b>OR</b></p> <ul style="list-style-type: none"><li>(i) <a href="https://eservices.nsd.com/SecureWeb/Id easDirectReq.jsp">https://eservices.nsd.com/SecureWeb/Id easDirectReq.jsp</a></li><li>(ii) Proceed with completing the required fields.</li><li>(iii) Follow steps given in point no. 1 above</li></ul> <p><b>3. Alternatively, by directly accessing the e-Voting website of NSDL:</b></p> <ul style="list-style-type: none"><li>(i) Open URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a></li><li>(ii) Click on the icon “Login” available under ‘Shareholder/ Member’ section.</li><li>(iii) On the Login page, enter your User</li></ul>	<p><b>1. User already registered for Easi / Easiest:</b></p> <ul style="list-style-type: none"><li>(i) Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a></li></ul> <p style="text-align: center;"><b>OR</b></p> <ul style="list-style-type: none"><li>(i) <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on “Login” and select “New System Myeasi”</li><li>(i) Enter your user id and password.</li><li>(ii) Post successful authentication, please click on ‘E-voting’</li><li>(iii) You will be requested to select the name of the Company: “<b>HT Media Limited</b>” or KFin and then you will be re-directed to KFin’s e-Voting page to cast the vote during the remote e-Voting period.</li></ul> <p><b>2. User not registered for Easi/Easiest:</b></p> <ul style="list-style-type: none"><li>(ii) To register click on the link: <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li><li>(i) Proceed with completing the required fields.</li><li>(ii) Follow steps given in point no. 1 above</li></ul> <p><b>3. Alternatively, by directly accessing the e-Voting website of CDSL:</b></p> <ul style="list-style-type: none"><li>(i) Open URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a> and select “E Voting”</li><li>(ii) Provide BO ID/ demat account number and PAN</li><li>(iii) System will authenticate user by</li></ul>

<p>ID (i.e. your 16 character de-mat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</p> <p>(iv) Post successful authentication, click on company name: <b>“HT Media Limited”</b> or e-Voting service provider “K-Fintech” and then you will be re-directed to K-Fintech’s e-Voting page to cast vote during the remote e-Voting period.</p>	<p>sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</p> <p>(iv) You will be requested to select the name of the Company: <b>“HT Media Limited”</b> or Kfin and then you will be re-directed to Kfin’s e-Voting page to cast the vote during the remote e-Voting period.</p>
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**Procedure to login through demat account**

- (i) You can also login using the credentials of your demat account through your DP registered with NSDL/ CDSL for remote e-Voting facility.
- (ii) Once logged-in, you will be able to see “e-Voting” option. Once you click on “e-Voting” option and after successful authentication, you will be re-directed to e-voting module of NSDL/ CDSL.
- (iii) Click on options available against company name: **HT Media Limited** or e-Voting service provider: KFin and you will be re-directed to e-Voting website of **KFin** for casting your vote during the remote e-Voting period.

After successful login, as explained above, the individual members holding shares in demat mode, are requested to follow steps (f) to (m) mentioned under point no. 2(I)(A) below, to cast their vote.

Members who are unable to retrieve User ID/ Password are advised to use “Forget User ID”/ “Forget Password” option available the websites of Depositories/ DP.

<b>Members facing any technical issue on NSDL website</b>	<b>Members facing any technical issue on CDSL website</b>
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: <b>1800-1020-990/ 1800-224-430</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at <b>022- 23058738 or 22-23058542-43.</b>

**2. Members other than “Individuals holding shares of the Company in demat mode”:**

**I. (A) Members whose e-mail addresses are registered with the Company/ Depository Participant(s) and have received email from KFin with login credentials. Please follow the below process:**

- 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/ 1800-309-4001** (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 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](mailto:sanketjaincs@gmail.com) with a copy marked to [evoting@Kfintech.com](mailto: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) Member whose e-mail address is not registered/ updated with the Company/ Kfin/ Depository Participant(s). Please follow the below process to generate your login credentials:**

- a. Members holding shares in physical mode, who have not registered/ updated their email addresses with the Company, can temporarily register/ update the same by clicking on <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> or by writing to the KFin with details of folio number and attaching a self-attested copy of PAN card **KFin Technologies 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](mailto: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. For the limited purpose of receiving the login credentials for this AGM you can also use the link <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> to register their e-mail address.
  - c. After due verification, the Company/ Kfin will forward your login credentials to your registered email address.
  - d. Follow the instructions at 2 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” in your e-voting login on <https://e-voting.kfintech.com> which may be used for sending further communication.
- III. Once the vote on a resolution has been cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
- IV. 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 request to [evoting.kfintech.com](mailto:evoting.kfintech.com) requesting User ID and Password. After due verification of the request, user ID and password will be sent to the members.
- V. 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 **Mr. Rajkumar Kale**, Asst. Vice President, KFin Technologies Limited, **Unit: HT Media Limited**, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad 500 032 | Phone No.: +91-040-67162222 | Toll- free No.: 040- 67162222/ 1800-309-4001 | E-mail: [evoting@kfintech.com](mailto:evoting@kfintech.com)

#### **PROCEDURE FOR JOINING THE AGM THROUGH VC/ OAVM AND VOTING AT AGM:**

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 provided in the email received from the Company/ KFin.  
**Members are requested to follow the procedure given below:**
  - i. Launch internet browser by typing the URL: <https://emeetings.kfintech.com>

- ii. Enter the login credentials
  - 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 will be allowed to attend the AGM through VC/ OAVM on first come, first served basis.
- c) Members who would like to express their views or ask questions during the AGM may register themselves by logging on to <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 September 17, 2022 (9:00 A.M. IST) till September 20, 2022 (5:00 P.M. IST). Only those members who have registered themselves as speaker will be allowed to express their views or 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.
- d) Facility to join the meeting shall be opened 30 minutes before the scheduled time of the AGM and shall be kept open throughout the proceedings of the AGM.
- e) Members are encouraged to join the Meeting through Laptops for better experience.
- f) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- g) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/ Video loss due to fluctuation in their respective network. It is therefore, recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- h) Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [investor@hindustantimes.com](mailto:investor@hindustantimes.com)
- i) The same will be replied by the company suitably.
- j) Voting at AGM (“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 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”.
  - 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.
- k) Members who need assistance before or during the AGM can contact KFin at [evoting@kfintech.com](mailto:evoting@kfintech.com) or call at 1800-309-4001. Kindly quote your name, DP ID-Client ID/ Folio no. and E-voting Event Number in all your communications.

**STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 3**

The Board of Directors on the basis of the recommendations of the Nomination and Remuneration Committee (“NRC”), on December 28, 2021, had appointed Shri Palamadai Sundararajan Jayakumar (DIN: 01173236) as an Additional Director (Independent) of the Company, not liable to retire by rotation for a period effective from December 28, 2021 upto November 30, 2026, subject to approval of the members.

Accordingly, the item for appointment of Shri Palamadai Sundararajan Jayakumar as an Independent Director is being proposed for approval of the members at this AGM.

The Company has received a Notice from a Member in writing under Section 160 of the Companies Act, 2013 (“the Act”) proposing his candidature for the office of Director.

**Brief Profile of Shri Palamadai Sundararajan Jayakumar is mentioned below:**

*Shri Palamadai Sundararajan Jayakumar, is a Chartered Accountant and holds post graduate diploma in business management from XLRI Jamshedpur. He has a deep experience in the banking and financial sector with 23 years of work experience with Citibank in their India & Singapore offices. Shri Jayakumar’s last assignment in Citibank was being the Country Head for the Consumer Banking Group. In his 23 years of working in Citibank, Shri Jayakumar has been involved in innovation and development of retail financial service industry. On leaving Citibank in 2008, he worked as an entrepreneur and was (i) a cofounder of ‘Value Budget Housing Company’, a Company that has pioneered the use of manufacturing approach to construction for low cost & affordable housing; and (ii) ‘Home First Finance Limited’, a housing finance company listed on NSE that provides long term purchase money mortgage loans for customers with low and moderate income household.*

*The aforesaid two companies have contributed to pioneering effort in building demand and supply for low cost & affordable housing. In 2015, Shri Jayakumar was selected by the Government of India to serve as the Managing Director & CEO of Bank of Baroda, first person from the private sector selected to run a large public sector bank. He led a successful transformation of Bank of Baroda and completed three-way merger between Bank of Baroda, Vijaya Bank & Dena Bank. Currently, Shri P.S. Jayakumar is working on his third start-up venture and serves as an independent director on the Board of well-known companies.*

Further, details in pursuant to Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings (SS-2) are provided in **Annexure A** to this Notice.

The Company has also received from Shri Palamadai Sundararajan Jayakumar his consent along with other relevant disclosures including declaration that he is not disqualified to act as Director in

terms of provisions of the Act and that he meets the criteria of independence as provided under Section 149(6) of the Act and rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. Shri Palamadai Sundararajan Jayakumar is independent of the management and in the opinion of the Board of Directors, he fulfils the conditions specified in the Act and SEBI Listing Regulations for his appointment as an Independent Director of the Company. Shri Palamadai Sundararajan Jayakumar is not debarred from holding the office of director by virtue of any SEBI order or any other such authority and have successfully registered himself in the Independent Director's databank maintained by the Indian Institute of Corporate Affairs.

The NRC and Board of Directors considers that his association would be of immense benefit to the Company, and it is desirable to appoint Shri Palamadai Sundararajan Jayakumar as an Independent Director. Shri Palamadai Sundararajan Jayakumar would bring with him immense experience and knowledge, his skills in general management, accounting and finance, information technology and problem-solving skills among others, as being key requirements for this role.

The electronic copy of the draft letter for appointment of Shri Palamadai Sundararajan Jayakumar as an Independent Non-Executive Director setting out the terms and conditions will be available on the website of the Company at [www.htmedia.in](http://www.htmedia.in)

Except Shri Palamadai Sundararajan Jayakumar, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice of the 20<sup>th</sup> AGM. Shri Palamadai Sundararajan Jayakumar is not related to any Director or Key Managerial Personnel of the Company. As an Independent Director, Shri Palamadai Sundararajan Jayakumar will be entitled to remuneration by way of sitting fees for attending meeting(s) of the Board of Directors or Committee(s) thereof or for any other purpose, whatsoever as may be decided by the Board of Directors of the Company in accordance with the provisions of the Companies Act, 2013 and rules made thereunder. While the Company currently is not paying any commission to Directors, he is also entitled to remuneration by way of commission, subject to provisions of the Act and in accordance with Remuneration Policy of the Company.

The NRC and the Board of Directors commend the resolution set out under Item no. 3 of the Notice for approval of the Members by way of Special Resolution.

#### **Item No. 4**

The Board of Directors on the basis of the recommendations of the Nomination and Remuneration Committee ("NRC"), on August 05, 2022 had appointed Shri Sandeep Singhal (DIN: 00422796) as an Additional Director (Independent) of the Company, not liable to retire by rotation for a term of five consecutive years effective from August 05, 2022 to August 04, 2027, subject to approval of the members.

Accordingly, the item for appointment of Shri Sandeep Singhal (DIN: 00422796) as an Independent Director is being proposed for approval of the members at this AGM.



The Company has received a Notice from a Member in writing under Section 160 of the Companies Act, 2013 (“the Act”) proposing his candidature for the office of Director.

**Brief Profile of Shri Sandeep Singhal is mentioned below:**

*Shri Sandeep Singhal co-founded Nexus Venture Partners in 2006. Nexus manages over \$1.5 billion and has an active portfolio of over 75 companies across the technology, enterprise, consumer services, internet and mobile, alternate energy and agribusiness sectors.*

*Prior to Nexus, Shri Sandeep was co-founder & CEO of Medusind Solutions, a leading healthcare BPO acquired by a US private equity firm, and previously a co-founder & MD of eVentures India, where he invested in Customer Asset and MakeMyTrip. He has held senior roles at McKinsey & Company in their US offices.*

*Shri Sandeep has an MBA from The Wharton School with Major in Finance and Marketing, and a BS in Electrical Engineering and Computer Science from Stanford University.*

Further, details in pursuant to Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings (SS-2) are provided in **Annexure A** to this Notice.

The Company has also received from Shri Sandeep Singhal his consent along with other relevant disclosures including declarations that he is not disqualified to act as Director in terms of provisions of the Act and that he meets the criteria of independence as provided under Section 149(6) of the Act and rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. Shri Sandeep Singhal is independent of the management and in the opinion of the Board of Directors, he fulfils the conditions specified in the Act and SEBI Listing Regulations for his appointment as an Independent Director of the Company. Shri Sandeep Singhal is not debarred from holding the office of director by virtue of any SEBI order or any other such authority and have successfully registered himself in the Independent Director’s databank maintained by the Indian Institute of Corporate Affairs.

The NRC and Board of Directors considers that his association would be of immense benefit to the Company, and it is desirable to appoint Shri Sandeep Singhal as an Independent Director. Shri Sandeep Singhal would bring with him immense experience and knowledge, his skills in general management, finance, technology and consumer-insights skills among others, as being key requirements for this role.

The electronic copy of the draft letter for appointment of Shri Sandeep Singhal as an Independent Non-Executive Director setting out the terms and conditions will be available on the website of the Company at [www.htmedia.in](http://www.htmedia.in)

Except Shri Sandeep Singhal, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice of the 20<sup>th</sup> AGM. Shri Sandeep

Singhal is not related to any Director or Key Managerial Personnel of the Company. As an Independent Director, Mr. Sandeep Singhal will be entitled to remuneration by way of sitting fees for attending meeting(s) of the Board of Directors or Committee(s) thereof or for any other purpose, whatsoever as may be decided by the Board of Directors of the Company in accordance with the provisions of the Companies Act, 2013 and rules made thereunder. While the Company currently is not paying any commission to Directors, he is also entitled to remuneration by way of commission, subject to provisions of the Act and in accordance with Remuneration Policy of the Company.

The NRC and the Board of Directors commend the resolution set out under Item no. 4 of the Notice for approval of the Members by way of Special Resolution.

## **ITEM NO. 5**

The Company on 31<sup>st</sup> December, 2021 had allotted 960 listed, rated, secured, redeemable Non-Convertible Debentures (“NCDs”) having Face Value of Rs. 10,00,000/- (Rupees Ten Lac only) each for cash at par, aggregating to Rs. 96,00,00,000/- (Rupees Ninety-Six Crore only) to Axis Bank Limited, through private placement, in terms of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (“SEBI NCS Regulations”) and other applicable provisions.

In terms of the aforesaid allotment of NCDs, Axis Trustee Services Limited was appointed as Debenture Trustee. These NCDs are listed on BSE Limited.

Pursuant to the provisions of SEBI NCS Regulations, the debenture trustee is vested with the powers for protecting the interest of holders of debt securities including a right to appoint a Nominee Director on the Board of the issuer in consultation with holders of such debt securities and in accordance with applicable law. Further as per SEBI (Debenture Trustees) Regulations, 1993, it shall be the duty of debenture trustee to appoint a nominee director on the Board of the Company in the event of:

- a) two consecutive defaults in payment of interest to the debenture holders; or
- b) default in creation of security for debentures; or
- c) default in redemption of debentures.

Further, in terms of the requirement of Section 161 of the Companies Act, 2013 (the “Act”), the Board of Directors, subject to Articles of a company, may appoint a nominee director nominated by any institution in pursuance of the provisions of any law for the time being in force or of any agreement.

Currently, the Articles of Association of the Company do not have a clause in respect to appointment of Nominee Director. With a view to safeguard the interest of debenture holder(s), and in accordance with the terms of issue of debentures, the Company is required to incorporate the aforesaid clause in Articles of Association (‘AOA’).

Therefore, it is proposed to alter the Articles of Association of the Company to insert relevant sub-clause 11.7 under Clause 11 BORROWING POWERS.

Accordingly, approval of the Members of the Company is hereby sought by way of special resolution as set out in the Notice.

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

The Board commends the Special Resolution set out at Item No. 5 of this Notice for approval of Members.

#### **Item No. 6**

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 Auditor to conduct audit of the cost records of FM Radio business of the Company for the financial year ended on March 31, 2023 at remuneration of Rs. 70,000/- (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 Resolution set out at Item No. 6 of the Notice for approval of Members.

**Annexure A**

**Details of the Director pursuant to the provisions of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India**

Name of Director	Shri Shamit Bhartia (Non-Executive Director)	Shri Palamadai Sundararajan Jayakumar (Independent Director)	Shri Sandeep Singhal (Independent Director)
<b>Age</b>	43 years	60 years	55 years
<b>Brief Resume</b>	Refer Website of the Company viz. www.htmedia.in		
<b>Relationship with other Directors <i>inter-se</i> and Key Managerial Personnel</b>	<ul style="list-style-type: none"> <li>• Son of Smt. Shobhana Bhartia, Chairperson &amp; Editorial Director</li> <li>• Brother of Shri Priyavrat Bhartia, Non-executive Director</li> </ul>	None	None
<b>Date of Appointment</b>	31.03.2020	28.12.2021	05.08.2022
<b>Expertise in specific functional areas and brief resume</b>	Industrialist	Professional	Professional
<b>Qualification</b>	Degree in Economics (Dartmouth College, USA)	Chartered Accountant and post graduate diploma in business management from XLRI Jamshedpur	<ul style="list-style-type: none"> <li>• MBA from The Wharton School with Major in Finance and Marketing</li> <li>• BS in Electrical Engineering and Computer Science from Stanford University</li> </ul>
<b>Terms and conditions of appointment/ re-appointment</b>	Non-executive Director, liable to retire by rotation	Independent Director, not liable to retire by rotation	Independent Director, not liable to retire by rotation
<b>No. of Equity Shares of Rs. 2/- each held in the Company or on</b>	1	---	----

<b>behalf of any other person on beneficial basis</b>			
<b>Remuneration last drawn (including sitting fee during FY-22)</b>	-----	Rs. 1,50,000	-----
<b>Directorship held in other companies (along with listed entities from which the person has resigned in the past three years {excluding foreign companies} #</b>	<ul style="list-style-type: none"> <li>• Jubilant Foodworks Limited (Listed)</li> <li>• Jubilant Industries Limited (Listed)</li> <li>• Jubilant Motorworks Pvt. Limited</li> <li>• Hindustan Media Ventures Limited (Listed)</li> <li>• The Hindustan Times Limited</li> <li>• Jubilant Agri and Consumer Products Limited</li> <li>• Goldmerry Investment &amp; Trading Company Limited</li> <li>• Earthstone Holding (Two) Private Limited</li> <li>• SBS Trustee Company Private Limited</li> <li>• SS Trustee Company Private</li> </ul>	<ul style="list-style-type: none"> <li>• Adani Ports and Special Economic Zone Limited (Listed)</li> <li>• JM Financial Limited (Listed)</li> <li>• CG Power and Industrial Solutions Limited (Listed)</li> <li>• Emcure Pharmaceuticals Limited</li> <li>• Tata Motors Finance Limited</li> <li>• LICHL Asset Management Company Limited</li> <li>• TMF Holdings Limited</li> <li>• VBHC Value Homes Private Limited</li> <li>• TVS Industrial &amp; Logistics Parks Private Limited</li> <li>• Northern ARC Capital Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Titan Company Limited (Listed)</li> <li>• Sedemac Mechatronics Private Limited</li> <li>• Suminter India Organics Private Limited</li> <li>• Alphavector (India) Private Limited</li> <li>• Evam Finance Private Limited</li> <li>• Kissandhan Agri Financial Services Private Limited</li> <li>• Nexus India Capital Advisors Private Limited</li> <li>• Tsepak Technologies Private Limited</li> <li>• Eventures India Private Limited</li> </ul>

	<p>Limited</p> <ul style="list-style-type: none"> <li>• SSB Trustee Company Private Limited</li> <li>• Indian Country Homes Private Limited</li> <li>• Shobhana Trustee Company Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Aeries Financial Technologies Private Limited</li> <li>• Indifi Technologies Private Limited</li> <li>• Progrow Farm and Rural Mission Private Limited</li> <li>• Zuventus Healthcare Limited</li> </ul>	<ul style="list-style-type: none"> <li>• North End Foods Marketing Private Limited</li> <li>• Avaana Advisory Services Private Limited</li> <li>• Sohan Lal Commodity Management Private Limited</li> </ul>
<p><b>List of the Committees of Board of Directors (across all companies) in which Chairmanship/ Membership is held**</b></p>	<ul style="list-style-type: none"> <li>• <b>Jubilant Foodworks Limited</b> <ul style="list-style-type: none"> <li>i) Audit Committee (Member)</li> <li>ii) SRC Member (Member)</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>• <b>Adani Ports and Special Economic Zone Limited:</b> <ul style="list-style-type: none"> <li>i) Audit Committee (Member)</li> </ul> </li> <li>• <b>CG Power and Industrial Solutions Limited:</b> <ul style="list-style-type: none"> <li>i) Audit Committee (Chairman)</li> </ul> </li> <li>• <b>Tata Motors Finance Limited</b> <ul style="list-style-type: none"> <li>i) Audit Committee (Chairman)</li> <li>ii) Stakeholder's Relationship Committee (Chairman)</li> </ul> </li> <li>• <b>TVS Industrial &amp; Logistics Parks Private Limited</b> <ul style="list-style-type: none"> <li>i) Audit Committee (Chairman)</li> </ul> </li> <li>• <b>LIC HFL Asset Management Company Limited</b></li> </ul>	<ul style="list-style-type: none"> <li>• <b>Titan Company Limited</b> <ul style="list-style-type: none"> <li>i) Audit Committee (Member)</li> </ul> </li> </ul>

		<ul style="list-style-type: none"> <li>i) Audit Committee (Member)</li> <li>• <b>Northern ARC Capital Limited</b> <ul style="list-style-type: none"> <li>i) Audit Committee (Member)</li> </ul> </li> <li>• <b>TMF Holdings Limited</b> <ul style="list-style-type: none"> <li>i) Audit Committee (Chairman)</li> </ul> </li> <li>• <b>JM Financials Limited</b> <ul style="list-style-type: none"> <li>Audit Committee (Member)</li> </ul> </li> </ul>	
<b>No. of Board Meetings attended during FY- 22</b>	5	1	-----

# As per latest disclosure received from the Director.

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