

**HT MEDIA LIMITED**

Regd. Office : Hindustan Times House  
18-20, Kasturba Gandhi Marg  
New Delhi - 110001  
Tel.: 66561234 Fax : 66561270  
www.hindustantimes.com  
E-mail : corporatedept@hindustantimes.com  
CIN : L22121DL2002PLC117874

September 22, 2022

**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street  
**Mumbai – 400 001**

**National Stock Exchange of India Limited**  
Exchange Plaza, C-1, Block G  
Bandra Kurla Complex, Bandra East  
**Mumbai- 400 051**

**Scrip Code: 532662**

**Trading Symbol: HTMEDIA**

**Sub: Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') - Proceedings of 20<sup>th</sup> Annual General Meeting ('AGM') of HT Media Limited**

Dear Sir(s),

This is to inform that the 20<sup>th</sup> AGM of Members of HT Media Limited was held today i.e. Thursday, September 22, 2022 at 11:00 A.M. (IST) through Video Conferencing ('VC')/ Other Audio-Visual Means ('OAVM').

In above connection, please find enclosed herewith the summary of proceedings of the said AGM in due compliance with Regulation 30 of SEBI Listing Regulations.

You are requested to take the above information on record.

Thanking you,

Yours faithfully,

**For HT Media Limited**

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

**Encl.: As above**



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## **HT MEDIA LIMITED**

### **Summary of the proceedings of 20<sup>th</sup> Annual General Meeting**

The 20<sup>th</sup> Annual General Meeting ('AGM' or 'Meeting') of the Members of HT Media Limited was held on Thursday, September 22, 2022 through Video Conferencing ('VC')/ Other Audio-Visual Means ('OAVM'), in accordance with the provisions of Companies Act, 2013 (the 'Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and circular(s) issued by Ministry of Corporate Affairs ('MCA') and the Securities and Exchange Board of India ('SEBI'), from time to time, in this regard.

The meeting commenced at 11:00 A.M. (IST) and concluded at 11:48 A.M. (IST) (*including time allowed for e-voting at the meeting i.e. InstaPoll*). 283 Members attended the AGM through VC.

#### **Directors present:**

1. Smt. Shobhana Bhartia, *Chairperson and Editorial Director*
2. Shri Vivek Mehra, *Independent Director and Chairman of Audit Committee*
3. Smt. Rashmi Verma, *Independent Director and Chairperson of Stakeholders' Relationship Committee and Nomination & Remuneration Committee*
4. Shri P.S. Jayakumar, *Independent Director*
5. Shri Sandeep Singhal, *Independent Director*
6. Shri Priyavrat Bhartia, *Non - Executive Director*
7. Shri Shamit Bhartia, *Non - Executive Director*
8. Shri Praveen Someshwar, *Chief Executive Officer and Managing Director*

#### **In attendance:**

1. Shri Piyush Gupta, *Group Chief Financial Officer*
2. Shri Manhar Kapoor, *Group General Counsel and Company Secretary*
3. Shri David Jones, *Representative of B S R and Associates, Chartered Accountants (Statutory Auditor)*
4. Shri N.C. Khanna, *Representative of N.C Khanna, Company Secretaries (Secretarial Auditor)*
5. Shri Sanket Jain, *Practicing Company Secretary, Scrutinizer*

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**Gist of proceedings:**

Smt. Shobhana Bhartia, (Chairperson & Editorial Director), chaired the Meeting. The Chairperson welcomed the Members and on requisite quorum being present, called the Meeting to order.

The Directors of the Company were present at the Meeting through VC from their respective location.

The Chairperson then introduced the Directors and Key Managerial Personnel to the Members attending the AGM.

Chairperson stated that necessary steps have been taken as required by law to enable the Members to participate and vote on all the items of agenda set forth in the notice convening the AGM.

Shri Manhar Kapoor, Group General Counsel and Company Secretary apprised the Members that in accordance with the provisions of the Act & Rules made thereunder and SEBI Listing Regulations, the Company has extended to its Members the facility to exercise their right to vote for transacting the business as set forth in the Notice of the AGM, through remote e-voting facility, and e-voting at the AGM, i.e. InstaPoll. He stated that remote e-voting facility commenced at 9.00 A.M. on September 18, 2022 and concluded at 5.00 P.M. on September 21, 2022. The Members who could not cast their vote through remote e-voting could vote at the AGM. Further, the Members were informed that Shri Sanket Jain, Practicing Company Secretary, who had been appointed as the Scrutinizer to scrutinize the voting process has also joined the AGM through VC. He also mentioned that the Register of Directors & Key Managerial Personnel and their shareholding, Register of Contracts and Arrangements in which Directors are interested and the certificate issued by Secretarial Auditors in terms of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 are available for inspection by Members electronically.

Since the Annual Report containing the Board's Report, financial statements and other reports, along with notice of this meeting were already circulated to the Members at their registered email address, the same were taken as read. Also, there was no qualification or observation or any adverse remark or disclaimer in the Auditor's Report and Secretarial Auditor's Report, thus, the same were not required to be read at the Meeting.

**Items of business:**

In terms of the Notice dated August 05, 2022 convening the 20<sup>th</sup> AGM of the Company, the following business were transacted at the Meeting through remote e-voting during the e-voting period and e-voting during the meeting:

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<b><u>Item. No.</u></b>	<b><u>Resolution</u></b>	<b><u>Nature of Resolution</u></b>
<b><u>Ordinary Business</u></b>		
1.	Consideration and adoption: a) the audited standalone financial statements of the Company for the financial year ended 31 <sup>st</sup> March, 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 31 <sup>st</sup> March, 2022 and the report of the Auditors thereon	Ordinary
2.	Appointment of Shri Shamit Bhartia (DIN: 00020623) as a Director, who retires by rotation, and being eligible, offers himself for re-appointment	Ordinary
<b><u>Special Business</u></b>		
3.	Appointment of Shri Palamadai Sundararajan Jayakumar (DIN: 01173236) as an Independent Director, not liable to retire by rotation	Special
4.	Appointment of Shri Sandeep Singhal (DIN: 00422796) as an Independent Director, not liable to retire by rotation	Special
5.	Approval for Alteration of the Articles of Association (“AoA”) of the Company	Special
6.	Ratification of remuneration to be paid to M/s. Ramanath Iyer & Co, Cost Accountants, Cost Auditor of FM Radio Business of the Company	Ordinary

For Item no. 2, Smt. Shobhana Bhartia, being interested did not Chair and in her place Shri Praveen Someshwar presided.

Members who attended the Meeting were given an opportunity to ask questions and seek clarification(s). The Group Chief Financial Officer appropriately responded to the questions raised by them.

Chairperson announced that all items of the business set forth in the notice convening the meeting have been considered and e-voting at the meeting i.e. InstaPoll is being activated and same will be available for next 15 minutes and thereafter, the meeting will be concluded. She also stated that the results of voting shall be declared within the time prescribed therefore, and will be uploaded on the Company’s website. The result shall be simultaneously intimated to the Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited, National Securities Depository Limited and Central Depository Services (India) Limited.



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Group General Counsel and Company Secretary proposed a vote of thanks to the Chair and requested the Members to please proceed with e-voting.

The e-voting facility was kept open for the next 15 minutes to enable the Members to cast their vote. Upon completion of the e-voting process, the Meeting was closed.

This is for your information and record.

**For HT Media Limited**

**Place:** New Delhi

**Date:** September 22, 2022

**(Manhar Kapoor)**

**Group General Counsel and Company Secretary**

*Note: The above document does not constitute Minutes of the proceedings of the Annual General Meeting.*