



HT Media Limited

CIN: L22121DL2002PLC117874

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

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

NOTICE OF 21st (TWENTY-FIRST) ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty-first Annual General Meeting of Members of **HT Media Limited** will be held on **Wednesday, September 27, 2023** 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, 2023 and the report 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, 2023 and the report of the Auditors thereon.

ITEM NO. 2

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

SPECIAL BUSINESS

ITEM NO. 3

Re-appointment of Smt. Shobhana Bhartia (DIN: 00020648) as Chairperson and Editorial Director of the Company and approval of remuneration

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 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) and the rules made thereunder and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof) and on the recommendation of Nomination & Remuneration Committee and Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for re-appointment of Smt. Shobhana Bhartia (DIN:00020648) as Chairperson and Editorial Director of the Company (Managing Director under the Act) for a period of 5 (five) years with effect from July 1, 2023, on the terms and conditions including remuneration for a period of 3 (three) years, as set out below:

1.	Basic Salary	Rs. 32,00,000/- per month with authority to the Board of Directors (which expression shall include a Committee thereof) to revise the basic salary from time to time taking into account the performance of the Company, however, subject to a ceiling of Rs.60,00,000/- per month.
2.	Housing	Fully furnished residential accommodation, the cost of which shall not exceed 60% of the basic salary per annum or House Rent Allowance in lieu thereof.
3.	Gas/Water/ Electricity	Actual expenditure upto a maximum of Rs. 28,80,000/- per annum
4.	Medical Expenses	Reimbursement of medical expenses incurred in India and abroad (including insurance premium for medical and hospitalization policy, if any) on actual basis for self and family, subject to ceiling of one month’s basic salary in a year or three month’s basic salary over a period of three years.
5.	Leave Travel Allowance	For self and family, once a year in accordance with rules of the Company
6.	Club Fees	Membership of one Club in India (including admission and membership fee).
7.	Entertainment expenses and other business expenses	Entertainment, travelling and all other expenses incurred for the business of the Company shall be reimbursed as per rules of the Company. Reimbursement of travelling expenses of spouse accompanying the Chairperson and Editorial Director on any official trip as per rules of the Company
8.	Car & Telephone	The Company shall provide car with driver and telephone at the residence of the Chairperson and Editorial Director, for the Company’s business.
9.	Personal Insurance	For an amount, premium of which shall not exceed one month’s basic salary.
10.	PF Contribution	Contribution to Provident Fund shall be as per rules of the Company.
11.	Gratuity	Gratuity payable shall not exceed half a month’s basic salary for each completed year of service.

12.	Other allowances, benefits and perquisites	Any other allowances, benefits and perquisites admissible to the senior officers of the Company as per rules of the Company, from time to time.
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RESOLVED FURTHER THAT so long as Smt. Shobhana Bhartia functions as the Chairperson & Editorial Director of the Company and draws the remuneration as mentioned above, she will not be paid any fees for attending the meetings of the Board or any Committee thereof.

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

ITEM NO. 4

Re-appointment of Shri Praveen Someshwar (DIN: 01802656) as Managing Director & Chief Executive Officer of the Company and approval of remuneration

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 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) and rules made thereunder and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof) and on the recommendation of Nomination & Remuneration Committee and Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded, for re-appointment of Shri Praveen Someshwar (DIN: 01802656) as Managing Director & Chief Executive Officer (CEO) of the Company (Whole-time Key Managerial Personnel u/s 203 of the Act) for a period of 5 (five) years with effect from 1st August, 2023, on the terms and conditions including remuneration for a period of 3 (three) years, as set out below:

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

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

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

ITEM NO. 5

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 (including any statutory modification or re-enactment thereof), read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, 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, 2024, be and is hereby ratified.”

Place: New Delhi

Date: July 28, 2023

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, 02/2022 dated May 05, 2022, and 10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (“MCA Circulars”) and circular dated May 12, 2020, January 15, 2021, May 13, 2022, and January 05, 2023 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the 21st Annual General Meeting of the Company is being conducted through VC/OAVM facility, which does not require physical presence of members at the venue of the AGM. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company.
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 pursuant to Section 102 of the Act, **setting out material facts concerning the special business with respect to Item Nos. 3 to 5 forms part of this Notice.**
5. Members are requested to carefully read the “**The instructions for Members for remote e-voting and joining Annual General Meeting**” 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 facility. 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** with a copy marked to

evoting@nsdl.co.in. Institutional shareholders can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

8. Pursuant to the provisions of Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, details of Directors seeking appointment/re-appointment at this AGM, are given as **Annexure A** to this notice. The Company has received relevant disclosures/consent from the Directors seeking appointment/re-appointment.
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 Building, Tower B,
Plot No. 31 & 32, Financial District,
Nanakramguda, Serilingampally
Hyderabad, Rangareddy, Telangana, India -500032

Tel.: +91 - 40 - 67162222

Toll Free No.: 1800 309 4001

WhatsApp Number: (91) 910 009 4099

KPRISM (Mobile Application): <https://kprism.kfintech.com/>

E-mail id: einward.ris@kfintech.com

Corporate Website: <https://www.kfintech.com>

Website: <https://ris.kfintech.com>

Investor Support Centre (DIY Link): <https://ris.kfintech.com/clientservices/isc>

10. In compliance with above mentioned circulars of MCA and SEBI, the Notice calling this AGM along with the Annual Report for FY-23 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-23 are also being sent to only those Members who have requested for the same. Members may kindly note that the Notice of AGM and Annual Report for FY-23 will also be available on the Company's website viz. www.htmedia.in and website of the stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited (www.bseindia.com and www.nseindia.com) respectively and the website National Securities Depository Limited (NSDL) (agency for providing the Remote e-voting facility) at www.evoting.nsdl.com
11. 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 above mentioned 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. [https://www.htmedia.in/wp-content/uploads/2023/03/Form SH-13.pdf](https://www.htmedia.in/wp-content/uploads/2023/03/Form_SH-13.pdf) and website of RTA viz. [https://ris.kfintech.com/clientservices/isc/default.aspx#isc download hrd](https://ris.kfintech.com/clientservices/isc/default.aspx#isc_download_hrd) for downloading Form SH-13 and other Nomination and KYC related documents.

12. 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.
13. 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.
14. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in demat form only, while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website under the weblink at https://www.htmedia.in/wp-content/uploads/2023/03/Form_ISR-4.pdf and on the website of the Company's RTA at [https://ris.kfintech.com/clientservices/isc/default.aspx#isc download hrd](https://ris.kfintech.com/clientservices/isc/default.aspx#isc_download_hrd). It may be noted that any service request can be processed only after the folio is KYC compliant.
15. Pursuant to SEBI Circular no. SEBI/HO/MIRSD/MIRSDPoD1/P/CIR/2023/37 dated March 16, 2023, issued in supersession of earlier circulars issued by SEBI bearing nos. SEBI/HO/MIRSD/MIRSDRTAMB/P/CIR/2021/655 dated November 3, 2021 and SEBI/HO/MIRSD/MIRSDRTAMB/P/CIR/2021/687 dated December 14, 2021, SEBI has mandated all listed companies to record PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers of holders of physical securities. The folios wherein any one of the cited documents/details is not available on or after October 01, 2023, such folios shall be frozen by the RTA.

Folios remaining frozen till December 31, 2025, will be referred by the RTA/the Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002.

A communication, in this regard, was also sent, through post, to the Members holding shares in physical mode.

Members are further requested to quote their folio numbers/Client ID/DP ID in all correspondence with Company or the RTA.

16. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Company's RTA, details of such folios together with the share certificates and KYC proof(s) viz. PAN, Aadhar etc. for consolidating their holding in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.

17. 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, 2023, the Company has transferred unpaid/unclaimed dividend amounting Rs. 39,591/- for the Financial Year 2014-15 to Investor Education and Protection Fund (IEPF), and also transferred 4,073 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 2014-15 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 2015-16 on or before October 22, 2023 failing which the Company shall proceed to transfer the liable dividend and Equity shares to IEPF Authority.

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 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

20. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI Listing Regulations, and the MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using **remote e-voting** system as well as **e-voting during the meeting (venue voting)** on the date of the AGM will be provided by NSDL.

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

Commencement of remote e-voting	From 9.00 a.m. (Server time) on September 23, 2023 (Saturday)
End of remote e-voting	Up to 5.00 p.m. (Server time) on September 26, 2023 (Tuesday)

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

22. Persons whose name appears in the Register of Member/list of Beneficial Owners as on **September 20, 2023 (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 venue voting. 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) as Scrutinizer to scrutinize the remote e-voting and venue voting, 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 during the meeting and remote e-voting, and make a consolidated Scrutinizer's Report submission to the Chairman or any other person authorized by him.

25. The result of e-voting (remote e-voting and venue voting) 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 and on the website of NSDL viz. www.evoting.nsdl.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 20, 2023**, may obtain the login ID and password by sending a request at www.evoting.nsdl.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 20, 2023**, may follow steps as below.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDeAS ’ section , this will prompt you to enter your existing User ID and Password.

	<p>After successful authentication, you will be able to see e-voting services under Value added services. Click on “Access to e-voting” under e-voting services and you will be able to see e-Voting page. Click on company name or e-voting service provider i.e. NSDL and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <ol style="list-style-type: none"> 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center; border: 1px solid black; padding: 10px; margin: 10px 0;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.

	<ol style="list-style-type: none"> 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-Voting service provider for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. upon logging in, you will be able to see e-Voting option. Click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

c) How to retrieve your 'initial password'?

- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com
- b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsd.com
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

General Guidelines for shareholders

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](http://www.evoting.nsd.com)" or "[Physical User Reset Password?](http://www.evoting.nsd.com)" option available on www.evoting.nsd.com to reset the password.
2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsd.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Mhatre, Senior Manager (NSDL) at pallavid@nsdl.co.in and evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. Members holding shares in physical form and who have not registered/updated their KYC details including e-mail address with the Company or RTA, may register/update such details by submitting the details in the relevant forms, along with the supporting documents, at the following link https://ris.kfintech.com/clientservices/isc/default.aspx#isc_download_hrd

or by downloading the relevant forms from the said link and sending them along with details like name, folio number, scanned copy of the share certificate (front and back) and self-attested scanned copy of PAN and Aadhar Card to KFin Technologies Limited, Unit: **HT Media Limited**, Selenium Building, Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India – 500 032 or by sending email to einward.ris@kfintech.com

2. Members holding shares in dematerialised mode and have not registered/updated their e-mail address, can register/update their email address with the Depository Participants where they maintain their demat accounts.

If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM are given below:

Ms. Pallavi Mhatre,
Senior Manager (NSDL)

Email id: pallavid@nsdl.co.in and evoting@nsdl.co.in

Contact No.: 022 - 4886 7000 or 022 - 2499 7000

Address: National Securities Depository Limited, Trade World, A wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai - 400013

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. 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 .The same will be replied by the Company suitably.
6. Members who would like to express their views or ask questions during the AGM may pre-register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at investor@hindustantimes.com between September 20, 2023 (9:00 a.m. IST) to September

23, 2023 (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.

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

Item No. 3

The Members of the Company at the 16th Annual General Meeting held on 25th September, 2018, had appointed Smt. Shobhana Bhartia as Chairperson and Editorial Director of the Company for a period of 5 (five) years w.e.f. 1st July, 2018 to 30th June, 2023. Further, owing to inadequacy of profits, attributed mainly to COVID-19 pandemic, the Members by way of special resolution, through postal ballot, on 25th March, 2021, approved the payment of remuneration to Smt. Bhartia for a period from 1st April, 2021 to 30th June, 2023.

In view of the invaluable contribution and dynamic leadership of Smt. Shobhana Bhartia, the Board of Directors of the Company at its meeting held on 18th May, 2023, subject to approval of Members of the Company, had re-appointed Smt. Shobhana Bhartia as Chairperson and Editorial Director of the Company (Managing Director under the Companies Act, 2013 ['the Act']) for a period of 5 (five) years w.e.f. 1st July, 2023, on the terms and conditions including remuneration for a period of 3 (three) years as recommended by the Nomination and Remuneration Committee of the Company.

In terms of the requirements of Section 196, 197 and Schedule V of the Act which outlines that in case of inadequacy of profits as also where a person attains the age of seventy years during one's term, the appointment and payment of remuneration to Managerial Personnel needs to be approved by the Members by way of a special resolution.

It is submitted that owing to geopolitical strife which had hampered the supply lines across businesses and impacted raw material costs and relatively subdued festive season on account of sluggish retail spending, the profitability of the Company was adversely impacted. Hence, the managerial remuneration payable to Smt. Bhartia in this tenure is likely to exceed the limits prescribed under section 197 of the Act. Further, Smt. Bhartia will attain the age of 70 (seventy) years during her current tenure, hence approval of Members by way of special resolution is being sought.

The remuneration proposed in the resolution is to increase the upper limit of the remuneration that may be paid to Smt. Bhartia effective for a period of next three years. The last such revision in the said limits of remuneration was approved by the Members at the AGM on 25th September, 2018 i.e. at the time of her previous appointment. The details of the remuneration drawn in last few years are provided in the Annexure.

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

General Meeting and any Member interested in inspection may write to investor@hindustantimes.com.

The Company, as on date, is not in default in payment of dues to any bank or public financial institution or to non-convertible debenture holders or to any other secured financial creditor, and accordingly their prior approval is not required for approving the proposed special resolution.

A brief profile and other details of Smt. Bhartia as required to be provided under Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India has been provided in **Annexure A** to this Notice.

The resolution seeks the approval of Members for the appointment of Smt. Bhartia as Chairperson and Editorial Director (Managing Director under the Act) of the Company for a period of 5 (five) years with effect from 1st July, 2023 till 30th June, 2028 including payment of remuneration for a period of 3 (three) years, by way of Special Resolution, in terms of the provisions of Section 196, 197 (as amended), read with Schedule V of the Act.

Smt. Bhartia is interested in the resolution. Shri Priyavrat Bhartia and Shri Shamit Bhartia, being related to Smt. Bhartia are interested in the resolution.

Save and except the above, none of the Directors or Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Special Resolution set out at Item no. 3 for approval by the Members.

Item No. 4

The Members of the Company at the 16th Annual General Meeting held on 25th September, 2018, had appointed Shri Praveen Someshwar as Managing Director & Chief Executive Officer (CEO) of the Company for a period of 5 (five) years w.e.f. 1st August, 2018 to 31st July, 2023. Further, owing to inadequacy of profits, attributed mainly to COVID-19 pandemic, the Members by way of special resolution, through postal ballot, on 25th March, 2021, approved the payment of remuneration to Shri Someshwar for a period from 1st August, 2021 to 31st July, 2023.

In view of his contribution towards the success of the Company and steering strategy through the current economic environment, as described in para A.II in the annexure below, the Board of Directors of the Company, at its meeting held on 18th May, 2023, subject to approval of Members of the Company, had re-appointed Shri Someshwar as Managing Director & CEO for a period of 5 (five) years with effect from 1st August, 2023, on the terms and conditions including remuneration for a period of 3 (three) years, as recommended by the Nomination and Remuneration Committee of the Company.

Further, no increase in remuneration range of Shri Someshwar is proposed in terms of the resolution set out at Item no. 4 of this Notice vis-à-vis the remuneration already approved by the Members in the years 2018 and 2021.

In terms of the requirements of Section 196, 197 and Schedule V of the Companies Act, 2013 [‘the Act’] which outlines that in case of losses or inadequacy of profits, the payment of remuneration to Managerial Personnel needs to be approved by the Members by way of a special resolution.

It is submitted that owing to geopolitical strife which had hampered the supply lines across businesses, there was considerable increase in raw material costs in the financial year which adversely impacted the profitability of the Company. Hence, the managerial remuneration payable to Shri Someshwar in this tenure will exceed the limits prescribed under Section 197 of the Act. Hence, the Company hereby seeks consent of the Members, by way of special resolution, for the payment of remuneration during the currency of his term of appointment.

The Written Memorandum under Section 190 of the Act setting out the terms of re-appointment of Shri Someshwar as Managing Director & CEO, is available for inspection at the Registered Office of the Company by the Members without any fee on all business days (except Saturday, Sunday, and Public Holidays) during 10.00 AM to 4.00 PM upto the date of this Annual General Meeting and any Member interested in inspection may write to investor@hindustantimes.com.

The Company, as on date, is not in default in payment of dues to any bank or public financial institution or to non-convertible debenture holders or to any other secured financial creditor, and accordingly their prior approval is not required for approving the proposed special resolution.

A brief profile and other details of Shri Someshwar, as required to be provided under Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India has been provided in Annexure A to this Notice.

The resolution seeks the approval of Members for the re-appointment of Shri Praveen Someshwar as Managing Director & CEO of the Company for a period of 5 (five) years with effect from 1st August, 2023 till 31st July, 2028 including payment of remuneration for a period of 3 (three) years, by way of Special Resolution, in terms of the provisions of Section 197 (as amended), read with Schedule V of the Act.

Except for Shri Someshwar, none of the other Directors or Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in resolution No. 4.

The Board recommends the Special Resolution set out at Item no. 4 of the Notice for approval by the Members.

(A) Disclosure(s) in terms of Section 197 read with Schedule V to the Companies Act, 2013 & applicable Rules thereunder-

I. General Information:

- 1) **Nature of industry:** Media Industry
- 2) **Date or expected date of commencement of commercial production:** The Company was incorporated on December 3, 2002 and its operating activities commenced thereafter.
- 3) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable.
- 4) **Financial performance based on given indicators:** The Financial and operating performance of the Company during last three financial years is as under:

(Rs. in Lac)

Particulars	Financial Year 2020-21 (Audited)	Financial Year 2021- 22 (Audited)	Financial Year 2022-23 (Audited)
Revenue from continuing operations	52,810	75,129	92,117
Total Income of continuing operations	62,868	87,540	1,01,228
Earnings/(loss) before interest, tax, depreciation and amortization (EBITDA) before exceptional items (from continuing operations)	(588)	13,996	3,853
Profit/(loss) before tax	(13,544)	(2,846)	(20,875)
Profit/(loss) for the year after tax (before other comprehensive income)	(8,135)	(2,012)	(27,515)

5) Foreign investments or collaborations, if any:

(a) Foreign Investment

No foreign direct capital investment has been made in the Company during the last financial year. Further, foreign investments in the Company include shareholding of FPIs, FIIs, NRIs and foreign nationals, which were acquired through the secondary market.

(b) Foreign Collaboration

There is no foreign collaboration in the Company as on date.

II. Information about the Managing Director(s):

1) Details of background, recognition or awards, job profile of the Managing Director (“Managerial Personnel”) and suitability thereof

As on date, there are two Managerial Personnel on the Board of Directors of the Company:

- a. Smt. Shobhana Bhartia, Chairperson and Editorial Director (Managing Director under the Companies Act, 2013).
- b. Shri Praveen Someshwar is the Managing Director and Chief Executive Officer.

Brief Profiles:

- a) *Smt. Shobhana Bhartia has been on the Board of Directors of the Company since its incorporation i.e. December 3, 2002, and has been instrumental in formulation of long-term vision and strategy of the Company. Over the last 20 years, she has provided stewardship in diversifying the Company from a standalone print-media company to an entertainment & media conglomerate. She is also the Managing Director of The Hindustan Times Limited (holding company).*

She is also currently serving, as the Pro-Chancellor of the Birla Institute of Technology and Sciences. In the year 2006, she was conferred with the Padma Shri for ‘Excellence in Journalism’, a National Award by the Government of India and was also a former Member of Rajya Sabha, the Upper House of the Parliament of India. She also served as a member of the Committees in Parliament on Energy, Women Empowerment, and Human Resource Development.

She has been honoured with numerous awards and recognitions, including The ABLF Sustainable Leadership Icon Award (2019) ABLF Dubai’s Highest Cadre Award, Officier de l’Ordre National de la Légion d’Honneur (2016) French Republic’s highest civilian award in recognition of outstanding contribution to the world of journalism, Global Leadership Award (2015) by US-India Business Council, Media Person of the Year 2012 by IAA Leadership Awards in recognition of her Leadership, Foresight and Achievement, Businesswoman of the Year 2007 by The Economic Times, Entrepreneur of the Year 2005 by Ernst & Young and Global Leader of Tomorrow 1996 by World Economic Forum, Davos.

Smt. Bhartia is also serving on international bodies as a Member - India Advisory Board at the London School of Economics (LSE), Member - International Advisory Board of the Blavatnik School of Government (Oxford University) and Member – Board of Visitors, Columbia Journalism School, New York.

b) Shri Praveen Someshwar is a qualified Chartered Accountant and Cost Accountant. Under his leadership, HT Media Group is evolving into a new-age media group driven by digital transformation and innovation. Over the past four years at the Group, Praveen has built a highly effective, collaborative leadership team committed to securing long-term value for all shareholders.

With a career spanning nearly three decades, Praveen has a proven track record of planning and executing strategies that capture minds, hearts, and market shares while maximizing shareholder value. He has spearheaded PepsiCo's business in the food and beverage sector across Asia. During his 24-year tenure at PepsiCo, Praveen held multiple leadership roles, such as Senior Vice President and GM based in Hong Kong, where he managed all PepsiCo businesses across Asia, excluding China and India.

Past remuneration:

Name of Director	(Rs. in Lac)			
	FY 2019-20	FY 2020-21	FY 2021-22	FY 2022-23
Smt. Shobhana Bhartia	667.08	505.02	607.27	715.44
Shri Praveen Someshwar	378.19	356.97	487.24	573.74

The Covid-19 pandemic negatively impacted the economy. The media industry was one of the most severely affected. With supply chains disrupted and advertising revenue significantly under pressure, the financial performance of the Company too came under pressure.

As set out in the table above, during this phase, Smt. Bhartia renounced a portion of her remuneration. Shri Someshwar's remuneration was also reduced during this time. Their remuneration was gradually reinstated and increased during FY 22 and FY 23 as the impact of the pandemic began to wane and economic conditions began to improve.

2) Remuneration proposed: As set out in the Item No. 3 and 4 of this Notice.

3) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:

The remuneration paid by a listed peer company in the same genre as your Company to its

Managerial Personnel is much higher than the proposed overall managerial remuneration payable by the Company. The proposed remuneration of Smt. Shobhana Bhartia and Shri Praveen Someshwar is commensurate with the size of the Company, their profile & responsibilities, and the managerial remuneration paid in the same industry.

4) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

Smt. Shobhana Bhartia and Shri Praveen Someshwar do not have pecuniary relationship with the Company except remuneration paid/payable to them in their capacity as Chairperson & Editorial Director and Managing Director & CEO, respectively.

III Other information:

1) Reasons of loss or inadequate profits:

On the back of pandemic induced slow down across the economy in the prior years of FY-21 and FY-22, the industry witnessed further headwinds in FY-23 owing to significant commodity input price inflation arising from global conflicts and the resultant supply chain bottlenecks.

In this backdrop, despite an improvement in top-line performance across both advertising and circulation revenues, the Company has seen decline in profitability as a result of higher than anticipated raw material (mainly newsprint) costs over the past fiscal.

2) Steps taken or proposed to be taken for improvement:

Your Company believes that it is well positioned to capture opportunities for growth and profitability, basis its competitive strengths. Following factors/steps are contributing to further improvements in this regard:

- Continued improvement in advertising & circulation revenue via better value proposition to clients & readers
- Rationalisation of direct costs like newsprint & production, to counter the broader inflationary environment
- Tight control and reduction of considerable indirect and discretionary spends
- Optimised procurement and productivity initiatives through streamlined operations
- Evolving with a changing media & entertainment industry by venturing into new age digital business

3) Expected increase in productivity and profits in measurable terms:

Higher spending on advertisement by corporates in key sectors and an uptick in Government ad spend in view of upcoming state and general elections are expected to lift the revenue of Indian

print media industry. A growing top-line along with decline in newsprint prices shall lead to further improvement in profitability for the print sector.

Along with traditional media Print, even Radio is also on an uptrend as better traction from SME and retail advertisers translates into industry-wide top line improvement.

The Company expects next year i.e. FY-24 to be a year of better growth, given that business revenues are gradually and steadily increasing to reach their pre-pandemic levels, along with profitability improvement owing to reduction in inflationary pressures and associated cost standardizations.

(B) Other parameters under Section 200 of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

1) Financial and operating performance of the Company during the three preceding financial years – Details provided in para A (I) (4) above.

2) Remuneration or commission drawn by individual concerned in any other capacity from the Company – None.

3) Remuneration or Commission drawn by Managerial Personnel from any other Company:
(Rs. in Lac)

Name of Managerial Personnel	Company	Designation	Remuneration for FY-23	Commission for FY-23
Smt. Shobhana Bhartia	The Hindustan Times Limited	Managing Director	180.73	-
Shri Praveen Someshwar	Hindustan Media Ventures Limited	Managing Director	821.60	-

4) Professional qualification and experience – Please refer Annexure A below.

5) Relationship between remuneration and performance –

The remuneration of both the managerial persons have been directly linked with the performance of the Company in past few years. As explained in Para A.II (1) above, remuneration of the managerial personnel was reduced when the impact of Covid-19 pandemic was felt the most. The remuneration was increased as the economic environment began to stabilize and recovery commenced.

It is proposed to increase the upper limit of the remuneration that may be paid to Smt. Bhartia over a period of next three years. However, the proposed remuneration range of Shri Someshwar, for next three years, remains the same. In the case of remuneration paid/payable to Shri Someshwar, the variable pay, bonus (by whatever name called) shall be fixed on the basis of

Company's performance.

1) The principle of proportionality of remuneration within the Company, ideally by a rating methodology which compares the remuneration of Directors to that of other Directors on the Board who receive remuneration and employees or executives of the Company –

Your Company has a strong performance management culture. Every employee undergoes evaluation of his or her performance against the goals and objectives for the year, and increase in compensation and reward by way of variable bonuses is linked to the evaluation of individual's performance. All employees of the Company, including Managerial Personnel, are governed by the Company's Performance Management System, in addition to the Board approved Remuneration Policy. Additionally, industry benchmarks are used to determine the appropriate level of remuneration, from time to time.

2) Whether remuneration policy for Directors differs from remuneration Policy for other employees and if so, an explanation for the difference –

Your Company has a clearly laid out Board approved Remuneration Policy. This Policy outlines, inter alia, separate remuneration parameters for -

- Managing Director & Whole-time Director;
- KMP and Senior Management; and
- Other Employees.

The principles of remuneration including 'reward for performance' are broadly uniform for all three categories mentioned above.

3) Securities held by the Director, including options and details of the shares pledged as at the end of the preceding financial year –

Please refer the details outlined in the table appearing at the end of this Notice as Annexure-A giving details of Directors pursuant to the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 & Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India.

4) Reasons and justification for payment of remuneration –

The prior fiscal years (FY-20 to FY-23) have been challenging for the industry as a whole. The initial pandemic years led to a downturn and a sharp broad-based decline in advertising spends, impacting the revenue of your Company. The past fiscal saw significant inflation in input costs, arising from global conflicts and supply line bottlenecks. Consequently, profitability of the Company has been affected these past years.

Your Company has managed to take pertinent actions to soften the overall impact on business. These actions included initiatives to improve top-line revenue, reducing various variable and fixed costs and taken multiple steps to conserve cash. The Company holds more than adequate liquidity to carry on its operations, while delivering quality products and services to its customers and consumers.

Keeping in view the long experience and expertise of the Managerial Personnel to lead the business, it is put forth for consideration to pay the remuneration to the Managerial Personnel(s) for their renewed tenure on proposed terms.

Item No. 5

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 ending on March 31, 2024 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 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 recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval of Members.

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

**Place: New Delhi
Date: July 28, 2023**

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

Annexure A (Annexure to Item No. 2, 3 & 4)

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, as applicable

<u>Name of the Director</u>	<u>Smt. Shobhana Bhartia</u>	<u>Shri Praveen Someshwar</u>
Age	66 years	56 years
Brief resume, experience, expertise in specific functional areas	<p>Smt. Shobhana Bhartia is the Chairperson and Editorial Director of HT Media, one of India's largest publicly listed media companies. She is also currently serving, as the Pro-Chancellor of the Birla Institute of Technology and Sciences.</p> <p>In the year 2006, she was conferred with the Padma Shri for 'Excellence in Journalism', a National Award by the Government of India and was also a former Member of Rajya Sabha, the Upper House of the Parliament of India. She also served as a member of the Committees in Parliament on Energy, Women Empowerment, and Human Resource Development.</p> <p>She has been honoured with numerous awards and recognitions, including The ABLF Sustainable Leadership Icon Award (2019) ABLF Dubai's Highest Cadre Award, Officier de l'Ordre National de la Légion d'Honneur (2016) French Republic's highest civilian award in recognition of outstanding</p>	<p>Shri Praveen Someshwar is the Managing Director and Chief Executive Officer of HT Media Limited.</p> <p>Under Praveen's leadership, HT Media Group is evolving into a new-age media group driven by digital transformation and innovation. Over the past four years at the Group, Praveen has built a highly effective, collaborative leadership team committed to securing long-term value for all shareholders.</p> <p>With a career spanning nearly three decades, Praveen has a proven track record of planning and executing strategies that capture minds, hearts, and market shares while maximizing shareholder value. He has spearheaded PepsiCo's business in the food and beverage sector across Asia. During his 24-year tenure at PepsiCo, Praveen held multiple leadership roles, such as Senior Vice President and GM based in Hong Kong, where he managed all PepsiCo businesses across Asia, excluding China and India.</p>

	<p>contribution to the world of journalism, Global Leadership Award (2015) by US-India Business Council, Media Person of the Year 2012 by IAA Leadership Awards in recognition of her Leadership, Foresight and Achievement, Businesswoman of the Year 2007 by The Economic Times, Entrepreneur of the Year 2005 by Ernst & Young and Global Leader of Tomorrow 1996 by World Economic Forum, Davos.</p> <p>Smt. Bhartia is also serving on international bodies as a Member - India Advisory Board at the London School of Economics (LSE), Member - International Advisory Board of the Blavatnik School of Government (Oxford University) and Member – Board of Visitors, Columbia Journalism School, New York.</p> <p>Expertise: Industrialist</p>	Expertise: Strategic leadership, business and finance
Qualification	Graduate from Calcutta University	Chartered Accountant and Cost Accountant
Date of Appointment	December 03, 2002	August 01, 2018
Relationship with other Directors inter se and Key Managerial Personnel	Mother of Shri Shamit Bhartia and Shri Priyavrat Bhartia, Directors of the Company	Not related to any Director / Key Managerial Personnel of the Company.
No. of Equity Shares of Rs. 2 each held in the Company (including shareholding as beneficial owner)	1	Nil

<p>Terms and conditions of re-appointment along with details of remuneration sought to be paid</p>	<p>Re-appointed as Chairperson & Editorial Director, for a further period of 5 years w.e.f. July 01, 2023. Her re-appointment is as per the terms including remuneration as mentioned in resolution No. 3 and explanatory statement attached to notice of the Meeting</p>	<p>Director liable to retire by rotation and re-appointed as Managing Director & CEO for a further period of 5 years w.e.f. August 01, 2023. His re-appointment is as per the terms including remuneration as mentioned in resolution No. 4 and explanatory statement attached to notice of the Meeting.</p>
<p>Remuneration last drawn (including sitting fee during FY-23) (Rs. in lacs)</p>	<p>Rs. 715.44 Lac <i>(No sitting Fees is payable)</i></p>	<p>Rs. 573.74 Lac <i>(No sitting Fees is payable)</i></p>
<p>Directorship held in other companies (along with listed entities from which the person has resigned in the past three years) {excluding foreign companies}#</p>	<ol style="list-style-type: none"> 1. Hindustan Media Ventures Limited (Listed) 2. Ronson Traders Limited 3. Nilgiri Plantations Limited 4. Goldmerry Investment & Trading Company Limited 5. Earthstone Holding (Two) Private Limited 6. Yashovardhan Investment & Trading Company Limited 7. The Hindustan Times Limited 8. SB Trusteeship Services Private Limited 9. MJS Trustee Company Private Limited 10. Shobhana Trustee Company Private Limited 11. PRS Trustee Company Private Limited 12. PSB Trustee Company Private Limited 13. SSB Trustee Company Private Limited 14. SSBSB Realty Trustee Co. Private Limited 15. SBSSB Realty Trustee Co. 	<ol style="list-style-type: none"> 1. Hindustan Media Ventures Limited (Listed) 2. Next Mediaworks Limited (Listed) 3. Digicontent Limited (Listed) 4. Next Radio Limited 5. HT Digital Streams Limited 6. Media Research Users Council India 7. The Press Trust of India Limited 8. The Indian Newspaper Society 9. Audit Bureau of Circulations <p>Below are the details of the Company wherein, director has resigned in the past three years:</p> <ol style="list-style-type: none"> 1.Shine HR Tech Limited (Strike-off)

	Private Limited	
List of the Committees of Board of Directors (across all companies) in which Chairmanship/ Membership is held*#	The Hindustan Times Limited Audit Committee - Chairperson	HT Media Limited i. Audit Committee - Member ii. Stakeholders' Relationship Committee - Member Hindustan Media Ventures Limited i. Audit Committee - Member ii. Stakeholders' Relationship Committee - Member Next Mediaworks Limited i. Audit Committee - Member ii. Stakeholders' Relationship Committee - Chairman Digicontent Limited i. Audit Committee - Member ii. Stakeholders' Relationship Committee - Member Next Radio Limited Audit Committee - Member
No. of Board Meetings attended during FY- 23	4	4

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.