

05th February, 2024

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C-1, Block G,
Bandra-Kurla Complex, Bandra (E),
Mumbai - 400 051

Scrip Code: 532662

Trading Symbol: HTMEDIA

Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Notice of Postal Ballot

Dear Sir(s),

We enclose herewith a copy of the Postal Ballot Notice ('Notice') of HT Media Limited (the 'Company') dated 19th January, 2024 along with the Statement pursuant to the applicable provisions of the Companies Act, 2013 (the 'Act') read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for seeking approval of the Members of the Company on the following Special business, forming part of the Notice:

Sr. No.	Special Business	Type of Resolution
1.	Appointment of Shri Ashwani Windlass (DIN: 00042686) as an Independent Director, not liable to retire by rotation.	Special

In compliance with the provisions of the Act read with various circulars issued by Ministry of Corporate Affairs, Government of India, the Notice is being sent only by email to the Members who have registered their email addresses with the Company or depository(ies)/ depository participants and whose names are recorded in the Register of Members/ Beneficial owners of the Company as on Cut-off date i.e. **Friday, February 02, 2024**. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.

The Company has engaged the services of National Securities Depository Limited ('NSDL') as the agency to provide the e-voting facility. The e-voting facility shall commence at **9:00 A.M. (IST) on Tuesday, February 06, 2024** till **5:00 P.M. (IST) on Wednesday, March 06, 2024**. Thereafter, the e-voting module shall be disabled by NSDL. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently. The communication of the assent or dissent of the Members would only take place through the e-voting system.



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

The Notice is also available on the website of the Company at <https://www.htmedia.in/> and on NSDL website viz. www.evoting.nsdl.com

You are requested to take the above information on record.

Thanking you,

Yours faithfully,
For **HT Media Limited**

(Manhar Kapoor)
Group General Counsel and Company Secretary

Encl: As above



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

POSTAL BALLOT NOTICE

Dear Members,

NOTICE is hereby given pursuant to Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the 'Rules'), Regulation 44 and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI LODR'), the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), each as amended, from time to time and Circulars issued by the Ministry of Corporate Affairs, Government of India ('MCA') viz. General Circulars No.14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 08, 2021, 03/2022 dated May 05, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 (collectively referred to as 'MCA Circulars'), to seek your approval in respect of the following Special Business through postal ballot by way of remote e-voting process only ('e-voting').

The Statement pursuant to Section 102(1) and Section 110 of the Act, setting out the material facts pertaining to the said resolution, is annexed herewith for your consideration.

SPECIAL BUSINESS

ITEM NO. 1

Appointment of Shri Ashwani Windlass (DIN: 00042686) 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 other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) and the Rules made thereunder, Regulations 17, 25 and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the ‘SEBI LODR’) (in each case including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), Articles of Association of the Company and on the recommendation of Nomination & Remuneration Committee and the Board of Directors of the Company, Shri Ashwani Windlass (DIN: 00042686) who was appointed as an Additional Director (Independent) w.e.f. January 19, 2024 and who has submitted a declaration that he meets the criteria for independence as provided under the Act and the SEBI LODR 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 w.e.f. January 19, 2024 till January 18, 2029.

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.”

Place: New Delhi

Date: January 19, 2024

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

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

NOTES:

- The Statement pursuant to Section 102(1) read with Section 110 of the Act, setting out the material facts concerning to resolution are annexed hereto. Further, the relevant details, pursuant to Regulation 36 of the SEBI LODR and SS-2 respectively, in respect of Director seeking appointment is also annexed hereto and forms part of the Notice as **Annexure A**.
- The Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities

Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') and whose email address is registered with the Registrar & Share Transfer Agent of the Company viz. KFin Technologies Limited ('KFin' or 'RTA') or depository participant(s), as on **Friday, February 02, 2024** ('Cut-off Date'). In compliance with Regulation 44 of the SEBI LODR and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the e-voting system.

- The Company has engaged the services of NSDL as the agency to provide the e-voting facility. The Notice is available on the Company's website viz. <https://www.htmedia.in/> and on the website of e-voting agency viz. www.evoting.nsdl.com.
- The e-voting facility will be available during the following period:

Commencement of e-voting	From 9:00 a.m. (IST) on February 06, 2024 (Tuesday)
End of e-voting	Upto 5:00 p.m. (IST) on March 06, 2024 (Wednesday)

The e-voting facility will not be allowed beyond the aforesaid date and time, and the e-voting module shall be forthwith disabled by NSDL upon expiry of aforesaid period. Once the vote on the resolution is cast by the Members, the Members shall not be allowed to change it subsequently.

- Any person whose name appears in the Register of Members / List of Beneficial Owners as received from NSDL and CDSL as on the Cut-off date shall be entitled to vote through e-voting on the resolution set forth in the Notice. The voting right of the Members shall be reckoned on the paid-up value of the shares registered in the name of the Member/ Beneficial Owner as on the Cut-off date. Any person who is not a Member of the Company as on the Cut-off date should treat this Notice for information purpose only. It is however, clarified that all the persons who are Members of the Company as on Cut-off date (including those Members who may not have received this Notice due to non-registration of their email id with the RTA or the depository participant(s)) shall be entitled to vote in relation to the resolution specified in this Notice.
- Corporate/ Institutional Members (i.e other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail id: sanketjaincs@gmail.com

with a copy marked to www.evoting.nsdl.com. They may also upload the same in the e-voting module in their login. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_EVENTNO".

- The Board of Directors has appointed Shri Sanket Jain, Company Secretary in Practice (CP No. 12583) as Scrutinizer to scrutinize the voting through e-voting process, in a fair and transparent manner, and he has given his consent to act as Scrutinizer.
- The Scrutinizer will submit his report to Chairperson or any other person authorized by her on or before **Friday, March 08, 2024**, after completion of the scrutiny of the e-voting process, who shall countersign the same.
- The result of Postal Ballot will be declared on or before **Friday, March 08, 2024, by 05:00 P.M. (IST)**. The results of Postal Ballot along with the Scrutinizer's report will also be hosted on the Company's website viz. <https://www.htmedia.in/> and on NSDL's website viz. www.evoting.nsdl.com The result will be simultaneously communicated to NSE & BSE.
- The resolution, if passed, shall be deemed to have been passed as if the same have been passed at a general meeting of the Members convened in that behalf. The resolution, if passed by requisite majority, shall be deemed to have been passed on the date of end of e-voting facility, i.e. **Wednesday, March 06, 2024**.
- All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to investor@hindustantimes.com from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.
- Manner of Registering/Updating email address:
 - Members holding shares in dematerialized mode, are requested to register their email addresses and mobile numbers with their relevant depository through their depository participants.
 - 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 downloading the relevant forms from the link <https://www.kfintech.com/> and send 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, either in writing 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 e-mail to www.einward.ris@kfintech.com

- The General Instructions for Members voting electronically are as under:

Step 1: Access to NSDL e-voting system

A) Login method for e-voting 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.	<ol style="list-style-type: none">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. 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.2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp3. Alternatively, the user can 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. 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),

	<p>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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <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: center; align-items: center; gap: 40px; margin-top: 10px;">   </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 user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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. Additionally, the list is also 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

	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. On 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.

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.com 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 shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

<u>How to Log-in to NSDL e-voting website?</u>
<ol style="list-style-type: none"> 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. Open the .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.nsdl.com
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com 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 on NSDL e-voting system

How to cast your vote electronically on NSDL e-voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-voting period.
3. Now you are ready for e-voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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?” or “Physical User Reset Password?” option available on www.evoting.nsdl.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.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request at evoting@nsdl.com

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. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investor@hindustantimes.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investor@hindustantimes.com. 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 for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 1

Based on the recommendation of Nomination and Remuneration Committee ('NRC'), the Board of Directors of the Company at its meeting held on January 19, 2024, approved the appointment of Shri Ashwani Windlass (DIN: 00042686) as an Additional Director (Independent) of the Company, not liable to retire by rotation for a term of five consecutive years w.e.f. January 19, 2024 till January 18, 2029, subject to approval of the Members.

In terms of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI LODR'), the listed

entity shall ensure that approval of Members for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Accordingly, the item for appointment of Shri Ashwani Windlass as an Independent Director is being proposed for approval of the Members through postal ballot.

Brief profile of Shri Ashwani Windlass is as under:

Shri Windlass is a university topper with a Gold Medal in his B.Com from Panjab University, Chandigarh, a graduate in Journalism and MBA from Faculty of Management Studies, University of Delhi. He is a leading strategy, telecom and technology professional, having over four decades of wide and top management experience with an outstanding track record of value creation. He mentors CEOs and entrepreneurs in transforming the Boards/Corporate functioning with digital interventions and new technologies like e-governance, artificial intelligence, virtual reality, big data etc., revitalising customer focus and strategies for growth.

He has been the Founder Jt. Managing Director of Max India Limited, Founder Managing Director of Hutchison Max Telecom (later rechristened Vodafone India Limited) and Vice Chairman & Managing Director of Reliance Telecom Limited.

Since 2008, he has been Chairman – SA & JVs, MGRM Inc., USA, a global research initiative on human life cycle-based services. He is Chairman of Bata India Limited and also serves on Boards of several top companies- Hitachi MGRM Net Limited, Vodafone Idea Limited, Vodafone Services and Jubilant Foodworks Limited (India's largest food tech Company).

He established and managed over a dozen green field joint ventures with world's leading corporations –Hutchison Group, Hong Kong; British Telecom UK, Comsat Corporation, USA, Avnet, USA and Royal DSM, Holland; Total Group, France, Hitachi Limited, Japan among others.

He has also anchored key policy initiatives with several Governments and regularly contributed editorial columns.

Further, he has also been serving as an Independent Director on the Board of Hindustan Media Ventures Limited, a material subsidiary of the Company, and is nearing completion of two consecutive terms of five years.

In terms of the applicable provisions of the Companies Act, 2013 (the 'Act') and SEBI LODR, the Company has received from Shri Ashwani Windlass (i) consent to act as Director u/s 152 of the Act in prescribed format (Form DIR-2); (ii) Disclosure of interest u/s 184(1) of the Act (Form MBP-1); (iii) declaration u/s 164 of the Act (Form DIR- 8) to the effect that he is not disqualified to become a director including declaration that he is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority; (iv) declaration of independence

u/s 149(6) of the Act and Regulation 16 of the SEBI LODR including confirmation that he is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence; and all other necessary information/declarations.

The Company has also received notice from a Member in writing under Section 160 of the Act proposing his candidature as an Independent Director of the Company.

The NRC and the Board is of the opinion that Shri Ashwani Windlass possess appropriate skills, acumen, integrity, experience, expertise & knowledge and fulfils the conditions for appointment as an Independent Director as specified in the Act read with Rules made thereunder and the SEBI LODR and that he is independent of the management and his association as an Independent Director will immensely benefit the Company.

The details in pursuant to Regulation 36 of the SEBI LODR and the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), are provided in **Annexure A** to this Notice.

Also, electronic copy of the draft letter for appointment of Shri Ashwani Windlass as an Independent Director setting out the terms and conditions will be available on the website of the Company at <https://www.htmedia.in/>.

Shri Ashwani Windlass is also an Independent Director on the Board of Hindustan Media Ventures Limited, material subsidiary company, accordingly common directors shall be deemed to be concerned or interested to the extent of their shareholding, if any, in the Company. Except this, none of the Directors/KMPs of the Company and their relatives, is concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the accompanying Notice.

As an Independent Director, Shri Ashwani Windlass is 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 Act and rules made thereunder.

The NRC and the Board of Directors recommend the resolution set out under Item no. 1 of the Notice for approval of the Members by way of Special Resolution.

Place: New Delhi

Date: January 19, 2024

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

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

Annexure A

Details of the Director seeking appointment pursuant to the provisions of Regulation 36 of the 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

Name of Director	Shri Ashwani Windlass (Independent Director)
Age	67 years
Brief resume	Refer explanatory statement above
Relationship with other Directors <i>inter-se</i> and Key Managerial Personnel	Refer explanatory statement above
Date of Appointment	January 19, 2024
Expertise in specific functional areas	Management Consultant
Qualification	B.Com from Panjab University, Chandigarh, a graduate in Journalism and MBA from Faculty of Management Studies, University of Delhi
Terms and conditions of appointment/ re-appointment along with details of remuneration sought to be paid	Appointment as an Independent Director, not liable to retire by rotation, for a term of 5 years from January 19, 2024 to January 18, 2029. He 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
No. of Equity Shares of Rs.2/- each held in the Company or on behalf of any other person on beneficial basis	None
Remuneration last drawn (including sitting fee during FY-24)	Rs. 1,00,000
Directorship held in other companies (along with listed entities from which the person has resigned in the past three years) {excluding foreign companies}#	1 Hindustan Media Ventures Limited 2 Bata India Limited 3 Vodafone Idea Limited 4 Hitachi MGRM Net Limited 5 Vodafone India Services Private Limited 6 Jubilant Foodworks Limited Details of the Company wherein the Director has resigned in the past three years in listed entities: Nil

<p>List of the Committees of other Board of Directors (across all companies) in which Chairmanship/ Membership is held</p>	<p><u>Hindustan Media Ventures Limited</u></p> <ul style="list-style-type: none"> • Audit Committee - Chairman • Nomination & Remuneration Committee - Chairman • Risk Management Committee - Member <p><u>Bata India Limited</u></p> <ul style="list-style-type: none"> • Corporate Social Responsibility - Chairman • Nomination & Remuneration Committee - Member <p><u>Vodafone Idea Limited</u></p> <ul style="list-style-type: none"> • Audit Committee - Chairman • Risk Management Committee - Member • Capital Raising Committee - Member <p><u>Jubilant Foodworks Limited</u></p> <ul style="list-style-type: none"> • Audit Committee - Chairman • Sustainability and Corporate Social Responsibility - Member • Risk Management Committee - Member • Investment Committee - Member <p><u>Hitachi MGRM Net Limited</u></p> <ul style="list-style-type: none"> • Audit Committee - Member
<p>No. of Board Meetings attended during FY- 24 (till date)</p>	<p>1(One)</p>

As per latest disclosure received from the Director.