



**HT MEDIA LIMITED**

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CIN : L22121DL2002PLC117874

27<sup>th</sup> September, 2024

**BSE Limited**

Phiroze Jeejeebhoy Towers,  
Dalal Street  
**Mumbai - 400001**

**National Stock Exchange of India Limited**

Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No. C-1, Block G,  
Bandra-Kurla Complex, Bandra (E)  
**Mumbai- 400051**

**Scrip Code: 532662**

**Trading Symbol: HTMEDIA**

**Sub: Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') - Summary of Proceedings of 22<sup>nd</sup> Annual General Meeting of the Company**

Dear Sir/Madam,

This is to inform that the 22<sup>nd</sup> Annual General Meeting ('AGM') of the Members of the Company was held today i.e. Friday, 27<sup>th</sup> September, 2024 at 11:00 A.M. (IST) through Video Conferencing ('VC')/ Other Audio-Visual Means ('OAVM') in accordance with the applicable provisions of the Companies Act, 2013, Circular(s) issued by the Ministry of Corporate Affairs and the SEBI Listing Regulations, to transact the businesses as set forth in the Notice dated 21<sup>st</sup> August, 2024 convening the AGM.

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

This is for your information and record.

Thanking you,

Yours faithfully,

For **HT Media Limited**

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

**Encl.: As above**

Corp. office : 5<sup>th</sup> Floor, Lotus Tower, A Block,  
Community Centre, New Friends Colony,  
New Delhi- 110025  
Ph.: 011-66561234



## **HT MEDIA LIMITED**

### **Summary of the proceedings of the 22<sup>nd</sup> Annual General Meeting**

The 22<sup>nd</sup> Annual General Meeting ('AGM' or 'Meeting') of the Members of the Company was held today i.e. Friday, September 27, 2024 through Video Conferencing ('VC')/ Other Audio-Visual Means ('OAVM'), in accordance with the provisions of Companies Act, 2013 ('Act'), Circular(s) issued by Ministry of Corporate Affairs ('MCA') and SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 ('SEBI Listing Regulations'), from time to time, in this regard.

The AGM commenced at 11:00 AM (IST) and concluded at 11:34 A.M. (IST) (*including time allowed for e-voting after the conclusion of the Meeting*). 243 Members attended the AGM through VC.

#### **Directors present:**

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

#### **In attendance:**

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

### **Gist of proceedings:**

Shri Manhar Kapoor, Group General Counsel & Company Secretary welcomed the Members to the Meeting. He apprised the Members that in accordance with the provisions of the Act & Rules made thereunder and SEBI Listing Regulations, the Company has extended to its Members the facility to exercise their right to vote for transacting the business as set forth in the Notice of the AGM, through remote e-voting facility and e-voting at the AGM, i.e. venue voting. He stated that remote e-voting facility commenced at 9.00 a.m. on 23<sup>rd</sup> September, 2024 and concluded at 5.00 p.m. on 26<sup>th</sup> September, 2024. Members who could not cast their vote through remote e-voting could vote at the AGM. Further, the Members were informed that Mr. Sanket Jain, Practicing Company Secretary had been appointed as the Scrutinizer to scrutinize the voting process. He also mentioned that the "Register of Directors & Key Managerial and their shareholding" and the "Register of Contracts and Arrangements in which Directors are interested" and the "Certificate issued by Secretarial Auditor in terms of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021" and other relevant documents, were available for inspection by Members electronically.

Smt. Shobhana Bhartia (Chairperson & Editorial Director), Chaired the Meeting. The Chairperson welcomed the Members who have joined the AGM through VC.

The requisite quorum being present, Chairperson called the Meeting to order.

The Directors and Key Managerial Personnel of the Company were present at the Meeting through VC from their respective locations.

The Chairperson then introduced the Directors and Key Managerial Personnel to the Members attending the AGM and mentioned that Shri Ashwani Windlass, Independent Director and Shri Shamit Bhartia, Director could not attend the Meeting.

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

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



**Items of business:**

In terms of the Notice dated 21<sup>st</sup> August, 2024 convening the 22<sup>nd</sup> AGM of the Company, the following businesses were transacted at the Meeting through remote e-voting and venue voting:

<b><u>Item. No.</u></b>	<b><u>Resolution</u></b>	<b><u>Nature of Resolution</u></b>
1.	Consideration and adoption of: a) the audited standalone financial statements of the Company for the financial year ended on March 31, 2024 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 on March 31, 2024 and the Report of the Auditors thereon.	Ordinary
2.	Appointment of Shri Priyavrat Bhartia (DIN: 00020603) as a Director, who retires by rotation, and being eligible, offers himself for re-appointment.	Ordinary
3.	To appoint M/s S.R. Batliboi & Co. LLP , Chartered Accountants (Firm Registration No. 301003E/E300005) as Statutory Auditors and to fix their remuneration	Ordinary
4.	Re-appointment of Smt. Rashmi Verma (DIN: 01993918) as an Independent Director of the Company	Special
5.	Ratification of the remuneration to be paid to M/s. Ramanath Iyer & Co, Cost Accountants, Cost Auditor of FM Radio Business of the Company for Financial Year - 2025	Ordinary

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



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The Chairperson announced that all items of the business set forth in the notice convening the Meeting have been considered and e-voting at the Meeting will be available for next 15 minutes and thereafter, the Meeting will be concluded. She also stated that the results of voting shall be declared within the time prescribed and will be uploaded on the Company's website. The result shall be simultaneously intimated to the Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited & Depository viz. National Securities Depository Limited.

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

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

We hereby request you to take the above information on record.

**For HT Media Limited**

**Place:** New Delhi

**Date:** 27<sup>th</sup> September, 2024

**(Manhar Kapoor)**

**Group General Counsel & Company Secretary**

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