



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

29th May, 2025

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai - 400 001

National Stock Exchange of India Limited

Exchange Plaza, C-1, Block G,
Bandra-Kurla Complex, Bandra (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/Madam,

We enclose herewith a copy of the Postal Ballot Notice ('Notice') of HT Media Limited ('the Company') dated 20th May, 2025 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 ('SEBI LODR') for seeking approval of the Members of the Company on the following Special business, forming part of the Notice:

Sr. No.	Particulars	Type of Resolution
1.	Appointment of Shri Manhar Kapoor (DIN: 06553730) as a Whole time Director on the Board of the Company	Special Resolution

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 address with the Registrar & Share Transfer Agent of the Company viz. KFin Technologies Limited or 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, 23rd May, 2025**. 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 Friday, 30th May, 2025 till 5:00 P.M. (IST) on Monday, 30th June, 2025**. Thereafter, the e-voting

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Community Centre, New Friends Colony,
New Delhi- 110025
Ph.: 011-66561234

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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.

The Notice is also available on the website of the Company viz. <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 & Company Secretary
Encl: As above



HT Media Limited

CIN: L22121DL2002PLC117874

Registered Office: Hindustan Times House, 18-20, Kasturba Gandhi Marg, New Delhi- 110001

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

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

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

**To,
The Members,**

NOTICE is hereby given pursuant to Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ('Rules') and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), read with the General Circular No. 14/2020 dated 8th April, 2020, the General Circular No. 17/2020 dated 13th April, 2020, and subsequent circulars issued in this regard, the latest being 09/2024 dated 19th September, 2024 issued by the Ministry of Corporate Affairs ('MCA') (collectively referred to as 'MCA Circulars'), the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ('Secretarial Standard-2'), and other applicable laws, rules and regulations, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), to the Members of HT Media Limited ('Company') through Postal Ballot, for voting via remote e-Voting process only ('remote e-Voting'), to seek their approval(s) for the following special business:

Appointment of Shri Manhar Kapoor (DIN: 06553730) as a Whole-time Director on the Board of the Company

Pursuant to the MCA Circulars and Section 110 of the Act and the Rules made thereunder, the Company is sending this Postal Ballot Notice ('Notice') along with the Explanatory Statement pursuant to Section 102 of the Act setting out all material facts relating to the resolution mentioned in the Notice and instructions for remote e-Voting to all those Members whose names appeared in the Register of Members of the Company or in the Register of Beneficial Owners maintained by National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') (collectively referred to as 'Depositories') as on 23rd May, 2025 ('Cut-off date') and whose e-mail addresses are registered with the Company or the Depositories.

Item No.1:

Appointment of Shri Manhar Kapoor (DIN: 06553730) as Whole-time Director on the Board of the Company

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

“RESOLVED THAT in accordance with the provisions of Section 152, 161, 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), 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 appointment of Shri Manhar Kapoor (DIN: 06553730), who has been appointed as an Additional Director as per Section 161 of the Act and who holds office upto the date of the next General Meeting or upto three months from the date of appointment, whichever is earlier in terms of Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director of the Company, liable to retire by rotation, to hold office as a Whole-time Director of the Company, for a period of 3 (three) consecutive years with effect from 20th May 2025, on the terms and conditions including remuneration as set out below:

1.	Basic Salary	Upto Rs. 1,00,00,000 p.a.
2.	Other allowances, benefits, perquisites and variable pay	Upto Rs. 3,50,00,000 p.a.
3.	PF Contribution	Contribution to Provident Fund shall be as per Rules of the Company.
4.	Gratuity	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.

RESOLVED FURTHER THAT so long as Shri Manhar Kapoor functions as Whole time Director 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.

FURTHER RESOLVED THAT the Board ('the Board' which term shall be deemed to include any Committee constituted/ to be constituted by the Board) be and is hereby authorized to vary, alter and

modify the terms and conditions of the said appointment and/or his managerial remuneration as stated in above during his tenure, as may be agreed to between the Board and Shri Manhar Kapoor to the extent permitted under Section 197 and other applicable provisions if any, of the Act, read with relevant rules made thereunder, without being required to seek any further consent or approval of the member(s) of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly.

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: 20th May, 2025

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

**(Sameer Singh)
Group Chief Executive Officer**

NOTES:

1. The Statement pursuant to Section 102(1) read with Section 110 of the Act, setting out the material facts concerning to resolution is annexed hereto. Further, the relevant details, pursuant to Regulation 36 of the SEBI Listing Regulations and SS-2 respectively, in respect of Director seeking appointment is also annexed hereto and forms part of the Notice as **Annexure A.**
2. 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') (hereafter also referred to as depository participant(s)) 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 23rd May, 2025 ('Cut-off Date'). In compliance with Regulation 44 of the SEBI Listing Regulations 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.
3. 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.
4. The e-Voting facility will be available during the following period:

Commencement of e-Voting	Friday, 30th May, 2025 at 9:00 a.m. (IST)
End of e-Voting	Monday, 30th June, 2025 at 5:00 p.m. (IST)

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.

5. 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.

6. The Board of Directors has appointed **Mr. Sanket Jain, Company Secretary in Practice (CP No. 12583)** as a Scrutinizer to scrutinize the voting through e-Voting process, in a fair and transparent manner, and he has given his consent to act as a Scrutinizer.
7. 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 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_EVENNO".
8. The Scrutinizer will submit his report to the Chairperson or any other person authorized by her, after completion of the scrutiny of the e-voting process, who shall countersign the same.
9. The result of Postal Ballot will be declared on or before **Wednesday, 2nd July, 2025**. 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.
10. 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. **Monday, 30th June, 2025**.
11. 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.
12. 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://ris.kfintech.com/clientservices/isc/isrforms.aspx> 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

13. 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 9th December, 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 members	Login Method
Individual Members holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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. 2. 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

	<p>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.</p> <ol style="list-style-type: none"> 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.jsp 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), Password/OTP (One Time Password) 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. 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;"> <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>
Individual members holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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.

	<p>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. Additionally, there is 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.</p> <p>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.</p> <p>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 & e-mail as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Members (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.

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 Members 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

Individual Members 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 21 09911
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B) Login Method for Members other than Individual Members holding securities in demat mode and Members 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. 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 is in active status.
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 Members

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 or send a request to Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Ltd., 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051 at the designated email address: evoting@nsdl.com or at telephone no. 022- 48867000

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 Members, 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 Members 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 Members holding securities in demat mode**.
3. Alternatively, 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) AND SECTION 110 OF THE COMPANIES ACT, 2013

Item No.1

Pursuant to the relevant provisions of the Companies Act, 2013 (the 'Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), and based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board of Directors of the Company at its meeting held on 20th May, 2025 had appointed Shri Manhar Kapoor (DIN: 06553730) as an Additional Director (in the category of Whole-time Director) of the Company and recommended his appointment as a Whole-time Director of the Company, liable to retire by rotation, to hold office for a period of 3 (three) consecutive years with effect from 20th May, 2025 on the terms and conditions, including the remuneration as hereinafter indicated, subject to the approval of the Members of the Company.

Brief profile of Shri Manhar Kapoor is as under:

Shri Manhar Kapoor has been associated with the Company as a Group General Counsel and Company Secretary since 1st June, 2022. In this position, he is responsible for the legal, secretarial and compliance functions for the group.

Prior to joining HT Media Group, he was the General Counsel and Company Secretary at Royal Enfield/ Eicher Motors. He was responsible for corporate governance, contract management, dispute management, IPR, compliance and company secretarial matters for the group spanning multiple entities in various countries. He has over 24 years of diverse and extensive experience of having worked at corporate-strategic legal and secretarial roles with companies from across various industries and has anchored several domestic and overseas debt and equity transactions, M&As and new business set up. He also holds degree in law and has done MBA in Finance & Strategy.

The material terms and conditions of the proposed appointment and remuneration are mentioned in the resolution. He may be entitled to Employee Stock benefits as may be approved by the Nomination and Remuneration Committee from time to time as per applicable policies of the Company. He shall not be paid any sitting fees for attending meetings of the Board or any Committee thereof. Shri Manhar Kapoor will continue to be the Company Secretary and a Key Managerial Personnel u/s 203 of the Act and shall draw remuneration only in terms of resolution mentioned above during his term of appointment.

In terms of the applicable provisions of the Act and SEBI Listing Regulations, the Company has received below requisite declarations/ disclosures from Shri Manhar Kapoor:

- (a) Consent to act as Director u/s 152(5) of the Act (Form DIR-2);
- (b) Disclosure of interest u/s 184(1) of the Act (Form MBP-1); and
- (c) 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.

He also satisfies all the conditions as set out in the Section 196(3) of the Act and Part-I of Schedule V to the Act, for being eligible for his appointment.

The Company has also received notice under Section 160 of the Companies Act from a Member proposing the candidature of Shri Manhar Kapoor as a Whole-time Director of the Company.

In terms of the Listing Regulations, the Company is required to obtain approval of Members for such appointment at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Further, in terms of the requirements of Section 196, 197 and Schedule V of 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.

The Company witnessed significant improvement in operating profitability in current financial year versus last year basis growth in operating revenue and a strong focus on costs. However, profits are still inadequate as per applicable provisions of the Act for the purpose of managerial remuneration. Hence, the managerial remuneration payable to Shri Manhar Kapoor in this tenure may 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 appointment of Shri Manhar Kapoor as a Whole-time 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 last date of voting and any Member interested in inspection may write to investor@hindustantimes.com.

Details of Shri Manhar Kapoor pursuant to the provisions of Regulation 36 of Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, are provided in the "Annexure" to the Postal Ballot Notice.

Accordingly, the approval of Members is sought for appointment of Shri Manhar Kapoor as Whole-time Director of the Company by way of Special resolution.

Except Shri Manhar Kapoor, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

The Board of Directors recommends the Special Resolution set out under Item No. 1 of the Notice for approval of the Members.

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

**(Sameer Singh)
Group Chief Executive Officer**

Annexure to Item No. 1

(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 3rd December, 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 (Standalone)	Financial Year 2022-23 (Audited)	Financial Year 2023-24 (Audited)	Financial Year 2024-25 (Audited)
Revenue from continuing operations	92,117	90,706	1,03,562
Total Income of continuing operations	1,01,228	1,01,017	1,16,347
Earnings/(loss) before interest, tax, depreciation and amortization (EBITDA) before exceptional items (from continuing operations)	3,775	9,194	12,845
Profit/(loss) before tax	(20,875)	(14,094)	(6,620)
Profit/(loss) for the year after tax (before other comprehensive income)	(27,515)	(11,868)	(6,468)

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 Whole-time Director:

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

Shri Manhar Kapoor, Whole-time Director under the Companies Act, 2013

Brief Profile:

Shri Manhar Kapoor has been associated with the Company as a Group General Counsel and Company Secretary since 1st June, 2022. In this position, he is responsible for the legal, secretarial and compliance functions for the group.

Prior to joining HT Media Group, he was the General Counsel and Company Secretary at Royal Enfield/ Eicher Motors. He was responsible for corporate governance, contract management, dispute management, IPR, compliance and company secretarial matters for the group spanning multiple entities in various countries. He has over 24 years of diverse and extensive experience of having worked at corporate-strategic legal and secretarial roles with companies from across various industries and has anchored several domestic and overseas debt and equity transactions, M&As and new business set up. He also holds degree in law and has done MBA in Finance & Strategy.

2) Past remuneration (As a Whole-time Director): NIL as he is appointed first time as Whole-time Director w.e.f. 20th May, 2025 subject to the approval of the shareholders

3) Remuneration proposed: As set out in the Item No. 1 of this Notice.

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

The proposed remuneration of Shri Manhar Kapoor is commensurate with the size and scale of the Company, operations across multiple business segments and his profile & responsibilities.

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

Shri Manhar Kapoor does not have pecuniary relationship with the Company except remuneration paid/payable to him in his capacity as a Group General Counsel and Company Secretary (Key Managerial Personnel u/s 203 of the Act) of the Company.

III Other information:

1) Reasons of loss or inadequate profits:

Although the Company demonstrated improved operational performance in terms of revenue and profitability on a year-over-year basis for the recently concluded fiscal year; profits remain inadequate for the purpose of managerial remuneration.

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:

- Over the last couple of years, we have witnessed advertisers returning to the medium of print with factors such as trust, reach and attention becoming increasingly important. Audiences too are looking for high quality and trusted content.
- In line with this, we have focused on improving our proposition with hyperlocal intelligence, right footprint, category led editorial and advertising innovations and continuous refinement of product and offerings.
- Company has seen sustained improvement in operational performance on the back of growth in advertising and subscription revenue through better value proposition to our clients and our vast audience base
- Continued focus on streamlining and rationalization of both direct and indirect costs through better procurement and efficient operational control.

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

Traditional media industry like Print and Radio are likely to see gradual growth in the near term on the back of steady advertising uptick and stable subscription revenue. Incremental opportunities in Print will come from new age sectors and companies, niche multi-pronged brand initiatives for the client, flagship events, market led cover-price action, bundling of product offerings and improved value proposition to a loyal audience base. In Radio, medium term market growth will be driven by non-FCT operations and monetization of curated IP.

The Company in the current fiscal (i.e. FY26) expects to build on its prior fiscal performance on the operational front with improvement in both revenue and profitability.

(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 –

Rs. 2.51 crore drawn as remuneration/salary in his capacity as a Group General Counsel and Company Secretary for FY 2025. During the term of his appointment as Whole Time Director he will be paid only remuneration in terms of resolution mentioned above.

3) Remuneration or Commission drawn by Managerial Personnel from any other Company – Nil

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

5) Relationship between remuneration and performance –

There is linkage of remuneration with the financial performance of the Company as the same is duly factored in while determining variable components of remuneration.

6) 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.

7) 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.

8) 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.

9) Reasons and justification for payment of remuneration –

The initial years post pandemic saw a downturn and a sharp broad-based decline in advertising spends, impacting the revenue of your Company. Post pandemic, the industry saw a significant inflation in input costs, arising from global conflicts and supply line bottlenecks. Consequently, profitability of the Company has been affected these past few years. However, the concluded fiscal has seen growth in operational revenue and profitability.

Your Company has managed to take pertinent actions to soften the overall impact of external factors on business and grow both operational top-line and profitability. through various client led/market led initiatives to improve top-line revenue, reduction 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 of the above, it is put forth to pay the remuneration to Shri Manhar Kapoor for his term on the terms as mentioned in the resolution.

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**

S.no	Particulars	Details
1	Name of Director	Shri Manhar Kapoor (DIN: 06553730)
2	Age	46 years
3	Qualification	Degree in law, MBA in Finance & Strategy and Company Secretary
4	Experience (including expertise in specific functional area)/ Brief Resume	Refer explanatory statement above
5	Terms and Conditions of Appointment	As per the resolution set out at Item No. 1 of the Postal Ballot Notice read with statement pursuant to Section 102 of the Act.
6	Remuneration last drawn (including sitting fees, if any, during FY-26)	Nil (except in the capacity of Group General Counsel and Company Secretary [Key Managerial Personnel as per Section 203 of Companies Act, 2023])
7	Remuneration proposed to be paid	His appointment is as per the terms including remuneration as mentioned in resolution No. 1 and explanatory statement attached to notice of the Meeting.
8	Date of first appointment on the Board	20 th May, 2025
9	No. of Equity Shares of Rs.2/- each held in the Company or on behalf of any other person on beneficial basis	Nil
10	Relationship with other Directors / Key Managerial Personnel	None
11	Number of meetings of the Board attended during the financial year (FY 26)	Not Applicable
12	Directorships of other Boards as on date of Postal Ballot Notice	Hindustan Media Ventures Limited : Non-Executive Director

13	Membership / Chairmanship of Committees of other Boards as on date of Postal Ballot Notice	NIL
14	Listed entities from which the Director has resigned in the past three years	NIL

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

**(Sameer Singh)
Group Chief Executive Officer**