HT MEDIA GROUP

TRANSCRIPT OF 1ST EXTRAORDINARY GENERAL MEETING OF HT MEDIA LIMITED FOR FY 2026-27 HELD ON 7TH AUGUST, 2026 AT 11:00 A.M (IST) THROUGH VIDEO CONFERENCING /OTHER AUDIO-VISUAL MEANS

Manhar Kapoor:

Good morning everyone.

Dear members, it is my pleasure to welcome you to the 1st Extraordinary General Meeting of your Company for the Financial Year 2026-27. This meeting is being convened via video conferencing as permitted by the circulars issued by the Minister of Corporate Affairs. Members may please note that this meeting is being recorded. In accordance with the provisions of the Companies Act, 2013 & Rules made thereunder, the Company has extended to its members the facility to exercise the right to vote on the agenda item of this meeting through remote e-voting facility and e-voting at the EGM.

The Company has engaged NSDL to provide the e-voting facility. As you all know, remote e-voting facility commenced at 9 a.m. on 4th August, 2026 and concluded on 6th August, 2026 at 5 p.m. Members who could not cast their vote by remote e-voting may cast their vote on the e-voting platform during the meeting or within 15 minutes after its conclusion.

Shri Dhawal Kant Singh, Practicing Company Secretary, has been appointed as Scrutinizer to scrutinize the voting process. Members who registered themselves as speakers may raise their questions or give suggestions once the floor is open for questions. All the members have been kept on mute to avoid background noise and disturbance for now.

Smt. Shobhana Bhartia is unable to attend this meeting. In her absence, Shri Priyavrat Bhartia shall chair. The Company has taken necessary steps that are required to be taken as per the provisions of law to enable the members to participate in this meeting via video conferencing and vote on the resolution set forth in the Notice convening this EGM. As the requisite quorum is present, with permission of the Chair, I call this meeting to order.

Let me introduce the Directors and KMPs of the Company who are present today. Shri Priyavrat Bhartia, Non-Executive Director (Chairman of the meeting), Shri Vivek Mehra, Independent Director and Chairman of the Audit Committee, Smt. Rashmi Verma, Independent Director and Chairperson of the Nomination & Remuneration Committee and Stakeholders Relationship Committee, Shri P.S Jayakumar, Independent Director, Shri Sandeep Singhal, Independent Director, Shri Sameer Singh, Managing Director and Chief Executive Officer and Shri Piyush Gupta, Group

CFO. Representatives of the statutory auditors and secretarial auditors have also joined this meeting. Notice of the EGM has already been circulated to the members at the registered e-mail addresses in accordance with the applicable circulars. With your permission, I take it as read.

We now move to the only agenda item proposed as a special resolution at the EGM. The members are apprised that the Company intends to raise capital up to an aggregate amount of Rs.95.30 Crores by issuing 3,87,87,137 warrants on a preferential basis to Hindustan Times Limited, the promoter entity, and other entities which are non-promoter, namely Tremis Consultancy LLP, Kiran Vyapar Ltd, Zafar Ahmadullah, Zapfin Teknologies Private Limited and Peanence Commercial Private Limited, at an initial price of Rs.24.57 per Warrant, which has been determined in accordance with Chapter V of the ICDR Regulations. Out of Rs.95.30 Crores proposed to be raised, Rs.90 Crores shall be utilized towards repayment of debt and the balance for general corporate purposes. The statement annexed to the Notice in connection with the special business contains details of the resolution proposed to be passed.

Now, with the permission of the chair, I request the Moderator to initiate the Q&A session. Moderator may please enable pre-registered shareholders to come up one by one and speak. And I request them to be precise while sharing their views and questions. Over to you, Moderator.

Moderator:

Thank you so much. Ladies and gentlemen, we will now begin with the question and answer session. We request participants to please unmute their microphone and ask the questions. We will first allow speaker number one (1), we have Sarvjeet Singh. Mr. Singh, please unmute your microphone and go ahead with your question now.

Sarvjeet Singh:

Hello, Chairman sir, can you hear my voice?

Moderator:

Yes, Mr. Singh, please go ahead.

Sarvjeet Singh:

Sir, first of all, good morning to you, all the Board of Directors, all the staff of HT Media Limited and my co-fellow shareholders. Sir, the way you told us about the Company in your opening remarks, and sir, we have been with the Company for many years we have faith that our future is great. Sir, the way you people are working to given investors return is a good thing, you are doing a hard work and benefit will be obtained by investors in the coming months. Rest Sir, I would like to thank CS and his team for giving me opportunity to speak. Thank you sir. Thank you so much for giving me a chance.

Moderator:

Thank you so much, Mr. Singh. Our second speaker shareholder, Mr. Chetan Chadha, has registered. However, he has not joined the meeting. Hence, we will now move to our third speaker shareholder. We have Ms. Hritika Verma. Ms. Verma, please unmute your microphone.

Hritika Verma:

Good morning, everyone. Hope I am audible to you.

Moderator:

Yes, Ms. Verma.

Hritika Verma:

First of all, thank you for giving me this opportunity to speak at this EGM. I have a few questions regarding the proposed fundraise like why is the Company raising capital at this point and what is the rationale behind it also where does the exactly Company intends to utilize these funds? Like I would appreciate some clarity on this point at the same time I would like to congratulate the Company on the proposed investment and wish the entire team the very best for their successful execution. Thank you.

Piyush Gupta:

Should we take the question right away?

Manhar Kapoor:

Moderator, are there any other questions?

Moderator:

No, Manhar, we don't have any more questions coming in.

Piyush Gupta:

Thank you, Manhar. Good morning, Ms. Verma, and thank you for the questions. So as the details have been given in the explanatory note to the shareholder resolution, the Company proposed to raise Rs.95.3 Crores through a warrants issue. The primary purpose, which was captured earlier, is to retire the debt, as you are aware, that the Company does carry a debt. So 90% - 95% of this money will be used to retire the debt. And the balance amount is for general corporate objectives. I hope that answers your question.

Manhar Kapoor:

Thank you, Piyush. If any member has any further questions, please write to us and we will respond. The result of voting on all the items of the agenda of this meeting, shall be declared within this prescribed time limit and will also be uploaded on the Company's website after intimating to the stock exchanges. The business set forth in the Notice of this meeting has been concluded, and now a time period of 15 minutes is available for voting, after which this meeting shall stand closed. I thank all members for their participation. On behalf of the members present, I propose a word of thanks to the Chair. Members are now requested to proceed with e-voting, which will be available for the next 15 minutes. Thank you for attending.

Thank you.