



HT Media Limited

CIN: L22121DL2002PLC117874

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

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

Notice of 17th Annual General Meeting

NOTICE is hereby given that the Seventeenth Annual General Meeting of the Members of **HT Media Limited** will be held on Thursday, September 26, 2019 at 11.00 AM at Siri Fort Auditorium I, A-25, Balbir Saxena Marg, Siri Fort Institutional Area, Gulmohar Park, New Delhi – 110 049, to transact the following businesses:

ORDINARY BUSINESS

ITEM NO. 1

To consider and adopt:

- a) the audited standalone financial statements of the Company for the financial year ended March 31, 2019, the reports of the Board of Directors and Auditors thereon; and
- b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2019 and report of the Auditors thereon.

ITEM NO. 2

To declare dividend of Re. 0.40 per Equity Share of Rs. 2/- each (i.e. @ 20%) for the financial year ended on March 31, 2019.

ITEM NO. 3

To appoint Shri Priyavrat Bhartia (DIN: 00020603) as a Director, who retires by rotation and, being eligible, offers himself for re-appointment.

ITEM NO. 4

To appoint **B S R and Associates, Chartered Accountants [Firm Registration No. 128901W]** as **Statutory Auditor of the Company**, and in this regard, to pass the following resolution(s) as **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, and on recommendation of Audit Committee and the Board of Directors, **B S R and Associates, Chartered Accountants, [Firm Registration No. 128901W]** be and is hereby appointed as Statutory Auditor of the Company w.e.f. July 11, 2019, to fill the casual vacancy arising out of resignation of Price Waterhouse & Co Chartered Accountants LLP [Firm Registration No. 304026E/E-300009], and to hold office till the conclusion of this Annual General Meeting, on such remuneration and reimbursement of expenses as may be fixed by the Board of Directors.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, **B S R and Associates, Chartered Accountants, [Firm Registration No. 128901W]** be and is hereby appointed as Statutory Auditor of the Company to hold office for a period of 5(five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of Annual General Meeting to be held in the calendar year 2024, on a remuneration of Rs.62,00,000/- payable in one or more installments and reimbursement of expenses, to conduct the audit for the financial year 2019-20, and thereafter, on payment of such remuneration and reimbursement of expenses, as may be mutually agreed between the Company and the said Statutory Auditor, and as may be further approved by the Board of Directors from time to time, with power to the Board of Directors, to alter and vary the terms and conditions of appointment, etc., in such manner and to such extent as may be mutually agreed with the Statutory Auditor.

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

SPECIAL BUSINESS

ITEM NO. 5

To ratify the remuneration to be paid to **Ramanath Iyer & Co, Cost Accountants as Cost Auditor of FM Radio business** and in this regard, to pass the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, fee of Rs. 65,000/- (excluding applicable statutory levies and reimbursement of out of pocket expenses), to be paid to **Ramanath Iyer & Co, Cost Accountants (Registration No. 000019)**, appointed by the Board of Directors as Cost Auditor to conduct the audit of cost records of FM Radio business of the Company, as applicable, for the Financial Year ended on March 31, 2020, be and is hereby approved.”

ITEM NO. 6

To appoint **Smt. Sindhushree Khullar** as an **Independent Director**, not liable to retire by rotation, and in this regard, pass the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder and the applicable provisions of the Securities and

Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Smt. Sindhushree Khullar (DIN: 01493839), who was appointed as an Additional Director by the Board of Directors w.e.f May 10, 2019, and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose the candidature of Smt. Sindhushree Khullar for the office of Director of the Company, be and is hereby appointed as Independent Director of the Company to hold office for 5 (five) consecutive years for a term upto March 31, 2024, and not liable to retire by rotation.

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

ITEM NO. 7

To re-appoint Shri Vikram Singh Mehta, as an Independent Director, not liable to retire by rotation, and in this regard, to pass the following resolution(s) as SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, rules made thereunder and the applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Vikram Singh Mehta (DIN: 00041197), who holds office as Independent Director upto March 31, 2020, and in respect of whom the Company has received notice in writing from a member signifying his intention to propose the candidature of Shri Vikram Singh Mehta for the office of Director of the Company, be and is hereby re-appointed as an Independent Director, not liable to retire by rotation, to hold office for second term of 5 (five) consecutive years from April 1, 2020 till March 31, 2025.

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

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



(Dinesh Mittal)

Group General Counsel &
Company Secretary

Place: New Delhi

Date: August 26, 2019

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("MEETING" OR "AGM") IS ENTITLED TO APPOINT A PROXY TO ATTEND THE MEETING AND VOTE IN HIS/HER STEAD, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED, STAMPED AND SIGNED, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A BLANK PROXY FORM IS ANNEXED TO THIS NOTICE.**
A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 IN NUMBER, AND HOLDING IN AGGREGATE, NOT MORE THAN 10% OF THE TOTAL PAID-UP SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10% OF THE TOTAL PAID-UP SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER MEMBER. PROXIES EXECUTED/SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES, ETC., MUST BE SUPPORTED BY APPROPRIATE RESOLUTION/AUTHORITY, AS APPLICABLE. THE PROXY-HOLDER SHALL PROVE HIS IDENTITY AT THE TIME OF ATTENDING THE MEETING.
2. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto.
3. Corporate Member intending to depute their authorised representative to attend the Meeting are requested to forward to the Company, certified copy of the Board Resolution/Power of Attorney together with specimen signature of the representative(s), authorising the said person to attend and vote on their behalf at the Meeting.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
5. Smt. Shobhana Bhartia and Shri Shamit Bhartia, being related to Shri Priyavrat Bhartia may be deemed to be interested in the resolution set out at Item No. 3 of the Notice. Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item Nos. 1 to 4 of the Notice.
6. The Statement pursuant to Section 102 of the Companies Act, 2013 relating to item nos. 4 to 7 of the Notice is annexed hereto.
7. Pursuant to the provisions of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) and Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India, details of Directors seeking appointment/re-appointment at this Annual General Meeting, are annexed herewith.

8. **Register of Members and Share Transfer Books of the Company shall remain closed from Thursday, September 19, 2019 to Thursday, September 26, 2019 (both days inclusive).**
9. The dividend on Equity Shares for the financial year ended on March 31, 2019 as recommended by the Board of Directors, if declared by the Members at this Annual General Meeting, will be credited/paid on or after September 28, 2019:
 - (a) in respect of shares held in electronic form, to those members whose name appear as Beneficial Owners as at the end of the business hours on Wednesday, September 18, 2019 in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited; and
 - (b) in respect of shares held in physical form, to those members whose name appear in the Register of Members of the Company as at the end of the business hours on Thursday, September 26, 2019 after giving effect to:
 - (i) valid request(s) received for transmission/transposition of shares; and
 - (ii) valid requests of transfer of shares in physical form (re-lodgment cases i.e. requests for transfer(s) which were received prior to April 1, 2019 and returned due to deficiency in the documents)

lodged with the Company/its Registrar & Share Transfer Agent on or before Wednesday, September 18, 2019.
10. The certificate of Auditors that '*HTML Employee Stock Option Scheme*' and '*HTML Employee Stock Option Scheme-2009*' is implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (read with SEBI's circular no. CIR/CFD/POLICY CELL/2/2015 dated June 16, 2015), and in accordance with the resolutions passed by the Members, shall be available for inspection by Members at the venue of AGM.
11. Members are requested to visit the website of the Company viz. www.htmmedia.in for viewing the quarterly and annual financial results and other information of the Company.
12. Pursuant to Sections 101 and 136 of the Companies Act, 2013 read with the Rules framed thereunder, the Notice calling this AGM along with the Annual Report for FY-19 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Depository or the Company's Registrar and Share Transfer Agent, unless the Member(s) have requested for a physical copy of the same. Members who have not registered their e-mail address are being provided physical copy of Notice of AGM and Annual Report by the permitted mode.

Members are requested to participate in the green initiative in Corporate Governance by providing their name, shareholding details, e-mail id and consent to receive the notice calling AGM, Annual Report & other documents permissible to be sent through electronic mode, by sending e-mail at einward.ris@karvy.com. For any other investor related queries, communication may be sent by e-mail to investor@hindustantimes.com.
13. Karvy Fintech Private Limited (Karvy) is the Registrar & Share Transfer Agent of the Company. All investor related communication may be addressed to Karvy at the following address:

Karvy Fintech Private Limited
Unit: HT Media Limited
Karvy Selenium Tower B
Plot No. 31 & 32
Financial District, Nanakramguda
Serilingampally Mandal
Hyderabad – 500 032
Tel : + 91-40-67162222
Fax : + 91-40-23001153
E-mail : einward.ris@karvy.com
14. Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded the details of unpaid and unclaimed dividend amounts lying with the Company as on September 25, 2018 (date of last Annual General Meeting) on the website of the Company (www.htmmedia.in) and also on the website of the Ministry of Corporate Affairs (MCA). Members who have not encashed/received dividend so far in respect of financial years ended on March 31, 2012 to March 31, 2018, are requested to write to Karvy, who shall arrange to remit the unclaimed dividend amount on completion of necessary formalities.
15. Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back. Concerned members/investors are advised to visit the weblink: <http://iepf.gov.in/IEPF/refund.html> or contact Karvy for lodging claim for refund of shares and/or dividend from the IEPF Authority.
16. Members holding shares in physical form can avail the facility of nomination pursuant to the provisions of Section 72 of the Companies Act, 2013, and for the same they are advised to send their nomination in the prescribed Form No. SH-13 to Karvy at the above mentioned address. Members holding shares in electronic form may contact their respective Depository Participant for availing this facility.
17. Members who are holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Karvy, details of such folios together with the share certificates for consolidating their holding in one folio. The share certificates will be returned to the members after making requisite changes, thereon. Members are requested to use the share transfer form SH-4 for this purpose.
18. **In terms of SEBI circular dated April 20, 2018, Members holding shares in physical form and whose PAN and Bank details are not updated with Karvy, are requested to submit their PAN and Bank Account details, along with self-attested copy of PAN Card and original cancelled cheque/attested copy of bank passbook bearing name of the Member.**
19. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic mode are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical mode can submit their PAN to the Company/Karvy.
20. For effecting change in address/bank details/NECS (National Electronic Clearing Services) mandate; Members are requested to notify:
 - (i) Karvy, if shares are held in physical form; and
 - (ii) their respective Depository Participant (DP), if shares are held in electronic form.

21. In terms of the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018, with effect from April 1, 2019, securities of listed companies can be transferred only in dematerialised form (except for transmission or transposition of securities). Accordingly, the Company will not accept any fresh lodgement of transfer of shares in physical form. In view of the same, Members are advised, in their own interest, to dematerialise the shares held by them in physical form.
22. Members/Proxies/Authorised Representative(s) are requested to kindly note the following:
- Copies of Annual Report will not be distributed at the venue of the meeting;
 - Attendance Slip, sent herewith, is required to be produced at the venue of AGM duly filled-in and signed, for attending the meeting;
 - Entry to the hall will be in exchange for duly completed and signed Attendance Slip(s); and
 - Folio No. or DP & Client ID No., as the case may be, must be quoted in all correspondence with the Company and/or Karvy.
23. Members may send their queries, if any, on the financial statements/operations of the Company at investor@hindustantimes.com, at least 7 days before the meeting, so that the information can be compiled in advance.
24. Register of Directors and Key Managerial Personnel and their shareholding; and the Register of Contracts and Arrangements in which the Directors are interested, maintained under the provisions of the Companies Act, 2013, will be available for inspection by the Members at the AGM.
25. Relevant documents referred to in this Notice are available for inspection without any fee by the Members on all business days (except Saturday, Sunday and Public Holidays) during 10.00 A.M. to 4.00 P.M. upto the date of AGM at the Registered Office of the Company, and during the AGM at the venue of the meeting.
26. The Notice and Annual Report for FY-19 are available on the Company's website, viz. www.htmedia.in.
27. **Members may please note:**
- briefcase, bag, mobile phone, and/or eatables shall not be allowed to be taken inside the hall for security reasons; and**
 - No gifts, gift coupons, or cash in lieu of gifts will be distributed at or in connection with the Meeting.**
28. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and the provisions of Regulation 44 of the SEBI Listing Regulations, Members are provided with the facility to cast their vote on all items/resolutions set forth in this Notice, through remote e-voting (i.e. facility of casting votes by using an electronic voting system from a place other than the venue of AGM) on Karvy's e-voting platform.
- The Company shall also provide facility for voting through polling paper at the venue of AGM to the Members attending the AGM who have not already cast their vote by remote e-voting.
29. Persons whose name appears in the Register of Member/list of Beneficial Owners as on Thursday, September 19, 2019 (cut-off date) shall be entitled to vote by way of voting through polling paper at the venue of AGM/remote e-voting on the Resolutions set forth in this Notice. Any person who is not a Member as on the above cut-off date should treat this Notice for information purpose only.
30. **The remote e-voting facility will be available during the following period:**

Commencement of remote e-voting	From 9.00 a.m. (Server time) on September 22, 2019 (Sunday)
End of remote e-voting	Up to 5.00 p.m. (Server time) on September 25, 2019 (Wednesday)

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

31. The Board of Directors has appointed Shri Sanket Jain, Company Secretary in practice (C.P. No. 12583) or in his absence, Shri N.C. Khanna, Company Secretary in practice (C.P. No. 5143) as Scrutinizer to scrutinize the voting at AGM and remote e-voting process in a fair and transparent manner.
32. The Scrutinizer shall, after conclusion of voting at the AGM, count the votes cast at the meeting. Thereafter, he will unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours from the conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against the resolution, invalid votes, if any and whether the resolution(s) has/have been carried or not, to the Chairperson or any other person authorised by Chairperson in writing, who shall countersign the same and declare the result of the voting.
33. The result of voting along with the scrutinizers' report shall be placed on the website of the Company (www.htmedia.in) and on Karvy's website (<https://evoting.karvy.com>) immediately after the same is declared, and shall be simultaneously forwarded to the stock exchanges where the Company's shares are listed. The results shall also be displayed at the Registered Office of the Company.
34. The resolutions shall be deemed to be passed on the date of AGM subject to receipt of requisite number of votes in favour of the resolution(s).
35. Members are requested to carefully read the "Procedure and Instructions for remote e-voting" given below.

PROCEDURE AND INSTRUCTIONS FOR REMOTE E-VOTING

The procedure and instructions for remote e-voting are as under:

- (A) In case a Member receives an email from Karvy [whose email address is registered with the Company/Depository Participant(s)]:**
- Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - Enter the login credentials (i.e. User ID and password mentioned in the e-mail). In case of physical folio, User ID will be **EVEN** (E-voting Event Number) followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.

- iii. After entering these details appropriately, click on **"LOGIN"**.
- iv. You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the **"EVEN"** i.e., "HT Media Limited".
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under **"FOR/AGAINST"** or alternatively, you may partially enter any number under **"FOR"** or partially **"AGAINST"** but the total number in **"FOR/AGAINST"** taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option **"ABSTAIN"** and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as **"ABSTAIN"**.
- x. You may then cast your vote by selecting an appropriate option and click on **"SUBMIT"**.
- xi. A confirmation box will be displayed. Click **"OK"** to confirm or/else **"CANCEL"** to modify. Once you have voted on the resolution, you will not be allowed to modify.
- xii. 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/Power of Attorney, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email address: sanketjaincs@gmail.com with a copy marked to evoting@karvy.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 Event No."**
- xiii. During the voting period, Members can login any number of times till they have voted on the Resolution(s). Once the vote on a resolution is cast by a Member, it cannot be changed subsequently.
- xiv. You can update your mobile number and e-mail address in the user profile details which may be used for sending future communication(s).
- xv. Voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date i.e. Thursday, September 19, 2019.

(B) In case of members receiving physical copy of Notice [for Members whose email addresses are not registered with the Company/Depository Participant(s)]:

- i. **EVEN**, User ID and Password are mentioned in a separate communication annexed to this Notice.
- ii. Please follow all steps from Sl. No. (i) to (xv) above to cast your vote by electronic means.

(C) Any person who is a Member of the Company may obtain the User ID and Password in the manner as mentioned below:

- i. If the mobile number of the member is registered against Folio No./DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number + Folio No. or DP ID Client ID to +91-9212993399
 Example for NSDL: MYEPWD <SPACE>IN12345612345678
 Example for CDSL: MYEPWD <SPACE> 1402345612345678
 Example for Physical: MYEPWD <SPACE> XXXX1234567890
 - ii. If e-mail address or mobile number of the member is registered against Folio No./DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a new password.
 - iii. Member may call Karvy's toll free number 1800-345-4001 Monday to Saturday (from 8.00 A.M. to 8.00 P.M).
 - iv. Member may send an e-mail to evoting@karvy.com requesting User ID and Password. However, Karvy shall endeavor to send User ID and Password to those new Members whose mail ids are available.
36. In case of any query/grievance, in respect of remote e-voting, Members may refer to Help & FAQ's section/E-voting user manual available at the "Downloads" section of Karvy's website: <https://evoting.karvy.com> or contact Shri G. Ramesh Desai, Manager Corporate Registry at Karvy Fintech Private Limited, Karvy Selenium, Tower B, Plot No. 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032 or at email address: evoting@karvy.com or contact no. 040-6716 2222 or Karvy's toll free No. 1800-345-4001 (from 8.00 A.M. to 8.00 P.M.).

STATEMENT UNDER SECTION 102 (1) OF THE COMPANIES ACT, 2013

ITEM NO. 4

The Board of Directors on recommendation of Audit Committee and subject to approval of members, appointed B S R and Associates, Chartered Accountants [*Firm Registration No. 128901W*] ("BSR") as Statutory Auditor of the Company w.e.f. July 11, 2019, to fill the casual vacancy arising out of resignation of Price Waterhouse & Co Chartered Accountants LLP (*Firm Registration No. 304026E/E-300009*).

BSR was shortlisted on evaluation of proposal(s) of renowned Chartered Accountant firms on various criteria viz. competency, technical capability, approach on transition, overall audit approach, sector expertise and understanding of the Company & its business. BSR was constituted on March 31, 2008 and is registered with the Institute of Chartered Accountants of India (ICAI). BSR has 20 partners across India and their peer review certificate is valid up to January 10, 2020.

In terms of the provisions of Section 139 of the Companies Act, 2013 read with rules made thereunder, appointment of Statutory Auditor in casual vacancy caused due to resignation of the existing Auditor, shall also be approved by the Company in a general meeting convened within three months of appointment/recommendation of the Board, and such Auditor shall hold office till the conclusion of the next Annual General Meeting (AGM).

Accordingly, the Board of Directors has recommended for approval of the members, appointment of BSR as Statutory Auditor of the Company –

- (i) to fill the casual vacancy arising out of resignation of the existing statutory auditor, w.e.f. July 11, 2019 and to hold office till the conclusion of this AGM; and
- (ii) for a period of 5 years commencing from the conclusion of this AGM till conclusion of the AGM to be held in calendar year 2024.

BSR has given consent to act as Statutory Auditor of the Company, and have confirmed that their appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Ordinary Resolutions set out at Item No. 4 of the Notice for approval by the Members.

ITEM NO. 5

The Board of Directors, on recommendation of Audit Committee approved the appointment of Ramanath Iyer & Co, Cost Accountants (Firm Registration No. 000019) as Cost Auditor for conducting audit of the cost records of FM Radio business of the Company, for the financial year ended on March 31, 2020 at a fee of Rs. 65,000/- (excluding applicable taxes and reimbursement of out of pocket expenses). In terms of the provisions of Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, fee payable to the Cost Auditor shall be ratified by the Members of the Company. Accordingly, consent of the Members is sought for ratification of the above fee payable to the Cost Auditor.

None of the Directors, Key Managerial Personnel and their relatives is concerned or interested, financially or otherwise, in the resolution.

The Board commends the ordinary resolution set out at Item No. 5 of the Notice for approval of Members.

ITEM NO. 6

The Board of Directors on recommendation of Nomination and Remuneration Committee of Directors approved appointment of Smt. Sindhushree Khullar as an Additional Director of the Company w.e.f. May 10, 2019. The Board of Directors have also recommended appointment of Smt. Sindhushree Khullar as an Independent Director for a term upto 5 (five) years from March 31, 2024 for approval of Members of the Company. In accordance with the provisions of Section 161 of the Companies Act, 2013 (the "Act"), Smt. Sindhushree Khullar shall hold office up to the date of ensuing Annual General Meeting.

Smt. Khullar has a Masters Degree in Development Economics from Boston University and a Masters in Public Administration from the Kennedy School of Government, Harvard University. She is an alumnus of Lady Shri Ram College and Jawaharlal Nehru University. She joined Indian Administrative Service (IAS) in 1975. Smt. Sindhushree Khullar brings over four decades of senior strategic and operational experience across a variety of sectors. She was the first CEO of NITI Aayog from its inception on January 1, 2015. In her previous roles, Smt. Khullar has been Secretary in Planning Commission, Ministry of Youth Affairs & Sports and Special Secretary in the Ministry of Finance. She has also been actively involved with framing policy for key sectors like Infrastructure, Health, Education and Nutrition at the national level, leading implementation teams for mega projects and managing critical transitions and change in complex organisations. Smt. Khullar has also represented the country in National and International fora including the G-20 and the Commonwealth Finance Ministerial. Smt. Khullar is on the Board of Directors of several other companies.

The Company has received notice in writing under Section 160 of the Act from a Member signifying his intention to propose the candidature of Smt. Sindhushree Khullar for the office of Director of the Company. In the opinion of the Board, Smt. Sindhushree Khullar possesses appropriate skills, experience & knowledge, and fulfills the conditions specified in the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for appointment as Independent Director of the Company. Smt. Khullar is independent of the management and is not related to any Director(s) or Key Managerial Personnel of the Company. As a Non-executive Director, Smt. Khullar will be entitled to receive sitting fee for attending Board/Committee meeting(s) and commission on profits of the Company as approved by the Board of Directors from time to time. Draft Letter of Appointment of Smt. Sindhushree Khullar as Independent Director of the Company, setting out terms and conditions of her appointment is available for inspection at the Registered Office of the Company, by Members without any fee on all business days (except Saturday, Sunday and Public Holidays) during 10.00 A.M. to 4.00 P.M. upto the date of Annual General Meeting.

Smt. Sindhushree Khullar is interested in the resolution(s) set out at Item no. 6 of the Notice. Her relative(s) may also deemed to be interested in the resolution, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the Directors or Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board commends the Ordinary Resolution set out at Item no. 6 of the Notice for approval by the Members.

ITEM NO. 7

Members may kindly recall, at their 13th Annual General Meeting held on September 25, 2015, Shri Vikram Singh Mehta was appointed as Independent Director of the Company w.e.f. June 20, 2015 for a term of 5 (five) years. His present term will come to an end on March 31, 2020.

In terms of the provisions of Section 149 of the Companies Act, 2013 ("the Act"), Shri Vikram Singh Mehta is eligible for re-appointment as Independent Director for one more term of 5 years, *inter-alia*, on passing of a Special Resolution by the Members.

The Board of Directors of the Company at its meeting held on July 23, 2019 have, upon recommendation of Nomination & Remuneration Committee and after due consideration of the report(s) of performance evaluation, approved the re-appointment of Shri Vikram Singh Mehta as Independent Director of the Company w.e.f. from April 1, 2020 for another term of 5 (five) years until March 31, 2025, subject to approval of Members of the Company. The Board of Directors is of the opinion that the continued association of Shri Vikram Singh Mehta as Independent Director will benefit the Company.

Shri Vikram Singh Mehta holds B.A. (Mathematics Honors) degree from St. Stephens College, Delhi University, BA/MA (Economics Honors) degree from Magdalen College, Oxford University and post graduate degree in Energy Economics from the Fletcher School of Law and Diplomacy, Tufts University. Shri Vikram Singh Mehta started his career with the Indian Administrative Service (IAS) in 1978. He then resigned in 1980 to join Phillips Petroleum as the International Affairs Specialist for Asia. Since then, he has served large conglomerates like Oil India Ltd., Shell Markets and Shell Chemical Companies in Egypt. In 1994, he became the Chairman of the Shell Companies in India. Presently, he is Executive Chairman of Think Tank Brookings India. He is also serving as Independent Director on the Board of well-known companies.

The Company has received notice in writing under Section 160 of the Act from a Member signifying his intention to propose the candidature of Shri Vikram Singh Mehta for the office of Director of the Company. The Company has also received - (a) declaration of independence from Shri Vikram Singh Mehta; (b) his consent to act as Director; and (c) declaration that he is not disqualified from being appointed as Director in terms of Section 164 (2) of the Companies Act, 2013.

In the opinion of the Board, Shri Vikram Singh Mehta possesses appropriate skills, experience & knowledge, and fulfills the conditions specified in the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for re-appointment as Independent Director of the Company. Shri Vikram Singh Mehta is independent of the management and is not related to any Director(s) or Key Managerial Personnel of the Company. As Non-executive Director, Shri Vikram Singh Mehta will be entitled to sitting fee for attending Board/ Committee meeting(s) and commission on profits of the Company, as approved by the Board of Directors from time to time. Draft letter of appointment of Shri Vikram Singh Mehta as Independent Director of the Company, setting out terms & conditions of his appointment is available for inspection by Members without any fee at the Registered Office of the Company, on all business days (except Saturday, Sunday and Public Holidays) during 10.00 a.m. to 4.00 p.m. upto the date of Annual General Meeting.

Shri Vikram Singh Mehta is interested in the resolutions set out at Item No. 7 of the Notice. His relative(s) may also be deemed to be interested in the resolution, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors or Key Managerial Personnel and/ or their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board commends the Special Resolutions set out at Item No. 7 of the Notice for approval by the Members.

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



(Dinesh Mittal)
Group General Counsel &
Company Secretary

Place: New Delhi
Date: August 26, 2019

Details of the Directors pursuant to the provisions of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India, as applicable

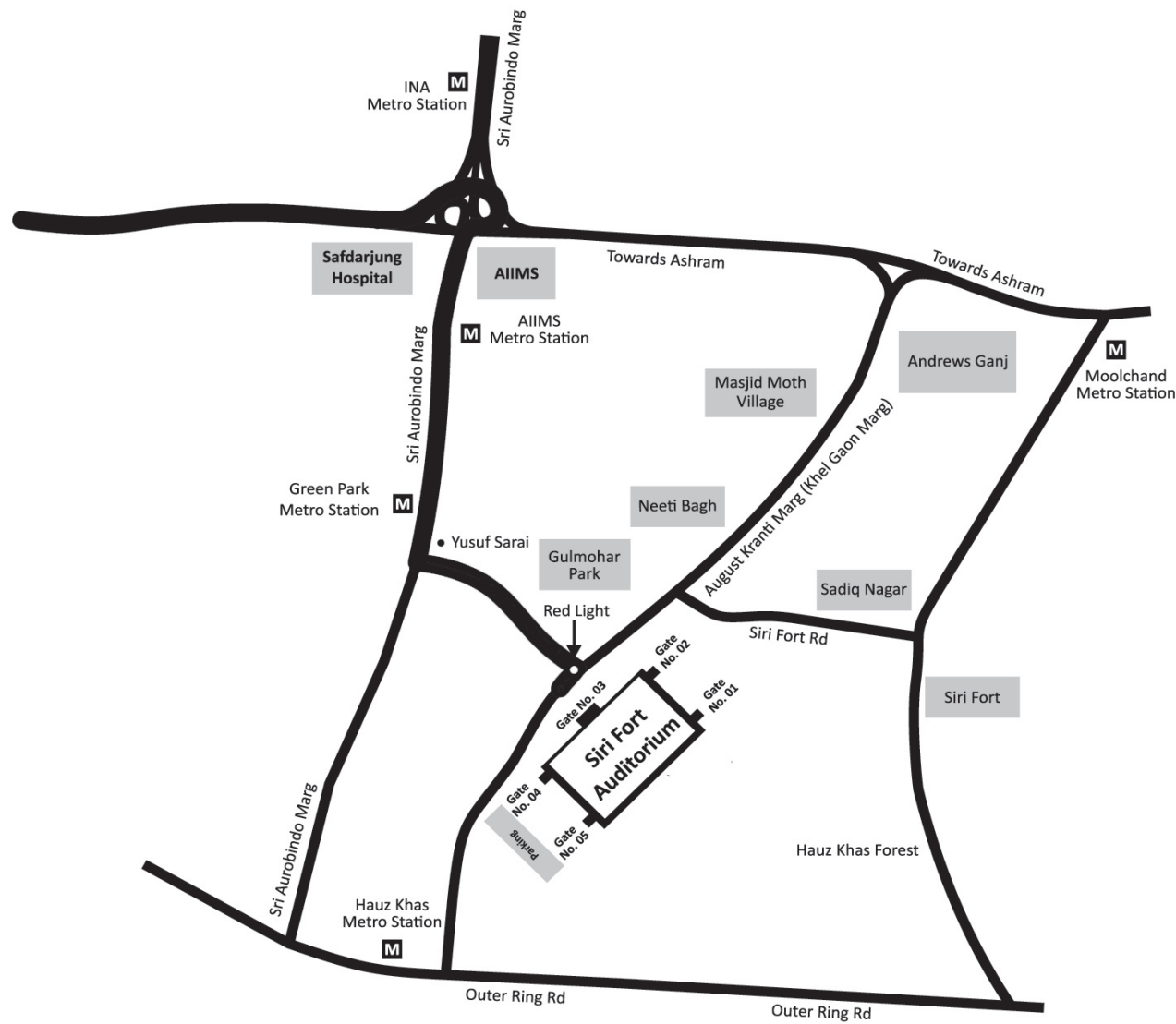
Name of Director	Shri Priyavrat Bhartia	Smt. Sindhushree Khullar	Shri Vikram Singh Mehta
Age (Years)	42 years	66 years	66 years
Relationship with other Directors <i>inter-se</i> and Key Managerial Personnel	Son of Smt. Shobhana Bhartia, Chairperson & Editorial Director & Brother of Shri Shamit Bhartia, Non- Executive Director	None	None
Date of Appointment	October 28, 2005	May 10, 2019	June 20, 2015
Expertise in specific functional areas	General Management, Strategic Planning and Business Development	Public administration & Strategic Planning	General Management, Business Development & Strategic Planning
Qualification	MBA (Stanford University, USA)	Masters Degree in Development Economics from Boston University and a Masters in Public Administration from the Kennedy School of Government, Harvard University.	B.A. (Mathematics Honors) from St.Stephens College, Delhi University, BA/MA (Economics Honors) degree from Magdalen College, Oxford University and post graduate degree in Energy Economics from the Fletcher School of Law and Diplomacy, Tufts University
Terms and conditions of appointment/ re-appointment	Director, liable to retire by rotation.	Independent Director, not liable to retire by rotation	Independent Director, not liable to retire by rotation
No. of Equity Shares of Rs. 2/- each held in the Company	1 equity share	Nil	Nil
Remuneration last drawn (during FY 19)	Not Applicable	Not Applicable	Not Applicable
Directorship held in other companies (excluding foreign companies)#	<ul style="list-style-type: none"> Hindustan Media Ventures Limited (Listed Company) Jubilant Industries Limited (Listed Company) Jubilant Life Sciences Limited (Listed Company) Digicontent Limited (Listed Company) The Hindustan Times Limited SSB Consultants & Management Services Private Limited Jubilant Agri & Consumer Products Limited Jubilant Stock Holding Private Limited Earthstone Holding (Two) Private Limited Jubilant Enpro Private Limited ARS Trustee Company Private Limited Jubilant Realty Private Limited PSB Trustee Company Private Limited SPB Trustee Company Private Limited SSP Trustee Company Private Limited SB Trusteeship Services Private Limited SSBPB Investment Holding Private Limited 	<ul style="list-style-type: none"> DHFL Prameria Life Insurance Company Limited Landesa Foundation for Innovations Indevlopment 	<ul style="list-style-type: none"> Colgate Palmolive (India) Limited (Listed Company) Apollo Tyres Limited (Listed Company) Mahindra & Mahindra Limited (Listed Company) Jubilant Foodworks Limited (Listed Company) Larsen & Toubro Limited (Listed Company) L&T Hydrocarbon Engineering Limited NV Advisory Services Private Limited

List of the Committees of Board of Directors (across all companies) in which Chairmanship/ Membership is held*#	HT Media Limited Stakeholders' Relationship Committee - Member The Hindustan Times Limited Audit Committee – Member Jubilant Industries Limited Stakeholders' Relationship Committee - Member Hindustan Media Ventures Limited (i) Audit Committee – Member (ii) Stakeholders' Relationship Committee - Member Jubilant Life Sciences Limited Audit Committee – Member	None	HT Media Limited Audit Committee - Member Colgate-Palmolive (India) Limited Audit Committee - Member Jubilant Food Works Limited (i) Audit Committee - Member (ii) Stakeholders' Relationship Committee - Chairman
No. of Board Meetings attended during FY- 19	5	Not applicable	4

**As per latest disclosure received from the Director(s).*

**In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, only two Committees viz. Audit Committee and Stakeholders' Relationship Committee have been considered.*

Route map to the venue of the 17th Annual General Meeting of HT Media Limited



Siri Fort Auditorium I, A-25, Balbir Saxena Marg,
Siri Fort Institutional Area, Gulmohar Park,
New Delhi - 110 049