

NOTICE OF 19TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Nineteenth Annual General Meeting** of the Members of HT Media Limited will be held on **Wednesday, the 29th day of September, 2021 at 11.00 AM (IST)** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following business:

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, 2021 and the reports of Board of Directors and Auditor thereon; and
- b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2021 and the report of the Auditor thereon.

ITEM NO. 2

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

SPECIAL BUSINESS

ITEM NO. 3

To ratify remuneration to be paid to M/s. Ramanath Iyer & Co, Cost Accountants as Cost Auditor of FM Radio business of the Company, 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 M/s. Ramanath Iyer & Co, Cost Accountants (Firm Registration No. 000019) appointed as Cost Auditor by the Board of Directors of the Company, to conduct audit of the cost records of FM Radio business of the Company, as applicable, for the financial year ending on March 31, 2022, be and is hereby ratified and approved."

ITEM NO. 4

To re-appoint Shri Vivek Mehra (DIN: 00101328) as Independent Director of the Company, not liable to retire by rotation and in this regard, pass the following resolutions as **SPECIAL RESOLUTIONS**:

"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 & Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Shri Vivek Mehra

(DIN: 00101328), who holds office as Independent Director upto March 31, 2022, and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose the candidature of Shri Vivek Mehra for the office of Director, be and is hereby re-appointed as Independent Director of the Company, not liable to retire by rotation, to hold office for second term of 5 (five) consecutive years from April 1, 2022 till March 31, 2027.

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 authorized 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 of Directors
For HT Media Limited

(Dinesh Mittal)

Place: New Delhi

Date: August 31, 2021

Group General Counsel & Company Secretary

NOTES:

1. In view of the continuing impact of the pandemic and pursuant to circulars dated April 8, 2020, April 13, 2020, May 5, 2020 and January 13, 2021 issued by the Ministry of Corporate Affairs ("MCA Circulars") and circulars dated May 12, 2020 and January 15, 2021 issued by the Securities and Exchange Board of India ("SEBI Circulars") and in compliance with the provisions of the Companies Act, 2013 ("the Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), the 19th AGM of the Company shall be conducted through VC/OAVM facility, which does not require physical presence of members at a common venue. In view of the same, Registered Office of the Company shall be the deemed venue of this AGM.
2. Since the AGM will be held through VC/OAVM, Route Map to the venue is not required and hence, not annexed to this Notice.
3. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. Since the AGM will be held through VC/OAVM, which does not require physical attendance of Members, the facility to appoint proxy by Members will not be available for this AGM and therefore, Proxy Form and Attendance Slip are not annexed to this Notice.
5. Institutional/Corporate members (i.e. other than individuals/HUF, NRI, etc.) are entitled to appoint authorized representative(s) to attend the AGM through VC/ OAVM and to cast their vote through remote e-voting/ e-voting at the AGM. In this regard, the body corporates are required to send certified copy of the latest board resolution/ authorization letter/ power of attorney authorizing their representative(s) to attend the meeting and vote on their behalf through e-voting. The said resolution/ letter/ power of attorney shall be sent by the body corporate from the registered e-mail ID to the Scrutinizer at sanketjaincs@gmail.com and a copy thereof marked to evoting@kfintech.com.
6. In compliance with above mentioned circulars of MCA and SEBI, the Notice calling this AGM along with the Annual Report for FY-21 is being sent only through electronic mode to those

Members whose e-mail address are registered with the Depository Participants or KFin Technologies Private Limited ("KFin" or "RTA"). Members may kindly note that the Notice of AGM and Annual Report for FY-21 will also be available on the Company's website viz. www.htmedia.in and website of the stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited (www.bseindia.com and www.nseindia.com).

7. To participate in the Company's green initiative in Corporate Governance, Members are encouraged to register/update their email address, in respect of shares held in electronic form with their Depository Participant(s), and in respect of shares held in physical form by clicking on <https://ris.kfintech.com/clientervices/mobilereg/mobileemailreg.aspx> or by writing to the RTA with details of folio number and self-attested copy of PAN card at KFin Technologies Private Limited, Unit: HT Media Limited, Selenium Tower B, Plot Nos. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500032 or by sending email to inward.ris@kfintech.com.
8. Shri Priyavrat Bhartia (including Smt. Shobhana Bhartia & Shri Shamit Bhartia who are relatives of Shri Priyavrat Bhartia) and Shri Vivek Mehra may be deemed to be interested in the resolution(s) set out at Item No. 2 and 4, respectively, of the Notice. Further, their relatives may also be deemed to be interested in the respective resolutions, to the extent of their shareholding interest, if any, in the Company. None of the other Directors/ Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the business set out under item nos. 1 to 4 of the Notice.
9. Pursuant to the provisions of Regulation 36 of SEBI LODR and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, details of directors seeking appointment/ re-appointment at this AGM, is annexed herewith.
10. Relevant documents referred to in this Notice are available for inspection electronically without any fee by Members on all business days (*except Saturday, Sunday and Public Holidays*) upto the date of this AGM. The Register of Directors, Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and Register of Contracts & Arrangements in which Directors are interested maintained under Section 189 of the Act and the certificate of Statutory Auditor in terms of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 regarding compliance with implementation of 'HTML Employee Stock Option Scheme' and 'HTML Employee Stock Option Scheme - 2009', will be available for inspection electronically by members during the AGM. Members desirous to inspect these documents may send request from their registered email ID to the Company at investor@hindustantimes.com.
11. Pursuant to the provisions of Section 125 of the Act read with the relevant rules made thereunder, during the financial year ended on March 31, 2021, the Company has transferred unpaid/unclaimed dividend amounting Rs.17,042/- for the Financial Year 2012-13 to Investor Education and Protection Fund ("IEPF"), and also transferred 1,243 equity shares of the Company to the demat account of IEPF Authority in respect of which dividend was unpaid/unclaimed for last seven years. Members/investors are advised to visit the weblink: <http://iepf.gov.in/IEPF/refund.html> or contact KFin to lodge claim for refund of shares and/or dividend from the IEPF Authority.
Members are requested to claim their unpaid dividend for FY 2013-14 on or before October 19, 2021 failing which the same shall be transferred to IEPF Authority.
12. Members holding shares in physical form can avail the facility of nomination on their shareholding pursuant to the provisions of Section 72 of the Act and for the same, they are advised to send their nomination in the prescribed Form No. SH-13 to KFin. Members holding shares in electronic form may contact their respective Depository Participant(s) for availing this facility.
13. In terms of SEBI's circular dated April 20, 2018, members holding shares in physical form and whose PAN and bank details are not updated in the records of KFin, 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 to the Company/KFin.

14. Members may please note that SEBI has mandated PAN as the sole identification number for all participants transacting in the securities market, irrespective of the amount of transaction.
15. In terms of 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 transmission of securities or transposition in the name(s) of holding). Accordingly, the Company will not accept any fresh lodgement of transfer of shares in physical form. The members are therefore advised, in their own interest, to dematerialize the shares held by them in physical form.
16. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Company's RTA, details of such folios together with the share certificates in original and KYC proof(s) viz. PAN, Aadhar etc. for consolidating their holding in one folio. The share certificates will be returned to the member after making requisite changes thereon.
17. All investor related communication may be addressed to KFin at the following address:

KFin Technologies Private Limited

Unit: HT Media Limited

Selenium Tower B, Plot No. 31 & 32

Gachibowli, Financial District

Nanakramguda Serilingampally Mandal

Hyderabad - 500 032

Tel.: +91-40-67162222

Fax: +91-40-23001153

Toll free number - 1800-309-4001

E-mail: inward.ris@kfintech.com

Website: www.kfintech.com

E-VOTING AND PARTICIPATION IN AGM

18. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act read with the Companies (Management and Administration) Rules, 2014, and Regulation 44 of SEBI LODR, the Company is providing the facility to its members to exercise their right to vote on the resolutions set out in notice of AGM by electronic means ("e-voting"). The Company has engaged the services of KFin as the agency to provide e-voting facility.
19. Members may cast their votes remotely, using electronic voting system ("remote e-voting") during the remote e-voting period. The facility of e-voting will also be available at the AGM ("InstaPoll"), and Members who have not cast their vote(s) by remote e-voting, will be able to cast their vote at the meeting through InstaPoll.
20. The remote e-voting facility will be available during following period:

Commencement of e-voting	From 9.00 a.m. (Server time) on September 25, 2021 (Saturday)
End of remote e-voting	Up to 5.00 p.m. (Server time) on September 28, 2021 (Tuesday)

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

21. Persons whose name appears in the Register of Members/list of Beneficial Owners as on September 22, 2021 ("Cut-off Date") shall be entitled to cast their vote by remote e-voting on the resolutions set forth in this Notice or participating at the AGM and vote through InstaPoll. Any person who is not a Member as on the Cut-off Date should treat this Notice for information purpose only.
22. Once the vote on a resolution has been cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
23. The Board of Directors has appointed Shri Sanket Jain, Company Secretary-in-Practice (C.P. No. 12583) as Scrutinizer to scrutinize the remote e-voting process and InstaPoll in a fair and transparent manner.
24. After conclusion of e-voting at the AGM, Scrutinizer will scrutinize the votes cast via InstaPoll and remote e-voting, and submit his consolidated Scrutinizer's Report to the Chairman/Director.
25. The result of e-voting (remote e-voting and InstaPoll) will be declared within two working days of conclusion of AGM and the same, along with the consolidated Scrutinizer's Report, will be placed on Company's website viz. www.htmedia.in and on KFin's website viz. <https://evoting.kfintech.com>. The result of voting will be simultaneously communicated to the stock exchanges viz. NSE and BSE.
26. The resolutions as set out in the notice of AGM 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).
27. Any Member who is desirous to express his/her views or ask questions during the AGM, may register themselves by logging on to <https://emeetings.kfintech.com> and click on the 'Speaker Registration'. Speaker Registration will be open from September 24, 2021 (9:00 a.m. IST) till September 26, 2021 (5:00 p.m. IST). Only those members who have registered themselves as speaker will be allowed to express their views or ask questions at the AGM. The Company reserves the right to restrict the number of questions and speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.
28. Members are requested to send their queries, if any, on the financial statements/ operations of the Company, via email to the Company Secretary at investor@hindustantimes.com, atleast 7 days before the AGM, so that the information can be compiled in advance.
29. Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 09, 2020 on "e-Voting Facility provided by Listed Entities", individual shareholders holding equity shares in dematerialised form can cast their vote, by way of single login credential, through their demat account/ websites of Depositories/ Depository Participants.

Members are advised to update their mobile number and E-mail ID in their demat accounts in order to access e-voting facility.

30. Members are requested to carefully read the "PROCEDURE TO CAST VOTE THROUGH REMOTE E-VOTING" and "PROCEDURE FOR JOINING THE AGM THROUGH VC/OAVM AND VOTING AT AGM" given below.

(I) **PROCEDURE TO CAST VOTE THROUGH REMOTE E-VOTING**

1. **Individual members holding shares of the Company in demat mode** *(by accessing e-Voting system of Depositories)*

National Securities Depository Limited (NSDL)	Central Depository Services (India) Limited (CDSL)
<p>1. User already registered for IDeAS facility:</p> <ul style="list-style-type: none"> (i) Visit https://eservices.nsdl.com (ii) Click on the "Beneficial Owner" icon under 'IDeAS' section. (iii) Enter User ID and Password. Post successful authentication, click on "Access to e-Voting" (iv) Click on Company name: "HT Media Limited" or e-Voting service provider "K-Fintech". You will be re-directed to K-Fintech's e-Voting page to cast vote during the remote e-Voting period. <p>2. User not registered for IDeAS facility:</p> <ul style="list-style-type: none"> (i) Click on link: https://eservices.nsdl.com and select "Register Online for IDeAS" <li style="text-align: center;">OR https://eservices.nsdl.com/SecureWeb/IdEasDirectReg.jsp (ii) Proceed with completing the required fields. (iii) Follow steps mentioned in point no. 1 above <p>3. Alternatively, by directly accessing the e-Voting website of NSDL:</p> <ul style="list-style-type: none"> (i) Visit https://www.evoting.nsdl.com (ii) Click on the icon "Login" available under 'Shareholder/Member' section. (iii) On the Login page, enter your User ID (i.e. your 16 characters demat account number held with NSDL), Password/ OTP and a verification code as shown on the screen. (iv) Post successful authentication, click on Company name: "HT Media Limited" or e-Voting service provider "K-Fintech". You will be re-directed to K-Fintech's e-Voting portal to cast vote during the remote e-Voting period. 	<p>1. User already registered for Easi/ Easiest:</p> <ul style="list-style-type: none"> (i) Visit https://web.cdslindia.com/myeasi/home/login URL: https://web.cdslindia.com/myeasi/home/login <li style="text-align: center;">OR www.cdslindia.com and click on "Login" and select "New System Myeasi" (ii) Enter your User ID and Password. (iii) Post successful authentication, please click on 'E-voting' (iv) You will be requested to select the name of the Company: "HT Media Limited" or KFin. You will be re-directed to KFin's e-Voting portal to cast the vote during the remote e-Voting period. <p>2. User not registered for Easi/Easiest:</p> <ul style="list-style-type: none"> (i) Click on link: https://web.cdslindia.com/myeasi/Registration/EasiRegistration (ii) Proceed with completing the required fields. (iii) Follow steps mentioned in point no. 1 above <p>3. Alternatively, by directly accessing the e-Voting website of CDSL:</p> <ul style="list-style-type: none"> (i) Visit www.cdslindia.com and select "E Voting" (ii) Provide your BO ID/ demat account number and PAN (iii) System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. (iv) You will be requested to select the name of the Company: "HT Media Limited" or KFin. You will be re-directed to KFin's e-Voting portal to cast the vote during the remote e-Voting period.
<p>Procedure to login through demat account/ website of Depository Participant (DP)</p>	<ul style="list-style-type: none"> (i) You can login using the credentials of your demat account through the website of your DP registered with NSDL/CDSL, for remote e-Voting. (ii) Once logged-in, you will be able to see "e-Voting" option. Once you click on "e-Voting" option and after successful authentication, you will be re-directed to e-voting module of NSDL/CDSL. (iii) Click on options available against Company name: "HT Media Limited" or KFin and you will be re-directed to e-Voting portal of KFin to cast your vote during the remote e-Voting period.

NOTE: After successful login, Individual members holding shares of the Company in demat mode, are requested to follow steps (f) to (l) mentioned under point no. 2(A) below, to cast their vote.

Members who are unable to retrieve User ID/ Password are advised to use "Forget User ID"/"Forget Password" option available the websites of Depositories/DP.

Members facing any technical issue on NSDL website	Members facing any technical issue on CDSL website
Contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800-1020-990 or 1800-224-430	Contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22-23058542-43

2. All Members other than 'Individuals holding shares of the Company in demat mode'
(by accessing to e-Voting system of KFin)

(A) Members whose e-mail addresses are registered with the Company/Depository Participant(s) and have received email from Company/ KFin with login details, please follow the below process:

- (a) Launch internet browser by typing the URL: <https://evoting.kfintech.com>
- (b) Enter the login credentials (User ID and password given in the e-mail). The E-Voting Event Number + Folio No. or DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use the existing password to log-in.
- (c) After entering these details appropriately, click on "LOGIN".
- (d) You will now reach Password Change Menu wherein you are required to mandatorily change your password upon logging in for the first time. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to update your contact details like mobile number, e-mail address, 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.**
- (e) You need to login again with the new credentials.
- (f) On successful login, the system will prompt you to select the E-Voting Event Number (EVEN) for HT Media Limited.
- (g) On the voting page, enter the number of shares held by you as on the Cut-off date under either "FOR" or "AGAINST" or alternatively, you may partially enter any number under "FOR"/"AGAINST", but the total number under "FOR"/"AGAINST" taken together should not exceed your total shareholding as on the Cut-off date. You may also choose to "ABSTAIN" and vote will not be counted under either head.
- (h) Members holding shares under multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.
- (i) 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".
- (j) You may then cast your vote by selecting an appropriate option and click on "SUBMIT".
- (k) A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify.
- (l) Once you confirm, you will not be allowed to modify your vote.
- (m) Corporate/Institutional Members (i.e., other than Individuals, HUFs, NRIs, etc.) are also required to send legible scanned certified true copy (in PDF Format) of the Board Resolution/Power of Attorney/Authority Letter, etc., to the Scrutinizer at sanketjaincs@gmail.com with a copy marked to evoting@kfintech.com. It is also requested to upload the same in the e-voting module in their login. The naming format of the aforesaid legible scanned document shall be "Corporate Name EVENT NO."

(B) Member whose e-mail address is not registered/updated with the Company/ KFin/ Depository Participant, please follow the below process to generate your login credentials:

- (a) Members holding shares in physical mode, who have not registered/ updated their email addresses with the Company, are requested to register/ update the same on the link <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> or by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at investor@hindustantimes.com or to KFin at einward.ris@Kfintech.com.
- (b) Members holding shares in dematerialized mode who have not registered their e-mail addresses with their Depository Participant(s) are requested to register/update their email addresses with the Depository Participant(s) with whom they maintain their demat account(s).
- (c) After due verification, the Company/KFin will forward your login credentials to your registered email address.
- (d) Follow the instructions mentioned under point 2(A) above, to cast your vote.
- (e) You can also update your mobile number and e-mail id in the "user profile details" in your e-voting login on <https://e-voting.kfintech.com> which may be used for sending further communication.

(C) Any person who becomes a member of the Company after dispatch of the Notice of AGM and holding shares as on the Cut-off Date may obtain the User ID and password from KFin in the manner as mentioned below:

- (a) 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
- (b) 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.kfintech.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- (c) Member may send an e-mail request to evoting@kfintech.com requesting User ID and Password. After due verification of the request, User ID and Password will be sent to the Member.

(D) In case of any query/grievance in respect of e-voting - Members may refer to the Help & FAQs section/ e-voting user manual available at the "Downloads" section at <https://evoting.kfintech.com> or contact Shri Rajkumar Kale, Asstt. General Manager, KFin Technologies Private Limited, Unit: HT Media Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500032 | Phone No.: +91-040-67162222 / 040- 67162222 | Toll- free No.: 1800-309-4001 | E-mail: evoting@kfintech.com.

(II) PROCEDURE FOR JOINING THE AGM THROUGH VC/OAVM AND VOTING AT AGM

- (a) **Joining the AGM through VC/OAVM:** Members will be able to attend the AGM through VC/OAVM at <https://emeetings.kfintech.com> by using their e-voting login details provided in the email received from the Company/KFin.

Members are requested to follow the procedure given below:

- (i) Launch internet browser (chrome/firefox/safari) by visiting the URL viz. <https://emeetings.kfintech.com>
- (ii) Enter the login credentials
- (iii) After logging in, click on "Video Conference" option
- (iv) Then click on camera icon appearing against AGM event of HT Media Limited, to attend the AGM.

- (b) Members will be allowed to attend the AGM through VC/OAVM on first come, first served basis.
- (c) Facility to join the meeting shall be opened 30 minutes before the scheduled time of the AGM and shall be kept open throughout the proceedings of the AGM.
- (d) Voting at AGM ("InstaPoll"):
 - (i) Facility to cast vote through InstaPoll will be made available on the meeting page, and will be activated once the InstaPoll is announced at the AGM.
 - (ii) Once the voting at the AGM is announced, Members who have not cast their vote through remote e-voting can cast their vote by clicking on the link "Vote".
 - (iii) If a member casts vote(s) by both modes, then voting done through remote e-voting facility shall prevail and vote(s) cast through InstaPoll shall be treated as "INVALID".
- (e) Members who need assistance before or during the AGM can contact KFin at evoting@kfintech.com or call at 1800-309-4001. Kindly quote your name, DP ID-Client ID/ Folio no. and E-Voting Event Number (EVEN) in all your communications.

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

ITEM NO. 3

The Board of Directors, on recommendation of Audit Committee, approved the appointment of M/s. Ramanath Iyer & Co, Cost Accountants (Firm Registration No. 000019) as Cost Auditor to conduct audit of the cost records of FM Radio business of the Company for the financial year ended on March 31, 2022 at a fee of Rs. 65,000/- (*excluding applicable statutory levies and reimbursement of out-of-pocket expenses*). In terms of the provisions of Section 148 of the Companies Act, 2013 (the 'Act') and the Companies (Audit and Auditors) Rules, 2014, the 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 are concerned or interested, financially or otherwise, in the resolution.

The Board commends the Ordinary Resolutions set out at Item No. 3 of the Notice for approval of Members.

ITEM NO. 4

Members may kindly recall, at their 16th Annual General Meeting held on September 25, 2018, Shri Vivek Mehra was appointed Independent Director of the Company w.e.f. January 12, 2018 for a term of 5 (five) years, which will come to an end on March 31, 2022. In terms of the provisions of Section 149 of the Act, Shri Vivek Mehra is eligible for re-appointment as Independent Director for one more term of 5 years, on passing of a Special Resolution by the Members, and disclosure of such appointment in the Board's Report.

The Board of Directors at its meeting held on August 4, 2021 have, upon recommendation of the Nomination & Remuneration Committee and after due consideration of the report(s) of his performance evaluation and other criteria, approved the re-appointment of Shri Vivek Mehra as Independent Director of the Company for second term of 5 (five) years w.e.f. from April 1, 2022 till March 31, 2027, subject to approval of Members of the Company by way of passing special resolution. The Board of Directors is of the opinion that his continued association will immensely benefit the Company.

Shri Vivek Mehra is a senior Chartered Accountant with an illustrious professional career spanning over 40 years and experience spanning across sectors in Tax and Regulatory domains of Merger & Acquisition specializing in Cross-border Investment and Transaction Structuring. He has held various leadership roles till April 2017 in PriceWaterhouseCoopers Private Ltd. (PWC) as Partner/ Executive Director. He was the founder and national leader for PwC Regulatory and M&A Practices and has been elected on PwC Governance Oversight Board for two consecutive terms. Shri Vivek Mehra is extending his expertise as an Independent Director and esteemed Board Member for some prominent Indian Companies. He is also on the Board of Governors of Lawrence School Sanawar and Grassroot Trading Network, a SEWA organisation. He graduated in 1975 with a Bachelor of Commerce (Hons.) Degree from Sri Ram College of Commerce, Delhi University. He has been a fellow member of the Institute of Chartered Accountants of India since 1979 and is a member of the Federation of Indian Chambers of Commerce and Industry (FICCI) Steering Committee and National Executive Committee.

The Company has received a notice in writing under Section 160 of the Act from a Member signifying his intention to propose the candidature of Shri Vivek Mehra for the office of Director of the Company. The Company has also received- (a) declaration of independence (including declaration u/r 6(2) of Companies (Appointment and Qualification of Directors) Rules, 2014 regarding inclusion of his name in the databank of independent directors) from Shri Vivek Mehra; (b) his consent to act as Director; and (c) declaration to the effect that he is not disqualified from being appointed as Director in terms of Section 164 (2) of the Act.

In the opinion of the Board, Shri Vivek Mehra possesses appropriate skills, experience & knowledge and fulfills the conditions specified in the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for his re-appointment as an Independent Director of the Company. Shri Vivek Mehra is independent of the management and is not related to any Director or Key Managerial Personnel of the Company. As a Non-executive Director, he will be entitled to sitting fee for attending Board/ Committee meeting(s), as approved by the Board of Directors from time to time. Considering the qualification and experience of Shri Vivek Mehra, his re-appointment as Independent Director shall be beneficial to the Company.

Draft Letter of appointment of Shri Vivek Mehra, setting out terms & conditions of his re-appointment is available for inspection by Members without any fee at the Registered Office of the Company, on all business days (except Saturdays, Sundays and Public Hoildays) during 10.00 A.M. to 4.00 P.M. upto the date of this AGM. The same is also available on the Company's website viz. www.htmedia.in.

Shri Vivek Mehra is interested in the resolutions set out at Item no. 4 with regard to his appointment as Independent Director. His relatives may also be deemed to be interested in the resolutions, 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 this resolution.

The Board of Directors commends the Special Resolutions set out at Item no.4 of the Notice for approval by the Members.

By Order of the Board of Directors
For HT Media Limited

(Dinesh Mittal)

Group General Counsel & Company Secretary

Place: New Delhi
Date: August 31, 2021