



HT Media Limited

CIN: L22121DL2002PLC117874

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

NOTICE OF THE 20TH (TWENTIETH) ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twentieth Annual General Meeting of Members of **HT Media Limited** will be held on Thursday, the September 22, 2022 at 11:00 A.M. (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, 2022 and 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, 2022 and the report of Auditors thereon.

ITEM NO. 2

To appoint Shri Shamit Bhartia (DIN: 00020623) as a Director, who retires by rotation, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

ITEM NO. 3

Appointment of Shri Palamadai Sundararajan Jayakumar (DIN: 01173236) as an Independent Director, not liable to retire by rotation

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules

made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and on the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Shri Palamadai Sundararajan Jayakumar (DIN: 01173236), who was appointed as an Additional Director (Independent) w.e.f. December 28, 2021 and in respect of whom the Company has received notice in writing under Section 160 of the Act, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term effective December 28, 2021 to November 30, 2026.

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.”*

ITEM NO. 4

Appointment of Shri Sandeep Singhal (DIN: 00422796) as an Independent Director, not liable to retire by rotation

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

“RESOLVED THAT *pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and on the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Shri Sandeep Singhal (DIN: 00422796), who was appointed as an Additional Director (Independent) w.e.f. August 05, 2022 and in respect of whom the Company has received notice in writing under Section 160 of the Act, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years effective August 05, 2022 to August 04, 2027.*

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.”*

ITEM NO. 5

Approval for Alteration of the Articles of Association (“AoA”) of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 14 of the Companies Act, 2013 (the ‘Act’) and other applicable provisions, if any, and rules framed thereunder, including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force, and such other approval(s), consent(s), permission(s), sanction(s), as may be required, the Articles of Association of the Company be and is hereby altered by inserting sub-clause 11.7 under Clause 11 ‘BORROWING POWERS’ as under:

“11.7 Notwithstanding anything to the contrary contained in these Articles, as long as the Company is indebted, and any moneys remain owing by the Company to any financial institutions, banks, corporation, debenture holders (acting through their trustees) or body corporate in relation to any financial assistance by way of loan/debentures advanced to the Company or guarantee given on behalf of the Company for any loan borrowed or liability incurred by the Company, and if provided in the trust deed or any agreement in connection with the financial assistance, the said financial institutions, banks, corporation, debenture holders (acting through their trustees) or body corporate shall, if required by applicable regulations prevailing at that time and in the event of any circumstances or events as specified in the regulations, be entitled from time to time to appoint any person as Director(s) on the Board of the Company (“Nominee Director”) and to remove from such office any person so appointed and to appoint any person in his/ her place. The Nominee Director so appointed shall not be liable to retire by rotation nor required to hold any qualification shares. Such Nominee Director(s) shall be entitled to attend meetings of the Board of Directors of the Company. Subject as aforesaid, the Nominee Director(s) shall be entitled to the same rights and privileges and be subject to the same obligations as any other Director of the Company.

The Nominee Director so appointed shall hold the said office, only so long as any money remain owing by the Company. The Nominee Director appointed under this Article shall be entitled to receive all notices of and attend all general meetings, board meetings and the meetings of the committee(s) of which he/ she is a member, and also the minutes of meetings of the Board and such committee(s). The Company shall pay the Nominee Director(s) sitting fees, commission or remuneration in any form and expenses which the other non-executive Directors of the Company, are entitled to.”

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.”

ITEM NO. 6

To ratify the remuneration to be paid to M/s. Ramanath Iyer & Co, Cost Accountants, Cost Auditor of FM Radio Business of the Company

To consider and if thought fit, to pass with or without modification(s), 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. 70,000/- (excluding statutory levies and reimbursement of out-of-pocket expenses, if any), to be paid to M/s. Ramanath Iyer & Co., Cost Accountants (Firm Reg. 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, 2023, be and is hereby ratified.”

Place: New Delhi

Date: August 5, 2022

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

(Manhar Kapoor)

Group General Counsel & Company Secretary

NOTES:

1. Pursuant to circulars bearing no. 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 19/2021 dated December 8, 2021, 21/2021 dated December 14, 2021 and 02/2022 dated May 5, 2022 (“MCA Circulars”) and circular dated May 12, 2020, January 15, 2021, and May 13, 2022, 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the Annual General Meeting (AGM) of the Company is being conducted through VC/OAVM facility, which does not require physical presence of members at the venue of the AGM. Registered Office of the Company shall be deemed to be the venue of this AGM.
2. Since the ensuing AGM is being held pursuant to the MCA and SEBI Circulars through VC/OAVM which does not require physical attendance of Members at the AGM, the facility to appoint proxy by the Members will not be available for this AGM and therefore, Proxy Form and Attendance Slip are not annexed to this Notice.
3. Since AGM will be held through VC/OAVM, the Route Map is not required and hence, not annexed to this Notice.
4. The Explanatory Statement as required under section 102 of the Companies Act, 2013, is annexed hereto.
5. Members are requested to carefully read the “**Procedure for joining the AGM through VC/OAVM**” and “**Procedure for joining the AGM through VC/ OAVM and Voting at AGM**” given below in this Notice.
6. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM. Institutional/Corporate Shareholders (i.e. other than individuals/ HUF, NRI, etc.) are required to send a certified scanned copy (PDF/JPG Format) of its Board or governing body resolution/authorization etc., authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote via remote e-voting. The said resolution/authorization together with attested specimen signature(s) of the duly authorized representative(s), shall be sent by email to the Scrutinizer at e-mail id: sanketjaincs@gmail.com with a copy marked to evoting@kfintech.com. It is also requested to upload the same in the e-voting module.
8. Pursuant to the provisions of Regulation 36 of SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the details of Directors seeking appointment/re-appointment at this AGM, are given as **Annexure- A** to this Notice.

9. All investor related communication may be addressed to KFin Technologies Limited (KFin/ RTA) at the following address:

KFin Technologies Limited

Unit: HT Media Limited

Selenium Tower B Plot No. 31 & 32 Gachibowli,
Financial District, Nanakramguda Serilingampally Mandal
Hyderabad - 500 032
Toll free number - 1800-309-4001
E-mail: einward.ris@kfintech.com
Website: www.kfintech.com

10. In compliance with above mentioned circulars of MCA and SEBI, the Notice calling this AGM along with the Annual Report for FY-22 is being sent only by electronic mode to those Members whose e-mail addresses are registered with the Depository Participants or the Company's RTA. Additionally, hard copies of Notice and Annual Report for FY-22 are also being sent to only those Members who have requested for the same. Members may kindly note that the Notice of AGM and Annual Report for FY-22 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).
11. In order to enable the Company to comply with MCA circulars issued for holding AGM via VC/OAVM and to participate in the green initiative in Corporate Governance, members who are holding shares in dematerialised mode and have not registered/ updated their e-mail address, are requested to register/ update their email address with their Depository Participant(s) where they maintain their demat accounts.

Members who hold shares in physical mode and have not registered/ updated their e-mail address with the Company, can temporarily register/ update the same by clicking on <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> or by writing to the RTA with details of folio number and self-attested copy of PAN card at **KFin Technologies Limited, Unit: HT Media Limited**, Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad- 500032 or by sending email to einward.ris@kfintech.com.

Members holding shares in demat form can also use the aforesaid link to register their e-mail address or sending email request at einward.ris@kfintech.com for the **limited purpose** of receiving the Notice of AGM and Annual Report for FY 2021-22.

Alternatively, Notice of AGM can be downloaded through <https://evoting.kfintech.com/public/Downloads.aspx>.

12. 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, 2022, the Company has transferred

unpaid/ unclaimed dividend amounting Rs. 30,172/- for the Financial Year 2013-14 to Investor Education and Protection Fund (IEPF), and also transferred 7,952 nos. equity shares of the Company to the demat account of IEPF Authority in respect of which dividend was unpaid/ unclaimed for last seven years.

Kindly note that unpaid/ unclaimed dividend for financial years upto 2013-14 and shares in respect thereof can be claimed back from IEPF Authority, following the procedure laid down under the IEPF Rules. 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.

Concerned members are also requested/ advised to claim their unpaid/ unclaimed dividend for FY 2014-15 on or before October 27, 2022 failing which the Company shall proceed to transfer the liable dividend and Equity shares to IEPF Authority.

13. 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 at the abovementioned address. Members holding shares in electronic form may contact their respective Depository Participant(s) for availing this facility. The members may also visit Company's website viz. www.htmedia.in and website of RTA viz. www.kfintech.com for downloading Form SH-13 and other Nomination and KYC related documents.
14. SEBI has mandated 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. However, Members holding shares in physical mode can submit their PAN to the Company/ KFin.
15. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization. Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA viz. KFin, for assistance in this regard.
16. Pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021, Members holding shares in physical format are requested to update with KFin, the KYC details w.r.t. postal address, e-mail address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, in prescribed Form ISR-1. A communication in this regard has also been sent, through post to the shareholders. Members may visit the website of the Company for relevant formats. Members are further requested to quote their folio numbers/ Client ID/ DP ID in all correspondence.
17. Members holding shares in physical form in identical order of names in more than one folio are

requested to send to the Company or RTA, details of such folios together with the share certificates and KYC proof(s) viz. PAN, Aadhar etc. for consolidating their holding in one folio.

18. 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.
19. The documents referred to in this Notice are available for inspection electronically without any fee by the Members on all business days (except Saturday, Sunday and Public Holidays) upto the date of AGM. The Register of Directors, Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements, in which Directors are interested, maintained under Section 189 of the Act, will be available for inspection electronically by the members during the AGM. Members seeking to inspect such documents may send request from their email id registered with the Company/ RTA to the Company at investor@hindustantimes.com.
20. 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, as amended, and Regulation 44 of SEBI Listing Regulations, the Company is providing to its members facility to exercise their right to vote on the Resolutions as set out in notice of AGM by electronic means ("**e-voting**"). Members may cast their votes remotely, using an electronic voting system on the dates mentioned herein below ("**remote e-voting**"). The facility for voting through electronic voting system will also be available during the AGM ("**InstaPoll**") and members attending the AGM who have not cast their vote(s) by remote e-voting, will be able to cast their vote at the meeting through InstaPoll. The Company has engaged the services of KFin as the agency to provide e-voting facility at the AGM.

21. **The remote e-voting facility will be available during the following period:**

Commencement of remote e-voting	From 09:00 A.M. (Server time) on September 18, 2022 (Sunday)
End of remote e-voting	Up to 05:00 P.M. (Server time) on September 21, 2022 (Wednesday)

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.

22. Persons whose name appears in the Register of Member/ list of Beneficial Owners as on **September 15, 2022 (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.
23. The Board of Directors has appointed Mr. Sanket Jain, Company Secretary-in-Practice (C.P. No. 12583) or failing him Mr. N. C. Khanna, Company Secretary in practice (C.P. No. 5143) or failing him Mr. Lalit Chaudhary, Company Secretary in practice (C.P. No. 15889) as Scrutinizer to scrutinize the remote e-voting and InstaPoll process in a fair and transparent

manner and they have communicated their willingness to get appointed and will be available for the said purpose.

24. After conclusion of e-voting at the AGM, Scrutinizer will scrutinize the votes cast via InstaPoll and remote e-voting, and make a consolidated Scrutinizer's Report for submission to the Chairman or any other person authorized by him.
25. The result of e-voting (remote e-voting and InstaPoll) will be declared within two working days of the 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 the website of KFin viz. <https://evoting.kfintech.com>. The result will be simultaneously communicated to the stock exchanges viz. BSE Limited, National Stock Exchange of India Limited, National Securities Depository Limited and Central Depository Services (India) Limited. The Company will also display the result at its Registered Office.
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 person holding shares in physical form, and non-individual shareholders who acquire shares of the Company and become members of the Company after the Notice is sent and holding shares as of the cut-off date, i.e. September 15, 2022, may obtain the login ID and password by sending a request at einward.ris@kfintech.com. However, if he/ she is already registered for remote e-voting, then he/ she can use his/ her existing user ID and password for casting the vote.

In case of individual shareholders holding securities in demat mode, who acquire shares of the Company and become members of the Company after the Notice is sent and holding shares as of the cut-off date i.e. September 15, 2022, may follow steps as given below.

The process and manner of remote e-Voting, attending AGM through VC/ OAVM and e-Voting at AGM is as under:

PROCEDURE TO CAST VOTE THROUGH REMOTE E-VOTING

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Entities", e-Voting process has been enabled for all Individual members holding shares in demat mode, by way of single login credential, through their demat accounts/ websites of Depositories/ Depository Participants (DPs), in order to increase the efficiency of the voting process. They can cast vote on the resolutions, without registering with e-Voting Service Provider (ESP) viz. KFin Technologies Limited ("KFin").

1. Individual members holding shares in demat mode:

Members are requested to access to a) Depositories e-Voting system; or b) Website of Depositories; or c) Demat Account and follow the below given process to cast vote.

2. Members other than “Individuals holding shares of the Company in demat mode”:

Members are requested to access to KFin e-Voting system and follow the below given process to cast vote.

1. Individual members holding shares in demat mode:

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) URL: https://eservices.nsdl.com(ii) Click on the “Beneficial Owner” icon under ‘IDeAS’ section.(iii) On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”(iii) Click on company name: “HT Media Limited” or e-Voting service provider “K-Fintech” and then 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) To register click on link: https://eservices.nsdl.com and select “Register Online for IDeAS” <p style="text-align: center;">OR</p> <ul style="list-style-type: none">https://eservices.nsdl.com/SecureWeb/IdasDirectReg.jsp(ii) Proceed with completing the required fields.(iii) Follow steps given 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) Open URL: https://www.evoting.nsdl.com/(ii) Click on the icon “Login” available under ‘Shareholder/ Member’ section.(iii) On the Login page, enter your User	<p>1. User already registered for Easi / Easiest:</p> <ul style="list-style-type: none">(i) Visit URL: https://web.cdslindia.com/myeasi/home/login <p style="text-align: center;">OR</p> <ul style="list-style-type: none">www.cdslindia.com and click on “Login” and select “New System Myeasi”(i) Enter your user id and password.(ii) Post successful authentication, please click on ‘E-voting’(iii) You will be requested to select the name of the Company: “HT Media Limited” or KFin and then you will be re-directed to KFin’s e-Voting page 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">(ii) To register click on the link: https://web.cdslindia.com/myeasi/Registration/EasiRegistration(i) Proceed with completing the required fields.(ii) Follow steps given 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) Open URL: www.cdslindia.com and select “E Voting”(ii) Provide BO ID/ demat account number and PAN(iii) System will authenticate user by