



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 21st (TWENTY-FIRST) ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty-first Annual General Meeting of Members of **HT Media Limited** will be held on **Wednesday, September 27, 2023 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, 2023 and the report 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, 2023 and the report of the Auditors thereon.

ITEM NO. 2

To appoint Shri Praveen Someshwar (DIN: 01802656), as a Director, who retires by rotation, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

ITEM NO. 3

Re-appointment of Smt. Shobhana Bhartia (DIN: 00020648) as Chairperson and Editorial Director of the Company and approval of remuneration

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 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) and the rules made thereunder and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof) and on the recommendation of Nomination & Remuneration Committee and Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for re-appointment of Smt. Shobhana Bhartia (DIN:00020648) as Chairperson and Editorial Director of the Company (Managing Director under the Act) for a period of 5 (five) years with effect from July 1, 2023, on the terms and conditions including remuneration for a period of 3 (three) years, as set out below:

1.	Basic Salary	Rs. 32,00,000/- per month with authority to the Board of Directors (which expression shall include a Committee thereof) to revise the basic salary from time to time taking into account the performance of the Company, however, subject to a ceiling of Rs.60,00,000/- per month.
2.	Housing	Fully furnished residential accommodation, the cost of which shall not exceed 60% of the basic salary per annum or House Rent Allowance in lieu thereof.
3.	Gas/Water/ Electricity	Actual expenditure upto a maximum of Rs. 28,80,000/- per annum
4.	Medical Expenses	Reimbursement of medical expenses incurred in India and abroad (including insurance premium for medical and hospitalization policy, if any) on actual basis for self and family, subject to ceiling of one month’s basic salary in a year or three month’s basic salary over a period of three years.
5.	Leave Travel Allowance	For self and family, once a year in accordance with rules of the Company
6.	Club Fees	Membership of one Club in India (including admission and membership fee).
7.	Entertainment expenses and other business expenses	Entertainment, travelling and all other expenses incurred for the business of the Company shall be reimbursed as per rules of the Company. Reimbursement of travelling expenses of spouse accompanying the Chairperson and Editorial Director on any official trip as per rules of the Company
8.	Car & Telephone	The Company shall provide car with driver and telephone at the residence of the Chairperson and Editorial Director, for the Company’s business.
9.	Personal Insurance	For an amount, premium of which shall not exceed one month’s basic salary.
10.	PF Contribution	Contribution to Provident Fund shall be as per rules of the Company.
11.	Gratuity	Gratuity payable shall not exceed half a month’s basic salary for each completed year of service.

12.	Other allowances, benefits and perquisites	Any other allowances, benefits and perquisites admissible to the senior officers of the Company as per rules of the Company, from time to time.
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RESOLVED FURTHER THAT so long as Smt. Shobhana Bhartia functions as the Chairperson & Editorial Director of the Company and draws the remuneration as mentioned above, she will not be paid any fees for attending the meetings of the Board or any Committee thereof.

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 resolution, without being required to seek any further consent or approval of the Members of 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. 4

Re-appointment of Shri Praveen Someshwar (DIN: 01802656) as Managing Director & Chief Executive Officer of the Company and approval of remuneration

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 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) and rules made thereunder and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof) and on the recommendation of Nomination & Remuneration Committee and Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded, for re-appointment of Shri Praveen Someshwar (DIN: 01802656) as Managing Director & Chief Executive Officer (CEO) of the Company (Whole-time Key Managerial Personnel u/s 203 of the Act) for a period of 5 (five) years with effect from 1st August, 2023, on the terms and conditions including remuneration for a period of 3 (three) years, as set out below:

1.	Basic Salary	Rs. 14,25,000/- per month with authority to Chairperson (hereinafter referred to as “the Authority”) to revise the Basic Salary from time to time, however, subject to a ceiling of Rs. 25,00,000/- per month
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2.	Entertainment	Entertainment expenses incurred for the business of the Company shall be reimbursed as per rules of the Company. Reimbursement of travelling expenses of spouse accompanying the Managing Director on any official trip as per rules of the Company.
3.	PF Contribution	Contribution to Provident Fund shall be as per rules of the Company.
4.	Gratuity	Gratuity payable shall not exceed half a month's Basic Salary for each completed year of service or as per prevailing Rule, whichever is higher.
5.	Other allowances, benefits, perquisites and variable pay	Aggregate of – (i) any other allowances, benefits & perquisites admissible to senior officers of the Company as per rules of the Company from time to time; and (ii) Variable pay, Bonus by whatever name called, to be fixed by the Authority on the basis of Company's performance; upto a maximum of 250% of aggregate of remuneration, under (1) to (4) above.

RESOLVED FURTHER THAT so long as Shri Praveen Someshwar functions as the Managing Director & CEO of the Company, and draws the remuneration as mentioned above, he will not be paid any fees for attending the meetings of the Board or any Committee thereof.

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 resolution, without being required to seek any further consent or approval of the Members of 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. 5

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 (including any statutory modification or re-enactment thereof), read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, 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, 2024, be and is hereby ratified.”

Place: New Delhi

Date: July 28, 2023

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, 02/2022 dated May 05, 2022, and 10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs ("MCA Circulars") and circular dated May 12, 2020, January 15, 2021, May 13, 2022, and January 05, 2023 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 Listing Regulations"), the 21st Annual General Meeting of the Company is being conducted through VC/OAVM facility, which does not require physical presence of members at the venue of the AGM. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company.
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 pursuant to Section 102 of the Act, **setting out material facts concerning the special business with respect to Item Nos. 3 to 5 forms part of this Notice.**
5. Members are requested to carefully read the **"The instructions for Members for remote e-voting and joining Annual General Meeting"** 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 facility. 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@nsdl.co.in. Institutional shareholders can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

8. Pursuant to the provisions of Regulation 36(3) of SEBI Listing Regulations 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, are given as **Annexure A** to this notice. The Company has received relevant disclosures/consent from the Directors seeking appointment/re-appointment.
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 Building, Tower B,
Plot No. 31 & 32, Financial District,
Nanakramguda, Serilingampally
Hyderabad, Rangareddy, Telangana, India -500032

Tel.: +91 - 40 - 67162222

Toll Free No.: 1800 309 4001

WhatsApp Number: (91) 910 009 4099

KPRISM (Mobile Application): <https://kprism.kfintech.com/>

E-mail id: einward.ris@kfintech.com

Corporate Website: <https://www.kfintech.com>

Website: <https://ris.kfintech.com>

Investor Support Centre (DIY Link): <https://ris.kfintech.com/clientservices/isc>

10. In compliance with above mentioned circulars of MCA and SEBI, the Notice calling this AGM along with the Annual Report for FY-23 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-23 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-23 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) respectively and the website National Securities Depository Limited (NSDL) (agency for providing the Remote e-voting facility) at www.evoting.nsdl.com
11. 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 above mentioned 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. [https://www.htmedia.in/wp-content/uploads/2023/03/Form SH-13.pdf](https://www.htmedia.in/wp-content/uploads/2023/03/Form_SH-13.pdf) and website of RTA viz. [https://ris.kfintech.com/clientservices/isc/default.aspx#isc download hrd](https://ris.kfintech.com/clientservices/isc/default.aspx#isc_download_hrd) for downloading Form SH-13 and other Nomination and KYC related documents.

12. 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.
13. 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.
14. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in demat form only, while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website under the weblink at [https://www.htmedia.in/wp-content/uploads/2023/03/Form ISR-4.pdf](https://www.htmedia.in/wp-content/uploads/2023/03/Form_ISR-4.pdf) and on the website of the Company's RTA at [https://ris.kfintech.com/clientservices/isc/default.aspx#isc download hrd](https://ris.kfintech.com/clientservices/isc/default.aspx#isc_download_hrd). It may be noted that any service request can be processed only after the folio is KYC compliant.
15. Pursuant to SEBI Circular no. SEBI/HO/MIRSD/MIRSDPoD1/P/CIR/2023/37 dated March 16, 2023, issued in supersession of earlier circulars issued by SEBI bearing nos. SEBI/HO/MIRSD/MIRSDRTAMB/P/CIR/2021/655 dated November 3, 2021 and SEBI/HO/MIRSD/MIRSDRTAMB/P/CIR/2021/687 dated December 14, 2021, SEBI has mandated all listed companies to record PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers of holders of physical securities. The folios wherein any one of the cited documents/details is not available on or after October 01, 2023, such folios shall be frozen by the RTA.

Folios remaining frozen till December 31, 2025, will be referred by the RTA/the Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002.

A communication, in this regard, was also sent, through post, to the Members holding shares in physical mode.

Members are further requested to quote their folio numbers/Client ID/DP ID in all correspondence with Company or the RTA.

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 and KYC proof(s) viz. PAN, Aadhar etc. for consolidating their holding in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.

17. 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, 2023, the Company has transferred unpaid/unclaimed dividend amounting Rs. 39,591/- for the Financial Year 2014-15 to Investor Education and Protection Fund (IEPF), and also transferred 4,073 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 2014-15 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 2015-16 on or before October 22, 2023 failing which the Company shall proceed to transfer the liable dividend and Equity shares to IEPF Authority.

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 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI Listing Regulations, and the MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using **remote e-voting** system as well as **e-voting during the meeting (venue voting)** on the date of the AGM will be provided by NSDL.
21. **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 23, 2023 (Saturday)
End of remote e-voting	Up to 5.00 p.m. (Server time) on September 26, 2023 (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 NSDL upon expiry of aforesaid period.

22. Persons whose name appears in the Register of Member/list of Beneficial Owners as on **September 20, 2023 (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 venue voting. 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) as Scrutinizer to scrutinize the remote e-voting and venue voting, 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 during the meeting and remote e-voting, and make a consolidated Scrutinizer's Report submission to the Chairman or any other person authorized by him.
25. The result of e-voting (remote e-voting and venue voting) 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 NSDL viz. www.evoting.nsdl.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