

**FORM NO. MGT-7**

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



# Annual Return

(other than OPCs and Small Companies)

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

L22121DL2002PLC117874

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AABCH3165P

(ii) (a) Name of the company

HT MEDIA LIMITED

(b) Registered office address

18-20,  
KASTURBA GANDHI MARG,  
NEW DELHI  
Delhi  
110001

(c) \*e-mail ID of the company

investor@hindustantimes.com

(d) \*Telephone number with STD code

01166561234

(e) Website

www.htmedia.in

(iii) Date of Incorporation

03/12/2002

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes  No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

Yes  No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1
2	National Stock Exchange Limited	1,024

(b) CIN of the Registrar and Transfer Agent

U72400TG2017PLC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32,  
Financial District, Nanakramguda, Serilingampally

(vii) \*Financial year From date  (DD/MM/YYYY) To date  (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held  Yes  No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted

Yes  No

(f) Specify the reasons for not holding the same

The AGM is scheduled to be held on 22 September, 2022

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	J	Information and communication	J1	Publishing of Newspapers, Books, periodicals, etc. activities	81.93
2	J	Information and communication	J4	Broadcasting and programming activities	9.77
3	J	Information and communication	J7	Data processing, hosting and related activities; web portal	8.3

### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

11

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	THE HINDUSTAN TIMES LTD	U74899DL1927PLC000155	Holding	69.51
2	HINDUSTAN MEDIA VENTURES +	L21090BR1918PLC000013	Subsidiary	74.4
3	NEXT MEDIAWORKS LIMITED	L22100MH1981PLC024052	Subsidiary	51
4	HT MUSIC AND ENTERTAINMEI +	U92131MH2005PLC313653	Subsidiary	100
5	NEXT RADIO LIMITED	U32201MH1999PLC122233	Subsidiary	48.6
6	HT MOBILE SOLUTIONS LIMITE +	U74900DL2009PLC187795	Subsidiary	8.43
7	HT NOIDA (COMPANY) LIMITE +	U70200DL2020PLC361660	Subsidiary	0
8	SYNGIENCE BROADCAST AHM +	U93090MH2017PLC293674	Subsidiary	0
9	MOSAIC MEDIA VENTURES PRI +	U74300DL2007PTC158884	Subsidiary	100
10	HT OVERSEAS PTE. LTD		Subsidiary	100
11	HT CONTENT STUDIO LLP		Associate	0

### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

#### (i) \*SHARE CAPITAL

##### (a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	362,500,000	232,748,314	232,748,314	232,748,314
Total amount of equity shares (in Rupees)	725,000,000	465,496,628	465,496,628	465,496,628

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	362,500,000	232,748,314	232,748,314	232,748,314
Nominal value per share (in rupees)	2	2	2	2

Total amount of equity shares (in rupees)	725,000,000	465,496,628	465,496,628	465,496,628
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**(b) Preference share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

**(d) Break-up of paid-up share capital**

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	14,363	232,733,951	232748314	465,496,628	465,496,628	
<b>Increase during the year</b>	0	184	184	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0

ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify		184	184			
Dematerialization						
<b>Decrease during the year</b>	184	0	184	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	184		184			
Dematerialization						
<b>At the end of the year</b>	14,179	232,734,135	232,748,314	465,496,628	465,496,628	

### Preference shares

<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

INE501G01024

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

**(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \***

Nil

[Details being provided in a CD/Digital Media]

Yes

No

Not Applicable

Separate sheet attached for details of transfers

Yes

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		<input type="text"/>	
Date of registration of transfer (Date Month Year)		<input type="text"/>	
Type of transfer	<input type="text"/>	1 - Equity, 2 - Preference Shares, 3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	

Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

**(iv) \* Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	960	1000000	960,000,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
<b>Total</b>			960,000,000

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	960,000,000	0	960,000,000
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)**

**(i) Turnover**

7,512,882,082

**(ii) Net worth of the Company**

10,524,278,933

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	3	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	



6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	161,777,090	69.51	0	
10.	Others		0	0	
	<b>Total</b>	161,777,093	69.51	0	0

**Total number of shareholders (promoters)**

9

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	54,836,149	23.56	0	
	(ii) Non-resident Indian (NRI)	1,482,405	0.64	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	4,518,774	1.94	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	7,817,100	3.36	0	
10.	Others (Clearing Members, IEPF, Tr +)	2,316,793	1	0	

	<b>Total</b>	70,971,221	30.5	0	0
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**Total number of shareholders (other than promoters)**

64,987

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

64,996

**(c) \*Details of Foreign institutional investors' (FIIs) holding shares of the company**

7

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
GOVERNMENT PENSIC +	BANKPLASSEN 2 P O BOX 1179 SEI +			2,945,476	1.27
DANSKE INVEST SICAV +	13 RUE EDWARD STEICHECN L-25 +			377,850	0.16
QUADRATURE CAPITA +	SUITE #7 GRAND PAVILION COMM +			372,467	0.16
DANSKE INVEST SICAV +	13 RUE EDWARD STEICHECN L-25 +			340,000	0.15
WULAR INDIA FUND	4TH FLOOR 19 BANK STREET CYBE +			335,517	0.14
DODONA HOLDINGS I +	STANDARD CHARTERED BANK Sec +			146,996	0.06
KUO PO CHIANG	6F NO. 92 FUXING RD WENSHAN D +			468	0

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS  
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	9	9
Members (other than promoters)	44,966	64,987
Debenture holders	0	1

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	1	2	1	2	0	0
<b>B. Non-Promoter</b>	1	4	1	4	0	0
(i) Non-Independent	1	0	1	0	0	0

(ii) Independent	0	4	0	4	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	2	6	2	6	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 10

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Shobhana Bhartia	00020648	Managing Director	1	
Rashmi Verma	01993918	Director	0	
Vikram Singh Mehta	00041197	Director	0	01/06/2022
Vivek Mehra	00101328	Director	0	
PS Jayakumar	01173236	Additional director	0	
Priyavrat Bhartia	00020603	Director	1	
Shamit Bhartia	00020623	Director	1	
Praveen Someshwar	01802656	Managing Director	0	
Dinesh Mittal	AAAPM1656Q	Company Secretar	189,889	31/05/2022
Piyush Gupta	AAJPG8665N	CFO	0	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

2

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Ajay Relan	00002632	Director	01/10/2021	Cessation
PS Jayakumar	01173236	Additional director	28/12/2021	Appointment

## IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

### A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	29/09/2021	54,345	260	71.24
NCLT Convened Meeting	29/03/2022	66,373	88	69.6

### B. BOARD MEETINGS

\*Number of meetings held

7

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	09/06/2021	8	7	87.5
2	18/06/2021	8	8	100
3	04/08/2021	8	8	100
4	29/10/2021	7	5	71.43
5	28/12/2021	7	7	100
6	28/01/2022	8	7	87.5
7	11/03/2022	8	4	50

### C. COMMITTEE MEETINGS

Number of meetings held

17

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	09/06/2021	4	4	100
2	Audit Committee	18/06/2021	4	4	100
3	Audit Committee	04/08/2021	4	4	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
4	Audit Committee	29/10/2021	3	3	100
5	Audit Committee	28/01/2022	4	4	100
6	Stakeholders'	08/03/2022	3	2	66.67
7	Nomination & I	18/06/2021	3	2	66.67
8	Nomination & I	28/12/2021	3	2	66.67
9	Banking & Fin	12/07/2021	3	2	66.67
10	Banking & Fin	18/08/2021	3	2	66.67

**D. \*ATTENDANCE OF DIRECTORS**

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	Shobhana Bha	7	6	85.71	1	1	100	
2	Rashmi Verma	7	7	100	4	4	100	
3	Vikram Singh	7	7	100	6	6	100	
4	Vivek Mehra	7	6	85.71	9	8	88.89	
5	PS Jayakumar	2	1	50	2	2	100	
6	Priyavrat Bhar	7	4	57.14	11	4	36.36	
7	Shamit Bharti	7	5	71.43	0	0	0	
8	Praveen Some	7	7	100	13	13	100	

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Shobhana Bhartia	Chairperson & E +	56,810,342	0		3,916,800	60,727,142
2	Praveen Someshwa +	Managing Direct +	46,980,515	0		1,744,200	48,724,715
	Total		103,790,857	0	0	5,661,000	109,451,857

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Piyush Gupta	Group Chief Fin +	31,528,503	0		863,100	32,391,603
2	Dinesh Mittal	Group General C +	25,951,202	0		810,029	26,761,231
	Total		57,479,705	0	0	1,673,129	59,152,834

Number of other directors whose remuneration details to be entered

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Ajay Relan	Independent Dir +	0			700,000	700,000
2	Rashmi Verma	Independent Dir +	0			850,000	850,000
3	Vikram Singh Mehta +	Independent Dir +	0			950,000	950,000
4	Vivek Mehra	Independent Dir +	0			1,000,000	1,000,000
5	Palamadai Sundara +	Independent Dir +	0			150,000	150,000
	Total		0			3,650,000	3,650,000

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year  Yes  No

B. If No, give reasons/observations

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

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(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

**XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment**

Yes  No

(In case of 'No', submit the details separately through the method specified in instruction kit)

**XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Whether associate or fellow  Associate  Fellow

Certificate of practice number

**I/We certify that:**

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ...  dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

**To be digitally signed by**

Director

DIN of the director

To be digitally signed by

Company Secretary

Company secretary in practice

Membership number

Certificate of practice number

**Attachments**

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach

Attach

Attach

Attach

**List of attachments**

Remove attachment

Modify

Check Form

Prescrutiny

Submit

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**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**