



HT Media Limited

CIN: L22121DL2002PLC117874

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

Ph.: +91-11-66561355 E-mail: investor@hindustantimes.com; website: www.htmedia.in

Corporate Office: 5th Floor, Lotus Tower, A Block, Community Centre, New Friends Colony, New Delhi-110025

Ph.: +91-11-6656 1234

NOTICE OF 22nd (TWENTY-SECOND) ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty-second Annual General Meeting of Members of **HT Media Limited** will be held on **Friday, September 27, 2024** 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, 2024 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, 2024 and the report of the Auditors thereon.

ITEM NO. 2

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

ITEM NO. 3

To appoint M/s S.R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No. 301003E/E300005) as Statutory Auditors and to fix their remuneration

To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification thereof for the time being in force and as may be enacted from time to time), approval of the Members of the Company be and is hereby accorded for appointment of M/s S.R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No. 301003E/E300005), as Statutory Auditors of the Company to hold office for a term of five years from the conclusion of this Annual General Meeting until the conclusion of Annual General Meeting to be held in the calendar year 2029 at a remuneration to be decided by the Board of Directors (including its Committees thereof), as detailed in explanatory statement annexed hereto”

SPECIAL BUSINESS

ITEM NO. 4

Re-appointment of Smt. Rashmi Verma (DIN: 01993918) as an Independent Director 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 Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (“Appointment Rules”) (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Act and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Articles of Association of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Smt. Rashmi Verma (DIN: 01993918) who holds the office as an Independent Director of the Company upto March 31, 2025 and is eligible for re-appointment and who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act along with the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing her candidature for the office of a Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of five consecutive years commencing from April 01, 2025 up to March 31, 2030 and that she shall not be liable to retire by rotation.

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

Ratification of the remuneration to be paid to M/s. Ramanath Iyer & Co, Cost Accountants, the Cost Auditor of FM Radio Business of the Company for Financial Year - 2025

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(3) and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company do hereby ratifies the remuneration of Rs. 80,000/- (excluding statutory levies and reimbursement of out-of-pocket expenses, if any), as approved by the Board of Directors, payable to M/s. Ramanath Iyer & Co, Cost Accountants, Cost Auditor, who have been appointed by the Board of Directors on the recommendation of the Audit Committee, as the Cost Auditors, to conduct audit of the cost records of FM Radio business of the Company, as applicable, for the financial year ending on March 31, 2025.*

***RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing resolution, the Board of Directors be and are hereby authorised to do all such acts, matters, deeds and things, including approving any amendments or alterations thereto, as it may in its absolute discretion deem necessary, expedient, 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 Members of the Company.”*

Place: New Delhi

Date: August 21, 2024

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

(Manhar Kapoor)
Group General Counsel & Company Secretary

NOTES:

- 1. Pursuant to recent circular dated September 25, 2023 issued by the Ministry of Corporate Affairs ('MCA Circular') and circular dated October 7, 2023 issued by Securities and Exchange Board of India ('SEBI Circular') and in compliance with the provisions of the Companies Act, 2013 ('the Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the 22nd 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. 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, Attendance Slip and Route Map are not annexed to this Notice.**
- 3. The Explanatory Statement pursuant to Section 102 of the Act, setting out material facts concerning the ordinary/special business with respect to Item Nos. 3, 4 and 5 forms part of this Notice.**
- 4. 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.**
- 5. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.**
- 6. 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.com**. Institutional/ Corporate 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.**
- 7. 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.

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

KFin Technologies Limited

Unit: HT Media Limited

Ramky Selenium Building, Tower B,
Plot No. 31 & 32, Financial District,
Nanakramguda, Serilingampally
Hyderabad, Rangareddy, Telangana, India -500032

Toll Free No.: 1800 309 4001

WhatsApp Number: (91) 910 009 4099

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

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

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

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

9. In compliance with above mentioned circulars of MCA and SEBI, the Notice calling this AGM along with the Annual Report for FY-24 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 as on **Wednesday, August 28, 2024**. Additionally, hard copies of Notice and Annual Report for FY-24 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-24 will also be available on the Company's website viz. **www.htmedia.in**, 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**.
10. 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/investor-relations>** and website of RTA viz **<https://ris.kfintech.com/clientservices/isc/isrforms.aspx>** for downloading Form SH-13 and other Nomination and KYC related documents.
11. 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.

12. 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.
13. 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, Members 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/investor-relations> and on the website of the Company's RTA at <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>. It may be noted that any service request can be processed only after the folio is KYC compliant.
14. 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.
15. 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, 2024, the Company has transferred unpaid/unclaimed dividend amounting Rs. 45,329/- for the Financial Year 2015-16 to Investor Education and Protection Fund (IEPF), and also transferred 8,502 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 2015-16 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 2016-17 on or before October 26, 2024 failing which the Company shall proceed to transfer the liable dividend and Equity shares to IEPF Authority.

16. 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** at least 7 days before the AGM, so that the information can be compiled in advance.
17. 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**
18. 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 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.
19. **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, 2024 (Monday)
End of remote e-voting	Up to 5.00 p.m. (Server time) on September 26, 2024 (Thursday)

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.

20. Persons whose name appears in the Register of Member/list of Beneficial Owners as on **Friday, September 20, 2024 (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.
21. 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.

22. After conclusion of e-voting at the AGM, Scrutinizer will scrutinize the votes cast during the meeting and remote e-voting and venue voting, make a consolidated Scrutinizer's Report for submission to the Chairman or any other person authorized by him.
23. 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, NSDL, National Securities Depository Limited and Central Depository Services (India) Limited. The Company will also display the result at its Registered Office and Corporate Office.
24. 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).
25. Any person holding shares in physical form, and non-individual Members 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. **Friday, September 20, 2024**, may obtain the login ID and password by sending a request at **www.evoting.nsdl.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 Members 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. **Friday, September 20, 2024**, may follow steps as below.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING ARE AS UNDER:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual Members holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depository Participants. Members are advised to update their mobile number and email id in their demat accounts in order to access e-voting facility.

Login method for Individual Members holding securities in demat mode for e- voting and joining virtual meeting is given below:

Type of Members	Login Method
Individual Members holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under Value added services. Click on “Access to e-voting” under e-voting services and you will be able to see e-Voting page. Click on company name or e-voting service provider i.e. NSDL and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. 4. Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

	<p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
<p>Individual Members holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-Voting service provider for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Members (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. upon logging in, you will be able to see e-Voting option. Click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-099-11

B) Login Method for e-Voting and joining virtual meeting for Members other than Individual Members holding securities in demat mode and Members holding securities in physical mode.

The login method for Members other than Individual Members holding securities in demat mode and Members holding securities in physical mode for e-voting and joining virtual meeting is given below:

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: **https://www.evoting.nsdl.com/** either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at **https://eservices.nsdl.com/** with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in	16 Digit Beneficiary ID

demat account with CDSL.	For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for Members other than Individual Members are given below:
- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those Members whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on **www.evoting.nsdl.com**
 - b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on **www.evoting.nsdl.com**
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at **www.evoting.nsdl.com** mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-voting period and casting your vote during the General Meeting. **For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.**
3. Now you are ready for e-voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Members

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on **www.evoting.nsdl.com** to reset the password.
2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the download section of **www.evoting.nsdl.com** or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager (NSDL) at **evoting@nsdl.com**

Process for those Members whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. Members holding shares in physical form and who have not registered/updated their KYC details including e-mail address with the Company or RTA, may register/update such details by downloading the relevant forms from the said link **https://ris.kfintech.com/clientservices/isc/default.aspx#isc_download_hrd** and sending them and sending the same physically along with the request letter duly filled with the details therein and attaching such documents as required in the forms to KFin Technologies Limited.

Unit: **HT Media Limited**, Selenium Building, Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India – 500 032 or by sending email to **einward.ris@kfintech.com**

2. Members holding shares in dematerialised mode and have not registered/updated their e-mail address, can register/update their email address with the Depository Participants where they maintain their demat accounts.

If you are an Individual Members holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-voting and joining virtual meeting for Individual Members holding securities in demat mode.**

3. Alternatively, Members may send a request to **www.evoting.nsdl.com** for procuring user id and password for e-voting by providing above mentioned documents.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the is explained at Step 1 i.e. Access to NSDL e-voting system.
2. Only those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system at the AGM.
3. Members who have voted through Remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM are given below:

Ms. Pallavi Mhatre,

Senior Manager (NSDL)

Email id: evoting@nsdl.com

Contact No.: 022 - 4886 7000

Address: National Securities Depository Limited 301, 3rd Floor, Naman Chambers, G Block, Plot No- C-32, Bandra Kurla Complex, Bandra East, Mumbai- 400051

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for

Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through laptops for better experience.
3. Further Members will be required use Internet with a good speed to avoid any disturbance during the meeting. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
4. Members who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at **investor@hindustantimes.com**.The same will be replied by the Company suitably.
5. Members who would like to express their views or ask questions during the AGM may pre-register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at **investor@hindustantimes.com** between September 20, 2024 (9:00 a.m. IST) to September 23, 2024 (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. Members are requested to wait for their turn to be called during the Question-and-Answer Session. Due to inherent limitation of transmission and coordination during the AGM, the Company may have to dispense with or curtail the Question-and-Answer Session. Hence, Members are encouraged to get themselves registered in advance to ask questions/queries etc. at the AGM.

STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Item No 3:

Reference of the Members is invited to the proceedings of the 17th Annual General Meeting (“AGM”) held on September 16, 2019, when the Members had appointed M/s B S R and Associates, Chartered Accountants (“B S R”) as Statutory Auditor of the Company, to hold office for a term of 5 (five) consecutive years from the conclusion of the said AGM, till the conclusion of the AGM to be held in the calendar year 2024. The current term of existing Statutory Auditors i.e. B S R is expiring on the conclusion of this AGM of the Company.

Accordingly, after evaluation of M/s S.R. Batliboi & Co. LLP, Chartered Accountants, (Firm Registration No. 301003E/E300005), (“SRB”), on various criteria viz. competency, technical capability, approach on transition, overall audit approach, sector expertise and understanding of the business of the Company, the Board of Directors on the recommendation of Audit Committee, recommends to the Members, the appointment of SRB as Statutory Auditors of the Company, in accordance with the provisions of Section 139 of the Companies Act, 2013, for a term of 5 (five) consecutive years to hold office from the conclusion of this AGM till the conclusion of AGM of the Company to be held in the calendar year 2029.

The proposed remuneration to SRB is Rs 73.30 Lakhs/- (including Limited Review for Q2 & Q3 FY25) payable in one or more installments and reimbursement of expenses, to conduct the audit for the financial year 2024-25, and thereafter, on payment of such remuneration and reimbursement of expenses, as may be mutually agreed between the Company and the said Statutory Auditors. The proposed remuneration for FY-25 is less than the fee being paid to the outgoing Auditors.

The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

Brief profile of SRB is as under:

S. R. Batliboi & Co. LLP (“the Firm/SRB”), a limited liability partnership firm incorporated in India, is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India (“ICAI”) with (ICAI Firm Registration No. 301003E/E300005). The Firm is part of S. R. Batliboi & Affiliates, a network of firms registered with the ICAI. The Firm was established in 1949 with its registered office in Kolkata and has offices across key cities in India. The Firm has a valid Peer Review certificate.

All the network firms including the Firm are primarily engaged in providing audit and assurance services to its clients. They along-with its network firms audit several large listed and private companies across diverse market segments including Industrial, Infrastructure, Consumer Products, Financial Services, Technology, Media and Entertainment, Telecommunications and Professional Services.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in passing the said Resolution.

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

Item No. 4

Smt. Rashmi Verma (DIN: 01993918) was appointed as an Independent Director of the Company pursuant to Section 149 of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014, by the Members at the Annual General Meeting held on September 21, 2020 to hold office from July 28, 2020 up to March 31, 2025. Her first term as an Independent Director will be completed on March 31, 2025.

In accordance with the provisions of Section 149 of the Act, an Independent Director may hold office for two terms up to five consecutive years each.

Smt. Rashmi Verma meets the criteria/requirements of an Independent Director as laid down under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 ("SEBI Listing Regulations").

All the relevant information as required under the provisions of the Act and related Rules, Secretarial Standard on General Meetings (SS-2) and under Regulation 36 of the SEBI Listing Regulations are provided in **Annexure A** to this Notice.

In terms of the applicable provisions of the Act and SEBI Listing Regulations, the Company has received from Smt. Verma (i) consent to act as Director u/s 152 of the Act (Form DIR-2); (ii) disclosure of interest u/s 184(1) of the Act (Form MBP-1); (iii) declaration u/s 164 of the Act (Form DIR- 8) to the effect that she is not disqualified to become a director including declaration that she is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority; (iv) declaration of independence u/s 149(6) of the Act and Regulation 16 of SEBI Listing Regulations including confirmation pursuant to Regulation 25(8) of the SEBI Listing Regulations that she is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact her ability to discharge his duties with an objective independent judgment and without any external influence; and (v) all other necessary information/declarations.

The Company has also received a notice in writing from a Member under Section 160 of the Act proposing her candidature for appointment as an Independent Director of the Company

The Nomination and Remuneration Committee, considering the knowledge, experience, integrity, diverse skills, expertise, contribution and based on the report of performance evaluation, has recommended to the Board for re-appointment of Smt. Rashmi Verma as an Independent Director for the second term of five years commencing from April 01, 2025 up to March 31, 2030. The Board is also of the view that Smt. Rashmi Verma, possesses the requisite skills and capabilities, which would be of immense benefit to the Company, and hence, it is desirable to re-appoint her as an Independent Director.

Accordingly, based on the recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on July 26, 2024, recommended the re-appointment of Smt. Rashmi Verma as an Independent Director of the Company, for the second term of five years commencing from April 01, 2025 up to March 31, 2030, to the Members for passing the special resolution, pursuant to Section 149 and other applicable provisions of the Act and the Rules made thereunder.

In the opinion of the Board and based on its evaluation, Smt. Rashmi Verma fulfils the conditions specified in the Act and Rules made thereunder and SEBI Listing Regulations for her reappointment as an Independent director of the Company and she is independent of the Management of the Company. The draft letter of re-appointment of Independent Director setting out the terms and conditions is available on the website of the Company and available for inspection without any fee by the Members at the Company's Registered Office.

In terms of Section.149, 150, 152 and other applicable provisions of the Act and related Rules made thereunder, Smt. Rashmi Verma, being eligible, is proposed to be re-appointed as an Independent Director for a period of five years with effect from April 01, 2025 up to March 31, 2030, and her office shall not be liable to retire by rotation.

None of the Directors, Key Managerial Personnel and their relatives except Smt Rashmi Verma are concerned or interested, financially or otherwise, in the resolution.

The Board commends the Special Resolution set out at Item No. 4 of the Notice for approval of Members.

Item No. 5

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 ending on March 31, 2025 at remuneration of Rs. 80,000/- (excluding applicable statutory levies and reimbursement of

out-of-pocket expenses). In terms of the provisions of Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the remuneration 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 remuneration 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 Resolution set out at Item No. 5 of the Notice for approval of Members.

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

**Place: New Delhi
Date: August 21, 2024**

**(Manhar Kapoor)
Group General Counsel & Company Secretary**

Annexure A (Annexure to Item No.2 and 4)

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

<u>Name of the Director</u>	<u>Shri Priyavrat Bhartia</u>	<u>Smt. Rashmi Verma</u>
Age	47 years	65 years
Nationality	Indian	Indian
Brief resume, experience, expertise in specific functional areas	<p>Shri Priyavrat Bhartia is the Director of the Company. He holds a Masters degree in Business Administration from Stanford University (USA). He started his career as a financial analyst with Wasserstein Perella & Co., New York, in 1998. He is also acting as Director in a number of Companies including HT Media Limited, Hindustan Media Ventures Limited, and Jubilant Enpro Private Limited.</p> <p>Expertise: Industrialist</p>	<p>Smt. Rashmi Verma, IAS (Retd.) has a rich experience of working in various sectors in her career spanning more than 40 years.</p> <p>She did her MBA (Project based) from University of Hull, UK. Her last posting before superannuation on 30th November, 2018 was Secretary, Ministry of Tourism, Govt. of India. She had earlier worked as Principal Secretary Tourism, Bihar cum CMD, Bihar State Tourism Corporation and before that as Additional Director General (Tourism), Govt. of India. She was associated with 'Incredible India' campaign as Additional DG, Tourism and with Incredible India 2.0 as Secretary Tourism. She has acquired special expertise in development of selected tourist sites by ensuring all round infrastructure development and better connectivity necessary for a world class destination. Prior to her posting as Secretary, Tourism, Mrs. Verma worked as Secretary, Ministry of Textiles, Govt. of India. She acquired deep knowledge of Goods and Services Tax (GST) and other related matters in her capacity as Additional Secretary, Department of Revenue, Govt. of India. While working in Department of Defence Production,</p>

		<p>Ministry of Defence, Mrs. Verma oversaw the working of Ordnance Factories and took initiatives for their modernisation and capacity expansion. Mrs. Verma also worked as Director / Joint Secretary Prime Minister's Office during 1998-2002. Currently, she is an Independent director on the Board of Indian Institute for Insolvency Professionals of India.</p> <p>Expertise: Public administration & Strategic Planning</p>
Qualification	MBA from Stanford University	MBA (Project based) from University of Hull, UK
Date of first appointment on Board	October 28, 2005	July 28, 2020
Relationship with other Directors inter se and Key Managerial Personnel	Son of Smt. Shobhana Bhartia, Chairperson and Brother of Shri Shamit Bhartia, Director	Not related to any Director / Key Managerial Personnel of the Company.
No. of Equity Shares of Rs. 2 each held in the Company (including shareholding as beneficial owner)	6	Nil
Terms and conditions of re-appointment along with details of remuneration sought to be paid	Director liable to retire by rotation Remuneration: Nil	Re-appointed as Independent Director, not liable to retire by rotation, for a term of 5 consecutive years w.e.f. April 01, 2025 till March 31, 2030. She will be entitled to remuneration by way of sitting fees for attending meeting(s) of the Board of Directors or Committee(s) thereof or for any other purpose, whatsoever as may be decided by the Board of Directors of the Company.
Remuneration last drawn (including sitting fee during FY-24) (Rs. in lacs)	Nil	Rs. 8 Lac was paid towards sitting fee for attending the meetings of the Board and its Committees till March 2024.

<p>Directorship held in other Companies (along with listed entities from which the person has resigned in the past three years) {excluding foreign companies}#</p>	<ol style="list-style-type: none"> 1. Hindustan Media Ventures Limited (Listed) 2. Jubilant Industries Limited (Listed) 3. Digicontent Limited (Listed) 4. Jubilant Pharmova Limited (Listed) 5. Jubilant Ingrevia Limited (Listed) 6. Earthstone Holding (Two) Private Limited 7. SSP Trustee Company Private Limited 8. Jubilant Enpro Private Limited 9. Jubilant Realty Private Limited 10. Ars Trustee Company Private Limited 11. Jubilant Agri and Consumer Products Limited 12. SPB Trustee Company Private Limited 13. PSB Trustee Company Private Limited 14. The Hindustan Times Ltd 15. SB Trusteeship Services Private Limited 16. SSBPB Investment Holding Private Limited <p>Shri Priyavrat Bhartia has not resigned from any listed entity in the past three years</p>	<ol style="list-style-type: none"> 1. PTC Energy Limited 2. UFlex Limited (Listed) 3. PTC India Limited (Listed) 4. Indian Institute of Insolvency Professionals of ICAI <p>Smt. Rashmi Verma has not resigned from any listed entity in the past three years</p>
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<p>List of the Committees of Board of Directors (across all companies) in which Chairmanship/ Membership is held*#</p>	<p>HT Media Limited</p> <ul style="list-style-type: none"> Stakeholders' Relationship Committee - Member <p>The Hindustan Times Limited</p> <ul style="list-style-type: none"> Audit Committee- Member <p>Hindustan Media Ventures Limited</p> <ul style="list-style-type: none"> Stakeholders' Relationship Committee - Member <p>Earthstone Holding (Two) Private Limited</p> <ul style="list-style-type: none"> Audit Committee- Member <p>Jubilant Pharmova Limited</p> <ul style="list-style-type: none"> Stakeholder Relationship Committee- Member 	<p>HT Media Limited</p> <ul style="list-style-type: none"> Stakeholders' Relationship Committee – Chairperson Audit Committee – Member <p>UFlex Limited</p> <ul style="list-style-type: none"> Audit Committee- Member <p>PTC Energy Limited</p> <ul style="list-style-type: none"> Audit Committee- Member
<p>No. of Board Meetings attended during FY- 24</p>	<p>3</p>	<p>4</p>
<p>Skills and capabilities required for the role and the manner in which the proposed person meets such requirements</p>	<p>-</p>	<p>Refer explanatory statement above</p>
<p>Justification for choosing the appointee for appointment- Skills and capability required for the role and the Director meets such requirement (in case of Independent Directors)</p>	<p>-</p>	<p>In the opinion of the Board and based on its evaluation over the last five years of her tenure in the Company, Smt. Verma possesses appropriate skills, qualification, experience & knowledge and fulfils the conditions specified in the Act, Rules made thereunder and SEBI Listing</p>

& Performance evaluation report or summary		Regulations for her re-appointment as an Independent Director of the Company.
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As per latest disclosure received from the Director.

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