



HT MEDIA LIMITED
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September 27, 2023

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai - 400001

National Stock Exchange of India Limited

Exchange Plaza, 5th Floor,
Plot No. C/1, Block G
Bandra-Kurla Complex, Bandra (East)
Mumbai- 400051

Scrip Code: 532662

Trading Symbol: HTMEDIA

Sub: Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') - Summary of Proceedings of 21st Annual General Meeting of HT Media Limited

Dear Sir(s),

This is to inform that the 21st Annual General Meeting ('AGM') of Members of HT Media Limited was held today i.e. Wednesday, 27th September, 2023 at 11:00 A.M. (IST) through Video Conferencing ('VC')/ Other Audio-Visual Means ('OAVM') in accordance with the applicable provisions of the Companies Act, 2023, Circular(s) issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India to transact the business as set forth in the Notice dated 28th July, 2023 convening the AGM.

In the above connection, please find enclosed herewith the summary of proceedings of the said AGM in due compliance of Regulation 30 read with Part A of Schedule III of the SEBI Listing Regulations, as amended from time to time.

The AGM concluded at 11:35 a.m. IST.

You are requested to take the above information on your record.

Thanking you,

Yours faithfully,

For **HT Media Limited**

(Manhar Kapoor)
Group General Counsel & Company Secretary

Encl.: As above

HT MEDIA LIMITED

Summary of the proceedings of the 21st Annual General Meeting

The 21st Annual General Meeting ('AGM' or 'meeting') of the Members of the Company was held today i.e. Wednesday, September 27, 2023 through Video Conferencing ('VC')/ Other Audio-Visual Means ('OAVM'), in accordance with the provisions of Companies Act, 2013 ('the Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circular(s) issued by Ministry of Corporate Affairs ('MCA') and the Securities and Exchange Board of India ('SEBI'), from time to time, in this regard.

The AGM commenced at 11:00 AM (IST) and concluded at 11:35 A.M. (IST) (*including time allowed for e-voting after the conclusion of the meeting*). 343 Members attended the AGM through VC.

Directors present:

1. Smt. Shobhana Bhartia, *Chairperson and Editorial Director*
2. Shri Vivek Mehra, *Independent Director and Chairman of Audit Committee*
3. Smt. Rashmi Verma, *Independent Director and Chairperson of Stakeholders' Relationship Committee and Nomination and Remuneration Committee*
4. Shri P.S. Jayakumar, *Independent Director*
5. Shri Sandeep Singhal, *Independent Director*
6. Shri Priyavrat Bhartia, *Non-Executive Director*
7. Shri Praveen Someshwar, *Managing Director & CEO*

In attendance:

1. Shri Piyush Gupta, *Group Chief Financial Officer*
2. Shri Manhar Kapoor, *Group General Counsel & Company Secretary*
3. Shri David Jones, *Representative of B S R and Associates, Chartered Accountants (Statutory Auditors)*
4. Shri N.C. Khanna, *Representative of N C Khanna Company Secretaries (Secretarial Auditors)*
5. Shri Sanket Jain, *Practicing Company Secretary (Scrutinizer)*

Gist of proceedings:

Shri Manhar Kapoor, Group General Counsel & Company Secretary welcomed the Members to the meeting. He apprised the Members that in accordance with the provisions of the Act & Rules made thereunder and SEBI Listing Regulations, the Company has extended to its Members the facility to exercise their right to vote for transacting the business as set forth in the Notice of the AGM, through remote e-voting facility and e-voting at the AGM, i.e. venue voting. He stated that remote e-voting facility commenced at 9.00 a.m. on 23rd September, 2023 and concluded at 5.00 p.m. on 26th September, 2023. Members who could not cast their vote through remote e-voting

could vote at the AGM. Further, the Members were informed that Mr. Sanket Jain, Practicing Company Secretary had been appointed as the Scrutinizer to scrutinize the voting process. He also mentioned that the Register of Directors & Key Managerial and their shareholding and the Register of Contracts and Arrangements in which Directors are interested and the certificate issued by Secretarial Auditors in terms of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 were available for inspection by Members electronically.

Smt. Shobhana Bhartia (Chairperson & Editorial Director), Chaired the Meeting. The Chairperson welcomed the Members and stated that necessary steps have been taken as required by law to enable the Members to participate and vote on all the items of agenda set forth in the notice convening the AGM.

On requisite quorum being present, Chairperson called the Meeting to order.

The Directors of the Company were present at the Meeting through VC from their respective locations. The Chairperson then introduced the Directors and Key Managerial Personnel to the Members attending the AGM and mentioned that Shri Shamit Bhartia could not attend the meeting.

Group General Counsel & Company Secretary informed that since the Annual Report containing the Board's Report, financial statements and other reports, along with notice of this meeting were already circulated to the Members at their registered email address, the same were taken as read. Also, there was no qualification or observation or any adverse remark or disclaimer in the Auditor's Report and Secretarial Auditor's Report, thus, the same were not required to be read at the meeting.

Items of business:

In terms of the Notice dated 28th July, 2023 convening the 21st AGM of the Company, the following business was transacted at the meeting through remote e-voting period and voting during the meeting:

<u>Item. No.</u>	<u>Resolution</u>	<u>Nature of Resolution</u>
<u>Ordinary Business</u>		
1.	Consideration and adoption of: a) the Audited Standalone Financial Statements of the Company for the financial year ended on 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 on March 31, 2023 and the Report of the Auditors thereon.	Ordinary
2.	Appointment of Shri Praveen Someshwar (DIN: 01802656), as a Director, who retires by rotation, and	Ordinary



	being eligible, offers himself for re-appointment.	
Special Business		
3.	Re-appointment of Smt. Shobhana Bhartia (DIN: 00020648) as Chairperson and Editorial Director of the Company and approval of remuneration	Special
4.	Re-appointment of Shri Praveen Someshwar (DIN: 01802656) as Managing Director & Chief Executive Officer of the Company and approval of remuneration	Special
5.	Ratification of remuneration to be paid to M/s. Ramanath Iyer & Co, Cost Accountants, Cost Auditor of FM Radio Business of the Company	Ordinary

For Item no. 3, Smt. Shobhana Bhartia, being interested did not Chair and in her place Shri Praveen Someshwar presided.

Members who attended the meeting were given an opportunity to ask questions and seek clarification(s). The Group Chief Financial Officer appropriately responded to the questions raised by them.

Chairperson announced that all items of the business set forth in the notice convening the meeting have been considered and e-voting at the meeting will be available for next 15 minutes and thereafter, the meeting will be concluded. She also stated that the results of voting shall be declared within the time prescribed therefore, and will be uploaded on the Company's website. The result shall be simultaneously intimated to the Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited & Depositories viz. National Securities Depository Limited and Central Depository Services (India) Limited.

Group General Counsel & Company Secretary proposed a vote of thanks to the Chair and requested the Members to proceed with e-voting.

The e-voting facility was kept open for the next 15 minutes to enable the Members to cast their vote. Upon completion of the e-voting process, the meeting was closed.

We hereby request you to take the above information on record.

For **HT Media Limited**

Place: New Delhi

Date: 27th September, 2023

(Manhar Kapoor)
Group General Counsel & Company Secretary

Note: The above document does not constitute Minutes of the proceedings of the Annual General Meeting.