



HT MEDIA LIMITED
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September 29, 2021

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C/1, G Block
Bandra - Kurla Complex, Bandra (East)
MUMBAI - 400 051

BSE Limited
P.J. Tower
Dalal Street
MUMBAI - 400 001

Trading Symbol: HTMEDIA

Scrip Code: 532662

Dear Sirs,

Sub: Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR') - Proceedings of 19th Annual General Meeting ('AGM') of HT Media Limited

This is to inform that the 19th AGM of members of HT Media Limited was held today, i.e. 29th September, 2021 via Video-Conferencing/Other Audio Visual Means.

Please find enclosed herewith proceedings of the said AGM in due compliance of Regulation 30 of SEBI LODR.

This is for your information and records.

Thanking you,

Yours faithfully,

For HT Media Limited


(Dinesh Mittal)

Group General Counsel & Company Secretary

Encl.: As above

HT MEDIA LIMITED

Proceedings of the 19th Annual General Meeting

The 19th Annual General Meeting ('AGM' or 'Meeting') of the Members of HT Media Limited was held on Wednesday, the 29th September, 2021 via Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM'), in accordance with the provisions of the Companies Act, 2013 & Rules made thereunder (the 'Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR') 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 meeting commenced at 11:00 A.M. (IST) and concluded at 12:05 P.M. (IST) (*including time allowed for e-voting at the AGM i.e. InstaPoll*). 259 Members attended the AGM through VC.

Directors present:

1. Smt. Shobhana Bhartia, *Chairperson and Editorial Director*
2. Smt. Rashmi Verma, *Independent Director*
3. Shri Vikram Singh Mehta, *Independent Director*
4. Shri Vivek Mehra, *Independent Director; Chairman of Audit Committee; and representing Chairman of Nomination and Remuneration Committee*
5. Shri Shamit Bhartia, *Director*
6. Shri Praveen Someshwar, *Managing Director & Chief Executive Officer; and representing Chairman of Stakeholder's Relationship Committee*

In attendance:

1. Shri Dinesh Mittal, *Group General Counsel & Company Secretary*
2. Shri Piyush Gupta, *Group Chief Financial Officer*

Invitees:

1. Mr. Rajesh Arora, *Representative of B S R and Associates, Chartered Accountants (Statutory Auditor)*
2. Mr. N.C. Khanna (*Secretarial Auditor*)
3. Mr. Vimal Gupta, *Representative of Ramanath Iyer & Co., Cost Accountants (Cost Auditor)*
4. Mr. Sanket Jain, *Practicing Company Secretary (Scrutinizer)*

Gist of proceedings:

Smt. Shobhana Bhartia, Chairperson and Editorial Director, chaired the meeting. She welcomed the members who joined the AGM through VC. The requisite quorum being present, the meeting was called to order. Thereafter, She introduced the Directors, Key Managerial



Personnel and invitees to the members and mentioned that Shri Ajay Relan, Chairman of the Nomination & Remuneration Committee ('NRC') and Stakeholders' Relationship Committee ('SRC') is unable to attend the AGM due to sudden medical exigency. Shri Priyavrat Bhartia could not attend the meeting due to his pre-occupation. Shri Vivek Mehra, member of NRC, is representing the Chairman of NRC and Shri Praveen Someshwar, member of SRC, is representing the Chairman of SRC.

Smt. Shobhana Bhartia 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 out in the notice convening the AGM.

Shri Dinesh Mittal, Group General Counsel & Company Secretary apprised the Members that in accordance with the provisions of the Companies Act, 2013 and rules made thereunder, the Company has extended to its members the facility to exercise their right to vote on all the items of agenda of this meeting through remote e-voting facility, and e-voting at the AGM. He mentioned that remote e-voting facility commenced at 9.00 a.m. on 25th September 2021 and concluded at 5.00 p.m. on 28th September 2021. Members who could not cast their vote by remote e-voting can vote at the AGM. Shri Sanket Jain, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the voting process. Shri Dinesh Mittal also mentioned that the "Register of Directors & Key Managerial Personnel and their shareholding", "Register of Contracts and Arrangements in which Directors are interested" and other relevant documents, are available for on-line inspection by members.

Since the Annual Report for FY-21 containing the Board's report, financial statements and other reports, alongwith notice of this meeting have already been circulated to the members on their registered email address as per circular(s) issued by MCA and SEBI in this regard, the same were taken as read. Since, there was no qualification or observation or any adverse remark or disclaimer in the Auditor's Report and Secretarial Auditor's Report, the same were not required to be read at the meeting.

Items of business:

Following ordinary items of business set out in the notice convening this AGM were transacted at the meeting as Ordinary Resolution(s). Since, Smt. Shobhana Bhartia being relative of Shri Priyavrat Bhartia, was interested in Item no. 2 of the agenda, with the permission of members present, Shri Praveen Someshwar chaired the meeting for said item:

1. To consider and adopt:
 - a) the audited standalone financial statements of the Company for the financial year ended March 31, 2021 and the reports of the Board of Directors and Auditor thereon; and
 - b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2021 and report of the Auditor thereon.
2. To appoint of Shri Priyavrat Bhartia (DIN: 00020603) as Director, who retires by rotation and, being eligible, offers himself for re-appointment.



Following special item nos. 3 and 4 set out in the notice convening this AGM were transacted at the meeting as Ordinary and Special Resolutions, respectively:

3. To ratify remuneration to be paid to M/s. Ramanath Iyer & Co, Cost Accountants as Cost Auditor of FM Radio business of the Company for the financial year ended on March 31, 2021.
4. To re-appoint of Shri Vivek Mehra (DIN: 00101328) as Independent Director of the Company, not liable to retire by rotation, for second term of 5 years from April 1, 2022 till March 31, 2027.

Thereafter, 24 shareholders who had pre-registered themselves as 'Speaker' were given the opportunity to express their views/speak at the meeting. Out of these 24 pre-registered speakers, 16 shareholders did not turn up to speak. Queries/questions of 8 shareholders were suitably replied by Group Chief Financial Officer.

After the Q&A session was over, Chairperson announced that all the items of business set out in the notice convening the meeting have been considered, and e-voting at the meeting is being activated which will be available for next 15 minutes. Thereafter, the meeting will be concluded. She also informed that result of voting (*remote e-voting and e-voting at the AGM*) shall be declared within the time prescribed therefor, and the same will be uploaded on the Company's website and intimated to the Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited.

The meeting concluded with a vote of thanks to the Chair.

Place: New Delhi

Date: September 29, 2021

For HT Media Limited


(Dinesh Mittal)
Group General Counsel & Company Secretary

Note: The above document does not constitute minutes of the proceedings of the AGM.