

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]



सत्यमेव जयते

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

L21090BR1918PLC000013

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAGCS0920E

(ii) (a) Name of the company

HINDUSTAN MEDIA VENTURES

(b) Registered office address

BUDH MARG,
P.S.-KOTWALI
PATNA
Bihar
800001

(c) *e-mail ID of the company

hmvlinvestor@livehindustan.c

(d) *Telephone number with STD code

01166561234

(e) Website

www.hmvl.in

(iii) Date of Incorporation

09/07/1918

(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 of India Limited	1,024

(b) CIN of the Registrar and Transfer Agent

L72400TG2017PLC117649

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, N
anakramguda, Serili ngampally NA

(vii) *Financial year From date 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

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

(a) If yes, date of AGM 26/09/2023

(b) Due date of AGM 30/09/2023

(c) Whether any extension for AGM granted ☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 1

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	93.08

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

*No. of Companies for which information is to be given 3

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	THE HINDUSTAN TIMES LIMITE	U74899DL1927PLC000155	Holding	0
2	HT MEDIA LIMITED	L22121DL2002PLC117874	Holding	74.4

3	HT NOIDA (COMPANY) LIMITED	U70200DL2020PLC361660	Subsidiary	100
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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	87,000,000	73,671,548	73,671,548	73,671,548
Total amount of equity shares (in Rupees)	870,000,000	736,715,480	736,715,480	736,715,480

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
EQUITY SHARES				
Number of equity shares	87,000,000	73,671,548	73,671,548	73,671,548
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	870,000,000	736,715,480	736,715,480	736,715,480

(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
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	2,812	73,668,736	73671548	736,715,480	736,715,480	
Increase during the year	0	2,801	2801	0	0	0
i. Pubic 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	0	2,801	2801			
Physical shares Dematerialised						
Decrease during the year	2,801	0	2801	0	0	0
i. Buy-back of shares	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	2,801	0	2801			
Physical shares Dematerialised						
At the end of the year	11	73,671,537	73671548	736,715,480	736,715,480	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	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						
Decrease during the year	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						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE871K01015

(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

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"/>			
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

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

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

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	0	0	0
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**

7,134,010,831

(ii) Net worth of the Company

15,242,103,619

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	54,808,457	74.4	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)	0	0	0	
10.	Others	0	0	0	
	Total	54,808,457	74.4	0	0

Total number of shareholders (promoters)

1

(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	16,029,273	21.76	0	
	(ii) Non-resident Indian (NRI)	309,325	0.42	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	94,191	0.13	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	2,109,823	2.86	0	
10.	Others Clearing Members, Trust an	320,479	0.44	0	
	Total	18,863,091	25.61	0	0

Total number of shareholders (other than promoters)

25,108

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

25,109

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

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Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
PREMIER INVESTMENT	C/o DTOS Ltd 10th FLOOR RAFFLE			55,694	0.08
ACADIAN EMERGING I	MAPLES CORPORATE SERVICES UC			21,491	0.03
POLUS GLOBAL FUND	3RD FLOOR NEXTERACOM TOWER			10,000	0.01
VESPERA FUND LIMITE	4TH FLOOR 19 BANK STREET CYBE			4,516	0.01
QUADRATURE CAPITA	Suite #7 Grand Pavillon Commerc			2,490	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	1	1
Members (other than promoters)	27,520	25,108
Debenture holders	0	0

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
A. Promoter	0	0	0	0	0	0
B. Non-Promoter	1	7	1	7	0	0
(i) Non-Independent	1	3	1	3	0	0
(ii) Independent	0	4	0	4	0	0
C. Nominee Directors representing	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	1	7	1	7	0	0

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

11

(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	Director	0	
Ashwani Windlass	00042686	Director	0	
Mukesh Aghi	00292205	Director	0	
Savitri Kunadi	00958901	Director	0	
Sameer Singh	08138465	Director	0	
Priyavrat Bhartia	00020603	Director	0	
Shamit Bhartia	00020623	Director	0	
Praveen Someshwar	01802656	Managing Director	0	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Samudra Bhattacharya	ABKPB6241R	CEO	0	
Anup Sharma	AAKPS0255P	CFO	0	02/11/2023
Punit Kumar Chellaram	AHFPC0207M	Company Secretar	0	06/09/2023

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

4

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)
Punit Kumar Chellaram	AHFPC0207M	Company Secretar	04/04/2022	Appointment
Sandeep Gulati	ACFPG5177K	CFO	24/06/2022	Cessation
Anup Sharma	AAKPS0255P	CFO	04/08/2022	Appointment
Sameer Singh	08138465	Director	21/09/2022	Change in Designation

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

1

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	21/09/2022	26,849	46	75.33

B. BOARD MEETINGS

*Number of meetings held

4

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	26/05/2022	8	7	87.5
2	04/08/2022	8	8	100
3	02/11/2022	8	8	100
4	13/02/2023	8	7	87.5

C. COMMITTEE MEETINGS

Number of meetings held

15

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	26/05/2022	4	4	100
2	Audit Committee	04/08/2022	4	4	100
3	Audit Committee	02/11/2022	4	4	100
4	Audit Committee	13/02/2023	4	4	100
5	Nomination and Remuneration	26/05/2022	3	2	66.67
6	Nomination and Remuneration	29/07/2022	3	2	66.67
7	Nomination and Remuneration	13/02/2023	3	2	66.67
8	Stakeholders' Meeting	13/02/2023	3	2	66.67
9	Risk Management	27/09/2022	3	2	66.67
10	Risk Management	22/03/2023	3	3	100

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	26/09/2023
								(Y/N/NA)
1	Shobhana Bhargava	4	4	100	3	0	0	No
2	Ashwani Winda	4	4	100	9	9	100	Yes
3	Mukesh Agnihotri	4	4	100	3	3	100	No
4	Savitri Kunadi	4	4	100	5	5	100	Yes
5	Sameer Singh	4	4	100	9	7	77.78	Yes
6	Priyavrat Bhardwaj	4	3	75	6	2	33.33	No
7	Shamit Bhartiya	4	3	75	2	1	50	Yes
8	Praveen Somani	4	4	100	12	12	100	Yes

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

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Praveen Someshwar	Managing Director	79,634,569	0	0	2,525,400	82,159,969
	Total		79,634,569	0	0	2,525,400	82,159,969

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

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Samudra Bhattacharya	Chief Executive	51,912,845	0	0	713,604	52,626,449
2	Anup Sharma	Chief Financial Officer	8,255,624	0	0	234,504	8,490,128
3	Punit Kumar Chellappa	Company Secretary	3,956,140	0	0	185,640	4,141,780
	Total		64,124,609	0	0	1,133,748	65,258,357

Number of other directors whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Ashwani Windlass	Independent Director	0	0	0	900,000	900,000
2	Savitri Kunadi	Independent Director	0	0	0	700,000	700,000
3	Sameer Singh	Independent Director	0	0	0	800,000	800,000
	Total		0	0	0	2,400,000	2,400,000

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

(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

Manish Gupta

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

4095

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. ...

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dated

22/07/2019

(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

Shamit
Bhartia

DIN of the director

00020623

To be digitally signed by

SANKE
T JAIN

- ☐ Company Secretary
- ☒ Company secretary in practice

Membership number 26531

Certificate of practice number 12583

Attachments

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

Attach

Attach

Attach

Attach

List of attachments

Committee Meetings.pdf
Note to MGT-7.pdf
MGT-8_HMVL_2022-23.pdf
Clarification Letter_HMVL.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

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

RMG & ASSOCIATES

Company Secretaries

Form No. MGT-8

***[Pursuant to Section 92(2) of the Companies Act, 2013 and
Rule 11(2) of Companies (Management and Administration)
Rules, 2014]***

CERTIFICATE BY COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of **Hindustan Media Ventures Limited** having CIN: **L21090BR1918PLC000013** (hereinafter referred to as “the Company”) as required to be maintained under the Companies Act, 2013 (“the Act”) and the rules made thereunder for the Financial Year ended on **March 31, 2023**. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. As per the information furnished to us, the status of compliance(s) of the provisions of the Act & Rules made thereunder, during the aforesaid financial year, is provided hereunder:
 1. As per the information available on website of Ministry of Corporate Affairs, the status of Company is Active Compliant and continues to be Listed Public Company, Limited by Shares and having its Registered Office at **Budh Marg, P.S.-Kotwali, Patna, Bihar-800001** and Corporate Office at **Hindustan Times House (2nd Floor), 18-20, Kasturba Gandhi Marg, New Delhi-110001**.
 2. As per the information provided to us the Company has maintained the registers/records & has made necessary entries therein, in accordance with the applicable provisions of the Act.
 3. The Company has generally filed such forms and returns as stated in ‘**Annexure**’ to this certificate, with the Registrar of Companies, Patna and IEPF Authority, as on the dates as specified in the said annexure in compliance of the Act. Further, as per the information provided to us, the Company has not filed any form(s) or return(s) with the Central Government, Regional Director, National Company Law Tribunal or other authorities & Court except to as mentioned in below as per the Companies Act, 2013, during the period under review.
 4. The Company has called, convened and held the meetings of Board of Directors and its Committees and the Annual general Meeting of members of the Company on such dates as stated in the Annual Return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions(s), have been recorded in the Minute Book/ Registers maintained

for the purpose and the same have been signed.

Further, the Company convened its Annual General Meeting on September 21, 2022 through Video Conferencing ("VC"/Other Audio-Visual Means ("OAVM") and the e-voting was done by the shareholders of the Company in compliance with General Circular No. 14/2020, 17/2020, 20/2020 and 02/2022 dated April 08, 2020, April 13, 2020, May 05, 2020 and May 05, 2022 respectively issued by the Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by the Securities and Exchange Board of India ("SEBI") to the extent applicable.

5. As per the information provided, the Company was not required to close its Register of Members/Security holders, during the period under review.
6. As per the information furnished to us and in accordance with audited financial statements, the Company has not made any loans/advances to its directors and/or persons or firms or companies referred in section 185 of the Act, during the period under review.
7. As per the minutes of the Audit Committee and other information furnished to us and in accordance with audited financial statements, all the contracts/ arrangements/ transactions entered or modified by the Company, with related parties, were in compliance with the provisions of Section 188 of the Act to the extent applicable during the period under review.
8. The Company has not issued, allotted and bought back any securities and there were no instances of redemption of preference shares or debentures, alteration or reduction of share capital, conversion of shares/securities during the period under review. Being a listed company, the equity shares are freely traded on the Stock Exchanges.

However, the Company have issued and redeemed the Commercial Papers during the period under review.

9. There was no transaction necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act during the period under review.
10. During the period under review, the Company has not declared any dividend for the year ended March 31, 2023. Further, as confirmed by the management, the Company has transferred unpaid/unclaimed dividend amounting to Rs. 87,601/- pertaining to the Financial Year 2014-15 to Investor Education and Protection Fund (IEPF), and 121 equity shares of the Company to the demat account of IEPF Authority in respect of which dividend was unpaid/unclaimed for last seven years.
11. The audited financial statement of the Company, for the period under review, were signed as per the provisions of Section 134 of the Act and report of Directors, for the aforesaid period, is in accordance with sub-sections (3), (4) and (5) of Section 134 of the Act.

12. During the period under review:

- i) The Board of Directors of the Company comprised with Executive, Non-Executive including Independent and Women Director;
- ii) There are no changes in the composition of the Board of Directors except to change in designation of Mr. Sameer Singh. Further, the changes in the Key Managerial Personnel took place during the period under review were carried out in compliance with the provisions of the Act;
- iii) The Company has complied with the provisions relating to disclosure of Directors of the Company, appointment and cessation of Key Managerial Personnel(s) and their remuneration, to the extent applicable.

Further, majorly following changes were made in the Composition of Board of Directors and Key Managerial Personnel during the period under review:

S. No.	Name of Director/KMP	DIN/PAN	Designation	Date of appointment /change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
1.	Mr. Punit Kumar Chellaramani	AHFPC0207M	Company Secretary	April 04, 2022	Appointment
2.	Mr. Sandeep Gulati	ACFPG5177K	Chief Financial Officer	June 24, 2022	Cessation
3.	Mr. Anup Sharma	AAKPS0255P	Chief Financial Officer	August 04, 2022	Appointment
4.	Mr. Sameer Singh	08138465	Independent Director	September 21, 2022	Change in Designation

13. The Company had appointed M/S B S R & Associates, Chartered Accountant [Firm Registration No-128901W] in the Annual General Meeting held on September 19, 2019 to hold office from the conclusion of said AGM till the conclusion of AGM to be held in the calendar year 2024.
14. During the period under review, the Company has not obtained any approval from the Central Government, National Company Law Tribunal, Regional Director, Registrar of Companies or such other authorities under the provisions of the Act and rules made there under.
15. As per the information furnished to us and in accordance with the Auditor's Report, the Company has not invited/ accepted, renewed or repaid any deposits falling within the purview of relevant Sections of the Act, during the period under review.
16. The details of borrowing have been disclosed in the Financial Statements of

the Company, prepared for the period under review. Further, as confirmed by the Management of the Company, the Company has not borrowed any secured funds from its directors, members and public financial institutions except from banks. Accordingly following charges has been created/modified by the company during the period under reviews:

S. No.	Charge ID	Charge Holder Name	Creation or Modification	Date of creation/ modification
1.	100586560	Barclays Bank Plc	Creation	03/06/2022
2.	100203827	Citi Bank N.A.	Modification	21/09/2022

17. As per the information furnished to us and in accordance with the Statutory Auditor's Report, the loans and investments made by the Company to other bodies corporate are in accordance with provisions of Section 186 of the Act. Further, during the period under review, no approval was accorded to give any guarantee or provided any securities to other bodies corporate or persons falling under the purview of section 186 of the Act.
18. The Company has not altered any provision of the Memorandum of Association and/or Articles of Association of the Company during the period under review.

For RMG & Associates
Company Secretaries

MANISH Digitally signed by
MANISH GUPTA
Date: 2023.10.17
17:01:14 +05'30'
GUPTA

Place: New Delhi
Date: 17.10.2023
UDIN: F005123E001344362

CS Manish Gupta
Partner
C.P. No.: 4095; FCS: 5123

Annexure-A

Forms and Returns as filed by the Company with the **Registrar of Companies**, Patna and IEPF Authority, for the Financial Year ended on **March 31, 2023** majorly covered following:

S. No.	Form/ Return	Under Section/ Rule of Companies Act, 2013	Date of filing	Whether filed within prescribed time	If delay in filing whether requisite additional fees paid or not
1	Form DIR -12	Section 203	08/04/2022	Yes	N.A.
2	Form MSME-I	Section 405	30/04/2022	Yes	N.A.
3	Form MGT-14	Section 117	13/06/2022	Yes	N.A.
4	Form DPT-3	Rules 16A	25/06/2022	Yes	N.A.
5	Form CHG-1	Section 77	01/07/2022	Yes	N.A.
6	Form DIR-12	Section 152	01/07/2022	Yes	N.A.
7	Form MGT-14	Section 179	02/09/2022	No	Paid
8	Form MGT-14	Section 179	02/09/2022	Yes	N.A.
9	Form DIR-12	Section 203	02/09/2022	Yes	N.A.
10	Form MGT-14	Section 179	13/09/2022	Yes	N.A.
11	Form DIR-12	Section 170	26/09/2022	Yes	N.A.
12	Form IEPF-1	Rule 5(1)	30/09/2022	Yes	N.A.
13	Form MGT-15	Section 121	12/10/2022	Yes	N.A.
14	Form MGT-14	MCA Circular No. 14/2020	06/10/2022	Yes	N.A.
15	Form CHG-1	Section 77	17/10/2022	Yes	N.A.
16	Form AOC-4 XBRL	Section 137	20/10/2022	Yes	N.A.
17	Form MSME-I	Section 405	27/10/2022	Yes	N.A.
18	Form MGT-14	Section 179	03/11/2022	Yes	N.A.
19	Form IEPF-2	Rule 5(8)	10/11/2022	Yes	N.A.
20	Form MGT-14	Section 179	11/11/2022	Yes	N.A.
21	Form MGT-7	Section 92	16/11/2022	Yes	N.A.
22	Form MGT-14	Section 179	19/12/2022	Yes	N.A.
23	Form MGT-14	Section 179	15/02/2023	Yes	N.A.
24	Form MGT-14	Section 179	21/02/2023	Yes	N.A.
25	Form Addendum AOC-4 CSR-2	Rule 12	31/03/2023	Yes	N.A.

For RMG & Associates
Company Secretaries

MANISH GUPTA
Digitally signed by
MANISH GUPTA
Date: 2023.10.17
17:01:31 +05'30'

Place: New Delhi
Date: 17.10.2023
UDIN: F005123E001344362

CS Manish Gupta
Partner
C.P. No.: 4095; FCS: 5123

HINDUSTAN MEDIA VENTURES LIMITED

C. COMMITTEE MEETINGS

S. No.	Type of meeting	Date of meeting	Total number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
11	Investment and Banking Committee	26/07/2022	3	2	66.67
12	Investment and Banking Committee	07/09/2022	3	2	66.67
13	Investment and Banking Committee	18/10/2022	3	2	66.67
14	Investment and Banking Committee	15/12/2022	3	2	66.67
15	Investment and Banking Committee	17/01/2023	3	2	66.67

NOTE TO MGT-7:

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

(INCLUDING JOINT VENTURES)

The Company is partner in a Limited Liability Partnership namely, HT Content Studio LLP (HTCS). The Company holds 99.99% of total contribution in HTCS.

Registrar of Companies,
Maurya Lok Complex, Block A
Western Wing, 4th Floor,
Dak Banglow Road
Patna – 800001

22nd November, 2023

Sub: Clarification regarding affixing DSC on Form MGT-7 (Annual Return)

Dear Sir,

This is to inform you that we are facing issue in affixing DSC of Mr. Nikhil Sethi, Company Secretary (ICSI Membership No. A18883) of Hindustan Media Ventures Limited (the 'Company') on Annual Return form i.e. MGT-7 for FY-23. At the time of pre-scrutiny, form shows an error that **"Membership number of the Company Secretary is not associated with the Company"** (*screenshot of the error is given below*). However, we have already filed DIR-12 related to his appointment in ROC and also registered the DSC on MCA portal.

Also, we have raised the Complaint on MCA (Complaint No. FO_202311141208016) about the error but we have not received any solution for the same. The last date of filing MGT-7 by the Company is on 24th November, 2023.

As per Section 92 of the Companies Act, 2013, the Annual Return filed by the Company shall be signed by a director and the Company Secretary, or where there is no Company Secretary, by a Company Secretary in practice.

Keeping in view of the above in place of signature of Company Secretary of the Company, we are affixing Digital Signature of Mr. Sanket Jain, Company Secretary in practice.

The screenshot shows the MCA21 portal interface for filing the MGT-7 form. The form is titled 'HMVL_Form_MGT_7.pdf'. The 'DIN of the director' field is filled with '00020623'. The 'To be digitally signed by' section has 'Company Secretary' selected. The 'Membership number' field is filled with '18883'. An error message box is displayed in the center, stating: 'Membership Number 18883 is not associated with the company under the selected designation.' The 'Attachments' section lists four items: '1. List of share holders', '2. Approval letter for extension of AGM', '3. Copy of MGT-8', and '4. Optional Attachment(s), if any'. The 'Attachments' list shows two files: 'Note to MGT-7.pdf' and 'MGT-8_HMVL_2022-23.pdf'. The 'Prescrutiny' button is highlighted. The bottom of the form states: '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'.

Registered Office :
Budh Marg, Patna - 800001
Ph.: 0612-2223434, 2223772, 2223413, 2223314, 2225538
Fax : 0612-2226120

Digitaly signed by Samudra Bhattacharya
Date: 2023.11.23 20:26:26 +05'30'

Registered Office :
Budh Marg, Patna - 800001
Ph.: 0612-2223434, 2223772, 2223413, 2223314, 2222538
Fax : 0612-2226120