

# 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

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

tridib.barat@livehindustan.cor

(d) \*Telephone number with STD code

01166561608

(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

U72400TG2017PTC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

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

(vii) \*Financial year From date 01/04/2019 (DD/MM/YYYY) To date 31/03/2020 (DD/MM/YYYY)

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

(a) If yes, date of AGM

14/09/2020

(b) Due date of AGM

30/09/2020

(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	100

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

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

4

Pre-fill All

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

3	HT NOIDA (COMPANY) LIMITED	U70200DL2020PLC361660	Subsidiary	100
4	HT CONTENT STUDIO LLP		Associate	99.99

#### 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
<b>Equity shares</b>				
<b>At the beginning of the year</b>	73,393,770	733,937,700	733,937,700	
<b>Increase during the year</b>	277,778	2,777,780	2,777,780	0
i. Pubic Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify	277,778	2,777,780	2,777,780	
Shares issued pursuant to scheme of arrangement				
<b>Decrease during the year</b>	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
<b>At the end of the year</b>	73,671,548	736,715,480	736,715,480	
<b>Preference shares</b>				
<b>At the beginning of the year</b>	0	0	0	
<b>Increase during the year</b>	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0

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

(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)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	

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

**(iv) \*Indebtedness including 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
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			777,489,561
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			371,990,220
Deposit			0
<b>Total</b>			<b>1,149,479,781</b>

**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
<b>Total</b>					

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

7,957,782,483

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

14,540,270,919

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

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	54,808,457	74.4	0	
10.	Others	0	0	0	
	<b>Total</b>	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	4,862,550	6.6	0	
	(ii) Non-resident Indian (NRI)	334,190	0.45	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	94,476	0.13	0	
6.	Foreign institutional investors	10,604,757	14.39	0	
7.	Mutual funds	670,875	0.91	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	1,971,867	2.68	0	
10.	Others Clearing Members, Foreign	324,376	0.44	0	
	<b>Total</b>	18,863,091	25.6	0	0

**Total number of shareholders (other than promoters)**

11,709

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

11,710

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

11

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
KOTAK MAHINDRA (IN	4TH FLOOR LES CASCADES BUILDI			4,236,000	5.75
LAVENDER INVESTMEI	SUITE 504 5TH FLOOR ST JAMES C			3,050,000	4.14
Steinberg India Emerg	C/O CIM FUND SERVICES LTD 33 E			2,150,000	2.92
VIRGINIA TECH FOUNI	902 PRICES FORK ROAD BLACKSBU			409,253	0.56
ESVEE CAPITAL	365 ROYAL ROAD ROSE HILL MAU			354,199	0.48
FIDELITY NORTHSTAR	483 BAY STREET TORONTO ONTAR			125,000	0.17
PREMIER INVESTMENT	C/o DTOS Ltd 10th FLOOR RAFFLE			122,476	0.17
NOMURA SINGAPORE	HSBC SECURITIES SERVICES 11TH F			105,934	0.14

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
LOBCO LIMITED	6TH FLOOR VICTORY HOUSE PROS			37,379	0.05
POLUS GLOBAL FUND	3RD FLOOR NEXTERACOM TOWER			10,000	0.01
VESPERA FUND LIMITE	4TH FLOOR 19 BANK STREET CYBE			4,516	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)	13,113	11,709
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
<b>A. Promoter</b>	0	0	0	0	0	0
<b>B. Non-Promoter</b>	2	5	2	6	0.01	0.01
(i) Non-Independent	2	2	2	2	0.01	0.01
(ii) Independent	0	3	0	4	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
<b>Total</b>	2	5	2	6	0.01	0.01

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	
Ajay Relan	00002632	Director	0	
Mukesh Aghi	00292205	Director	0	
Savitri Kunadi	00958901	Director	0	
Priyavrat Bhartia	00020603	Director	6,719	
Shamit Bhartia	00020623	Managing Director	5,017	
Praveen Someshwar	01802656	Managing Director	0	
Samudra Bhattacharya	ABKPB6241R	CEO	0	
Sandeep Gulati	ACFPG5177K	CFO	0	
Tridib Kumar Barat	ABZPB4623N	Company Secretary	2	

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

5

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)
Shardul S. Shroff	00009379	Director	01/04/2019	Cessation
Piyush G. Mankad	00005001	Director	01/04/2019	Cessation
Savitri Kunadi	00958901	Director	09/05/2019	Appointment
Rajeev Beotra	AAIPB2808D	CEO	31/10/2019	Cessation
Samudra Bhattacharya	ABKPB6241R	CEO	01/11/2019	Appointment

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS****A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

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	19/09/2019	12,505	48	74.31

## B. BOARD MEETINGS

\*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	09/05/2019	8	8	100
2	22/07/2019	8	8	100
3	23/07/2019	8	6	75
4	01/11/2019	8	8	100
5	22/01/2020	8	8	100

## C. COMMITTEE MEETINGS

Number of meetings held

28

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	09/05/2019	3	3	100
2	Audit Committee	22/07/2019	4	4	100
3	Audit Committee	01/11/2019	4	4	100
4	Audit Committee	22/01/2020	4	4	100
5	Stakeholder's Meeting	01/11/2019	3	3	100
6	Nomination and Remuneration Committee	06/05/2019	3	2	66.67
7	Nomination and Remuneration Committee	22/07/2019	3	3	100
8	Nomination and Remuneration Committee	09/08/2019	3	2	66.67
9	Nomination and Remuneration Committee	25/10/2019	3	3	100
10	Nomination and Remuneration Committee	22/01/2020	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	14/09/2020
								(Y/N/NA)
1	Shobhana Bha	5	5	100	8	5	62.5	No
2	Ashwani Wind	5	5	100	9	9	100	Yes
3	Ajay Relan	5	4	80	28	28	100	Yes
4	Mukesh Aghi	5	4	80	0	0	0	No
5	Savitri Kunadi	5	5	100	3	3	100	Yes
6	Priyavrat Bhar	5	5	100	23	16	69.57	No
7	Shamit Bhartia	5	5	100	0	0	0	No
8	Praveen Some	5	5	100	16	14	87.5	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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Shamit Bhartia	Managing Director	38,899,679	0	0	2,880,000	41,779,679
2	Praveen Someshwar	Managing Director	52,397,011	0	0	2,196,000	54,593,011
	Total		91,296,690	0	0	5,076,000	96,372,690

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

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Rajeev Beotra	Chief Executive	24,160,198	0	0	826,980	24,987,178
2	Samudra Bhattacharya	Chief Executive	10,530,435	0	0	265,475	10,795,910
3	Sandeep Gulati	Chief Financial Officer	16,023,245	0	0	744,000	16,767,245
4	Tridib Barat	Company Secretary	7,009,204	0	0	262,355	7,271,559
	Total		57,723,082	0	0	2,098,810	59,821,892

Number of other directors whose remuneration details to be entered

6

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Ajay Relan	Independent Dir	0	0	0	1,770,000	1,770,000
2	Ashwani Windlass	Independent Dir	0	1,000,000	0	910,000	1,910,000
3	Savitri Kunadi	Independent Dir	0	0	0	650,000	650,000
4	Mukesh Aghi	Independent Dir	0	1,000,000	0	0	1,000,000
5	Shardul S. Shroff	Independent Dir	0	1,000,000	0	0	1,000,000
6	Piyush G. Mankad	Independent Dir	0	1,000,000	0	0	1,000,000
	Total		0	4,000,000	0	3,330,000	7,330,000

#### 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. ..

14

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

PRAVEEN  
SOMESHWAR  
AR  
Digitally signed by  
PRAVEEN  
SOMESHWAR  
Date: 2020.11.13  
14:05:54 +05'30'

DIN of the director

01802656

#### To be digitally signed by

TRIDIB  
KUMAR  
BARAT  
Digitally signed by  
TRIDIB  
KUMAR  
BARAT  
Date: 2020.11.13  
14:05:54 +05'30'

☒ Company Secretary

☐ Company secretary in practice

Membership number

12247

Certificate of practice number

**Attachments**

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

**Attach****Attach****Attach****Attach****List of attachments**

HMVL\_FIIS\_31032020.pdf  
HMVL\_Committee Meetings\_FY20.pdf  
HMVL\_MGT-8\_FY-20.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**



# **HINDUSTAN MEDIA VENTURES LIMITED**

## **Committee Meetings held during FY-20**

Number of meetings held: 28

Sr. No.	Type of Meeting	Date of Meeting	Total no. of Member as on the date of meeting	Attendance	
				No. of members attended	% of attendance
1	Audit Committee meeting	09/05/2019	3	3	100.00
2	Audit Committee meeting	22/07/2019	4	4	100.00
3	Audit Committee meeting	01/11/2019	4	4	100.00
4	Audit Committee meeting	22/01/2020	4	4	100.00
5	Stakeholder's Relationship Committee meeting	01/11/2019	3	3	100.00
6	Nomination and Remuneration Committee meeting	06/05/2019	3	2	66.67
7	Nomination and Remuneration Committee meeting	22/07/2019	3	3	100.00
8	Nomination and Remuneration Committee meeting	09/08/2019	3	2	66.67
9	Nomination and Remuneration Committee meeting	25/10/2019	3	3	100.00
10	Nomination and Remuneration Committee meeting	22/01/2020	3	3	100.00
11	Corporate Social Responsibility Committee meeting	09/05/2019	3	3	100.00
12	Corporate Social Responsibility Committee meeting	10/07/2019	3	2	66.67
13	Corporate Social Responsibility Committee meeting	24/10/2019	3	3	100.00
14	Investment and Banking Committee meeting	08/04/2019	3	2	66.67
15	Investment and Banking Committee meeting	09/05/2019	3	2	66.67



Sr. No.	Type of Meeting	Date of Meeting	Total no. of Member as on the date of meeting	Attendance	
				No. of members attended	% of attendance
	Committee meeting				
16	Investment and Banking Committee meeting	27/05/2019	3	2	66.67
17	Investment and Banking Committee meeting	12/06/2019	3	2	66.67
18	Investment and Banking Committee meeting	08/07/2019	3	2	66.67
19	Investment and Banking Committee meeting	14/08/2019	3	2	66.67
20	Investment and Banking Committee meeting	26/09/2019	3	3	100.00
21	Investment and Banking Committee meeting	11/10/2019	3	3	100.00
22	Investment and Banking Committee meeting	24/10/2019	3	3	100.00
23	Investment and Banking Committee meeting	17/12/2019	3	2	66.67
24	Investment and Banking Committee meeting	15/01/2020	3	3	100.00
25	Investment and Banking Committee meeting	27/01/2020	3	3	100.00
26	Investment and Banking Committee meeting	19/02/2020	3	3	100.00
27	Investment and Banking Committee meeting	12/03/2020	3	2	66.67
28	Investment and Banking Committee meeting	27/03/2020	3	2	66.67



HINDUSTAN MEDIA VENTURES LIMITED										
List of Top FII Shareholders as on 31/03/2020 ((FPC))										
SLNO	DPID	FOLIO/CL-ID	NAME/JOINT NAME(S)	ADDRESS	COUNTRY OF INCORPORATION	REGN. NO WITH SEBI	HOLDING	% TO EQT	MINOR CODE	PANNO
1	IN303173	20001482	KOTAK MAHINDRA (INTERNATIONAL) LIMITED	4th Floor Les Cascades Building Edith Cavell Street Port Louis	MAURITIUS	INMUFP067516	4236000	5.75	FPC	AABCK7779G
2	IN300054	10064063	LAVENDER INVESTMENTS LIMITED	Suite 504 5th Floor St James Court Port Louis Mauritius	MAURITIUS	INMUFP198915	3050000	4.14	FPC	AACCL3098C
3	IN301524	30030008	STEINBERG INDIA EMERGING OPPORTUNITIES FUND LIMITE D	C/O CIM FUND SERVICES LTD 33 EDITH CAVELL STREET PORT LOUIS	MAURITIUS	INMUFP253115	2150000	2.92	FPC	AAPCS9509N
4	IN300167	10124561	VIRGINIA TECH FOUNDATION,INC.STEINBERG INDIA ASSET MANAGEMENT,LTD.	902 PRICES FORK ROAD BLACKSBURG VIRGINIA	UNITED STATES OF AMERICA	INUSFP041915	409253	0.56	FPC	AAECV7014N
5	IN303173	20000846	ESVEE CAPITAL	365 Royal Road Rose Hill Mauritius	MAURITIUS	INMUFP257616	354199	0.48	FPC	AABCE5577A
6	IN300167	10063204	FIDELITY NORTHSTAR FUND	483 BAY STREET TORONTO ONTARIO	CANADA	INCAFP127116	125000	0.17	FPC	AAATF1570C
7	IN303173	20000220	PREMIER INVESTMENT FUND LIMITED	C/o DTOS Ltd 10th FLOOR RAFFLES TOWER 19 CYBERCITY EBENE	MAURITIUS	INMUFP067016	122476	0.17	FPC	AACCP9387L
8	IN300142	10771432	NOMURA SINGAPORE LIMITED ODI	HSBC SECURITIES SERVICES 11TH FLR, BLDG NO.3, NESCO - IT PARK NESCO COMPLEX, W E HIGHWAY GOREGAON EAST, MUMBAI	INDIA	INSGFP004220	105934	0.14	FPC	AADCN2750N
9	IN303719	11040112	LOBCO LIMITED	6TH FLOOR VICTORY HOUSE PROSPECT HILL DOUGLAS ISLE OF MAN IM1 1EQ	ISLE OF MAN	INIMFP196717	37379	0.05	FPC	AADCL3788Q
10	IN301348	20032456	POLUS GLOBAL FUND	3RD FLOOR NEXTERACOM TOWER III OFFICE 01 EBENE CYBERCITY	MAURITIUS	INMUFP016615	10000	0.01	FPC	AAHCP1682K
11	IN301348	20148223	VESPERA FUND LIMITED	4TH FLOOR 19 BANK STREET CYBERCITY EBENE	MAURITIUS	INMUFP115916	4516	0.01	FPC	AADCV6140N
			<b>TOTAL:</b>				<b>10604757</b>	<b>14.39</b>		

  
  
 Raj Kumar Kale  
 Senior Manager

# 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** (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, 2020. 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. 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 and continues to be Listed Public Company Limited by Shares and having its Registered Office at **Budh Marg, P.S.-Kotwali, Patna, Bihar - 800001**.
  2. The Company has maintained registers/records & made relevant and necessary entries therein within the time prescribed there for.
  3. The Company has filed the forms and returns as stated in the '**Annexure -A**' to this certificate, with the Registrar of Companies, Bihar & Jharkhand. Further, the Company has not filed any forms/returns with Regional Director or other authorities during the financial year under review.
  4. The calling/ convening/ holding meetings of Board of Directors or its committees and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot have been properly recorded in the Minute Book/Registers maintained for the purpose and the same have been signed.
  5. The Company has closed Register of Members from 12<sup>th</sup> September, 2019 to 19<sup>th</sup> September, 2019 (both days inclusive).
  6. The Company has not advanced any loans to its directors and/or persons or firms or companies referred in section 185 of the Act.





7. As per the information provided, all the contracts/arrangements/ transactions entered with related parties, during the period under review, were in the ordinary course and at arms' length basis and do not attract provisions of Section 188 of the Act.
8. The Company has allotted 2,77,778 Equity Shares of Rs.10/- each pursuant to Scheme of Arrangement between the Company (Resulting Company) and India Education Services Private Limited (Demerged Company) and their respective Shareholders and Creditors (Scheme) sanctioned by Hon'ble National Company Law Tribunal, Kolkata Bench and New Delhi Bench vide order dated August 28, 2019 and October 22, 2019, respectively. Save and except the above, there were no instances of issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates.
9. There were 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.
10. The Company has declared dividend of Rs. 1.20/- per equity share in the Annual General Meeting held on September 19, 2019 duly deposited in a separate bank account in compliance with applicable provisions and paid to eligible shareholders within prescribed time. Further, the Company has transferred unpaid/ unclaimed dividend amounting to Rs. 95,555/- (Rupees Ninety-Five Thousand Five Hundred Fifty-Five Only) and 32 (Thirty-Two) Equity Shares to the Investor Education and Protection Fund in accordance with Section 125 of the Act.
11. The audited financial statements for the period April 1, 2019 to March 31, 2020 were prepared and signed as per the provisions of Section 134 of the Act and the Board's Report for the aforementioned period was also prepared in accordance with sub-sections (3), (4) & (5) of Section 134 of the Act.
12. During the period under review:
  - i) The Company has requisite composition of Executive, Non-Executive and Independent Directors including Woman Independent Director on the Board of the Company;
  - ii) The appointment and cessation of director(s) and Key Managerial Personnel during the said period were carried out in compliance with provisions of the Act;
  - iii) The Company has complied with the provisions relating to appointment of Key Managerial Personnel(s) and their remuneration.





13. The Shareholders on recommendation of the Board of Directors and Audit Committee approved appointment in casual vacancy of M/s. BSR & Associates, Chartered Accountants [Firm Registration No. 128901W] with effect from July 11, 2019, caused due to resignation of M/s Price Waterhouse & Co., Chartered Accountants LLP [Firm Registration No. 304026/E-300009] in the Annual General Meeting held on September 19, 2019.

Further, BSR was appointed as the Statutory Auditor of the Company to hold office from the conclusion of the said AGM till the conclusion of AGM to be held in the calendar year 2024.

14. The Scheme of Arrangement between the Company (Resulting Company) and India Education Services Private Limited (Demerged Company) and their respective Shareholders and Creditors, was sanctioned by Hon'ble National Company Law Tribunal, Kolkata Bench and New Delhi Bench vide order dated August 28, 2019 and October 22, 2019, respectively. Further, except to/for the context as provided hereabove, as may applicable, the Company has not obtained any other approval from the Central Government, National Company Law Tribunal, Regional Director, Registrar of Companies or such other authority(ies) under the provisions of the Act and rules made there under.
15. The Company has not accepted any deposits and there are no outstanding deposits for repayment during the period under review.
16. The loans and borrowings of the Company from public financial institutions and banks are in accordance with the provisions of the Act and necessary forms were filed for creation, modification and satisfaction of charges wherever required. Further, the Company has no borrowings from Directors and members of the Company.
17. 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, the Company has not given any guarantee or provided any securities to other bodies corporate or persons falling under the provisions of section 186 of the Act.
18. The Company has not altered any provision of the Memorandum and/ or Articles of Association of the Company during the period under review.

**Place : New Delhi**  
**Date : 11-11-2020**  
**UDIN : F005123B001212351**

**For RMG & Associates**  
**Company Secretaries**  
  
*Manish Gupta*  
**CS Manish Gupta** 11/11/2020  
**Partner**  
**C.P. No.: 4095; FCS: 5123**



**Annexure-A**

Forms and Returns as filed by the Company with the Registrar of Companies, Bihar & Jharkhand and the Central Government during the financial year ended on 31-03-2020:

S. No.	Form/ Return	Under Section	Date of filing	Whether filed within time	If delay in filing whether additional fees paid or not
1.	Form MGT-14	Section 117	01/04/19	Yes	NA
2.	Form DIR-12	Section 152	03/04/19	Yes	NA
3.	Form IEPF-6	Rule 8 of IEPF Rules	23/04/19	Yes	NA
4.	Form MGT-14	Section 117	04/05/19	Yes	NA
5.	Form MGT-14	Section 117	07/05/19	No	Yes
6.	Form MSME - I (4 Forms)	Section 405	30/05/19	Yes	NA
7.	Form MGT-14	Section 117	03/06/19	Yes	NA
8.	Form MGT-14	Section 117	11/06/19	No	Yes
9.	Form MGT-14	Section 117	21/06/19	Yes	NA
10.	Form DPT-3- One Time	Rule 16A of Companies Acceptance of Deposit Rules, 2014	28/06/19	Yes	NA
11.	Form DPT-3- Annual Return	Rule 16A of Companies Acceptance of Deposit Rules, 2014	28/06/19	Yes	NA
12.	Form DIR-12	Section 152	28/06/19	No	Yes
13.	Form MGT-14	Section 117	28/06/19	Yes	NA
14.	Form CHG-1	Section 77	28/06/19	Yes	NA
15.	Form MGT-14	Section 117	11/07/19	Yes	NA
16.	Form ADT-1	Section 139	24/07/19	Yes	NA
17.	Form CHG-1	Section 77	24/07/19	Yes	NA
18.	Form BEN-2	Section 90	26/07/19	Yes	NA
19.	Form MGT-14	Section 117	02/08/19	Yes	NA
20.	Form MGT-14	Section 117	20/08/19	Yes	NA
21.	Form CHG-1	Section 77	30/08/19	Yes	NA
22.	Form IEPF-2	Rule 7(2B) of IEPF Rules	02/09/19	Yes	NA
23.	Form MGT-14	Section 117	02/09/19	No	Yes
24.	Form ADT-1	Section 139	27/09/19	Yes	NA
25.	Form MGT-14	Section 149	03/10/19	Yes	NA
26.	Form MGT-14	Section 149	03/10/19	Yes	NA



27.	Form MGT-15	Section 121	03/10/19	Yes	NA
28.	Form AOC-4	Section 137	18/10/19	Yes	NA
29.	Form MGT-14	Section 117	21/10/19	Yes	NA
30.	Form IEPF-7	Rule 6(13) of IEPF Rules	22/10/19	Yes	NA
31.	Form MSME-I (5 Forms)	Section 405	31/10/19	Yes	NA
32.	Form IEPF-1	Rule 5 of IEPF Rules	07/11/19	Yes	NA
33.	Form INC-28	Section 232	19/11/19	Yes	NA
34.	Form MGT-14	Section 117	22/11/19	Yes	NA
35.	Form IEPF-2	Rule 5(8) of IEPF Rules	29/11/19	Yes	NA
36.	Form DIR-12	Section 203	30/11/19	Yes	NA
37.	Form MGT-14	Section 117	30/11/19	Yes	NA
38.	Form IEPF-4	Rule 6 of IEPF Rules	05/12/19	Yes	NA
39.	Form PAS-3	Section 39	19/12/19	Yes	NA
40.	Form MGT-7	Section 92	30/12/19	Yes	NA
41.	Form MGT-14	Section 117	03/01/20	Yes	NA
42.	Form MGT-14	Section 117	07/10/20	Yes	NA
43.	Form MGT-14	Section 117	06/02/20	Yes	NA
44.	Form MGT-14	Section 117	06/02/20	Yes	NA
45.	Form CHG-1	Section 77	25/02/20	Yes	NA

**Place : New Delhi**  
**Date : 11-11-2020**  
**UDIN : F005123B001212351**

**For RMG & Associates**  
**Company Secretaries**  
  
**CS Manish Gupta** 11/11/2020  
**Partner**  
**C.P. No.: 4095; FCS: 5123**