

ANNEXURE-F TO BOARD'S REPORT

Form No. MGT-9

Extract of Annual Return

For the financial year ended March 31, 2020

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

Sl. No.	Particulars	Details
i.	Corporate Identification Number (CIN)	L21090BR1918PLC000013
ii.	Registration Date	July 9, 1918
iii.	Name of the Company	Hindustan Media Ventures Limited
iv.	Category / Sub-Category of the Company	Public Company / Limited by Shares
v.	Address of the Registered office and contact details	Budh Marg, Patna, Bihar-800001 Tel: +91-612-222 3434 Fax: +91-612-222 1545 Email: hmvlinvestor@livehindustan.com
vi.	Whether listed company	Yes / No
vii.	Name, address and contact details of Registrar and Transfer Agent, if any	KFin Technologies Private Limited Selenium Tower B, Plot No. 31 & 32 Financial District Nanakramguda, Serilingampally Mandal Hyderabad - 500032 Tel: +91-40-6716 2222, Fax No.: +91-40-2300 1153 Toll Free No: 18003454001 Email: einward.ris@kfintech.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10% or more of the total turnover of the company shall be stated:

Sl. No.	Name and Description of main products / Service	NIC Code of the Product/Service	% to total turnover of the Company
1.	Printing and Publication of Newspapers and Periodicals	181 & 581*	100%

*Source: National Industrial Classification-2008

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sl. No.	Name and Address of the Company	CIN/GLN	Holding / Subsidiary / Associate	% of shares held	Applicable Section of Companies Act, 2013
1.	HT Media Limited* 18-20, Kasturba Gandhi Marg, New Delhi-110001	L22121DL2002PLC117874	Holding	74.40	2(46)

Sl. No.	Name and Address of the Company	CIN/GLN	Holding / Subsidiary / Associate	% of shares held	Applicable Section of Companies Act, 2013
2.	HT Noida (Company) Limited [®] Hindustan Times House, 2 nd Floor, 18-20, Kasturba Gandhi Marg, New Delhi 110001	U70200DL2020PLC361660	Subsidiary	100	2(87)
3.	HT Content Studio LLP [^] Hindustan Times House, 2 nd Floor, 18-20, Kasturba Gandhi Marg, New Delhi 110001	AAQ-3225	Associate	99.99	2(6)

[®] HT Media Limited is a subsidiary of The Hindustan Times Limited which, in turn, is a subsidiary of Earthstone Holding (Two) Private Limited

[®] Incorporated on February 11, 2020

[^] Incorporated on August 21, 2019

IV. SHAREHOLDING PATTERN (Equity share capital breakup as percentage of total equity) :

i) Categorywise share holding

Sl. No.	Category of Shareholders	No. of shares held at the beginning of the year (as on 01/04/2019)				No. of shares held at the end of the year (as on 31/03/2020)				% change during the year
		Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
(A)	PROMOTERS									
(1)	INDIAN									
(a)	Individual /HUF	0	0	0	0.00	0	0	0	0.00	0.00
(b)	Central Government/State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Bodies Corporate	5,45,33,458	0	5,45,33,458	74.30	5,48,08,457	0	5,48,08,457	74.40	0.10
(d)	Financial Institutions / Banks	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Any other	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total A(1) :	5,45,33,458	0	5,45,33,458	74.30	5,48,08,457	0	5,48,08,457	74.40	0.10
(2)	FOREIGN									
(a)	Individuals (NRIs/Foreign Individuals)	0	0	0	0.00	0	0	0	0.00	0.00
(b)	Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Bank/Financial Institutions	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Any other	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total A(2) :	0	0	0	0.00	0	0	0	0.00	0.00
	Total Shareholding of Promoters A=A(1)+A(2)	5,45,33,458	0	5,45,33,458	74.30	5,48,08,457	0	5,48,08,457	74.40	0.10
(B)	PUBLIC SHAREHOLDING									
(1)	INSTITUTIONS									
(a)	Mutual Funds /UTI	6,27,755	0	6,27,755	0.86	6,70,875	0	6,70,875	0.91	0.05
(b)	Financial Institutions /Banks	1,10,997	0	1,10,997	0.15	94,476	0	94,476	0.13	(0.02)
(c)	Central Government / State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
(f)	Foreign Institutional Investors (FIIs)	1,07,18,828	0	1,07,18,828	14.60	1,06,04,757	0	1,06,04,757	14.39	(0.21)
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0	0	0	0.00	0.00
(h)	Any other	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total B(1) :	1,14,57,580	0	1,14,57,580	15.61	1,13,70,108	0	1,13,70,108	15.43	(0.18)
(2)	NON-INSTITUTIONS									
(a)	Bodies Corporate									
	Indian	19,09,174	0	19,09,174	2.60	19,71,867	0	19,71,867	2.68	0.08
	Overseas	0	0	0	0.00	0	0	0	0.00	0.00

Sl. No.	Category of Shareholders	No. of shares held at the beginning of the year (as on 01/04/2019)				No. of shares held at the end of the year (as on 31/03/2020)				% change during the year
		Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
(b)	Individuals									
(i)	Individuals holding nominal share capital upto ₹1 lakh	35,25,070	11,785	35,36,855	4.82	34,14,911	42	34,14,953	4.64	(0.18)
(ii)	Individuals holding nominal share capital in excess of ₹1 lakh	12,37,730	0	12,37,730	1.69	14,47,597	0	14,47,597	1.96	0.28
(c)	Others									
	Clearing Members	8,592	0	8,592	0.01	27,147	0	27,147	0.04	0.03
	Foreign Bodies	0	0	0	0.00	0	2,777	2,777	0.00	0.00
	I E P F	64,234	0	64,234	0.09	64,266	0	64,266	0.09	0.00
	Non Resident Indians	2,96,490	0	2,96,490	0.40	2,24,287	0	2,24,287	0.30	(0.10)
	NRI Non-Repatriation	1,19,471	0	1,19,471	0.16	10,9903	0	1,09,903	0.15	(0.01)
	Trustee of HT Group Companies Employees Stock Option Trust*	2,30,186	0	2,30,186	0.31	230,186	0	2,30,186	0.31	0.00
(d)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total B(2) :	73,90,947	11,785	74,02,732	10.09	74,90,164	2,819	74,92,983	10.17	0.08
	Total Public Shareholding B=B(1)+B(2)	1,88,48,527	11,785	1,88,60,312	25.70	1,88,60,272	2,819	1,88,63,091	25.60	(0.09)
(C)	SHARES HELD BY CUSTODIAN FOR GDR(S) AND ADR(S)	0	0	0	0.00	0	0	0	0.00	0.00
	GRAND TOTAL (A+B+C) :	7,33,81,985	11,785	7,33,93,770	100.00	7,36,68,729	2,819	7,36,71,548	100.00	0.00

*In terms of SEBI (Share Based Employee Benefits) Regulations, 2014, shareholding of Trustee of HT Group Companies Employees Stock Option Trust has been categorised under 'Non-Promoter Non-Public' category in stock exchange filings. However, to conform to the format of Form MGT-9, the same has been categorized under 'Public' category.

Note: During the year under review, pursuant to the Scheme of Arrangement under Sections 230-232 and other applicable provisions of the Companies Act, 2013 between IESPL (Demerged Company) and the Company, your Company has allotted 2,77,778 equity shares of ₹ 10/- each to equity shareholders of IESPL whose name were appearing in the register of members of IESPL as on the record date i.e. December 4, 2019.

ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (As on 01/04/2019)			Shareholding at the end of the year (As on 31/03/2020)			% change in shareholding during the year
		No. of shares	% of total shares of the Company	% of shares pledged / encumbered to total shares	No. of shares	% of total shares of the Company	% of shares pledged / encumbered to total shares	
1.	HT Media Limited	5,45,33,458	74.30	0.00	5,48,08,457	74.40	0.00	0.10
	Total	5,45,33,458	74.30	0.00	5,48,08,457	74.40	0.00	0.10

(iii) Change in Promoters' Shareholding

Sl. No.	Name	Shareholding at the beginning of the year		Date	Increase/ (Decrease) in shareholding	Reason	Cumulative shareholding during the year	
		No. of shares at the beginning	% of total shares of the Co.				No. of Shares	% of total shares of the Co.
1.	HT Media Limited	5,45,33,458	74.30	05/12/2019	2,74,999	New shares allotted pursuant to a Scheme of Arrangement	5,48,08,457	74.40
	Total	5,45,33,458	74.30				5,48,08,457	74.40

iv) Shareholding pattern of top 10 shareholders (other than Directors, Promoters and holders of GDRs & ADRs)

Sl. No.	Name of the Shareholder	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1.	KOTAK MAHINDRA (INTERNATIONAL) LIMITED				
	At the beginning of the year	42,79,952	5.83	42,79,952	5.83
	Bought during the year	0	0.00	42,79,952	5.83
	Sold during the year	43,952	0.06	42,36,000	5.75
	At the end of the year	42,36,000	5.75	42,36,000	5.75
2.	LAVENDER INVESTMENTS LIMITED				
	At the beginning of the year	30,50,000	4.16	30,50,000	4.16
	Bought during the year	0	0.00	30,50,000	4.16
	Sold during the year	0	0.00	30,50,000	4.16
	At the end of the year	30,50,000	4.16	30,50,000	4.14
3.	STEINBERG INDIA EMERGING OPPORTUNITIES FUND LIMITED				
	At the beginning of the year	19,50,000	2.66	19,50,000	2.66
	Bought during the year	2,00,000	0.27	21,50,000	2.93
	Sold during the year	0	0.00	21,50,000	2.93
	At the end of the year	21,50,000	2.92	21,50,000	2.92
4.	MOHANBARI INVESTMENT COMPANY PRIVATE LIMITED				
	At the beginning of the year	4,58,510	0.62	4,58,510	0.62
	Bought during the year	0	0.00	4,58,510	0.62
	Sold during the year	0	0.00	4,58,510	0.62
	At the end of the year	4,58,510	0.62	4,58,510	0.62
5.	BANARHAT INVESTMENT COMPANY PRIVATE LIMITED				
	At the beginning of the year	4,48,541	0.61	4,48,541	0.61
	Bought during the year	0	0.00	4,48,541	0.61
	Sold during the year	0	0.00	4,48,541	0.61
	At the end of the year	4,48,541	0.61	4,48,541	0.61
6.	VIRGINIA TECH FOUNDATION, INC. STEINBERG INDIA ASSET MANAGEMENT LIMITED				
	At the beginning of the year	4,09,253	0.56	4,09,253	0.56
	Bought during the year	0	0.00	4,09,253	0.56
	Sold during the year	0	0.00	4,09,253	0.56
	At the end of the year	4,09,253	0.56	4,09,253	0.56
7.	FRANKLIN TEMPLETON MUTUAL FUND A/C FRANKLIN BUILD INDIA FUND (FBIP)				
	At the beginning of the year	4,00,000	0.55	4,00,000	0.55
	Bought during the year	0	0.00	4,00,000	0.55
	Sold during the year	0	0.00	4,00,000	0.55
	At the end of the year	4,00,000	0.55	4,00,000	0.54
8.	ESVEE CAPITAL				
	At the beginning of the year	3,54,199	0.48	3,54,199	0.48
	Bought during the year	0	0.00	3,54,199	0.48
	Sold during the year	0	0.00	3,54,199	0.48
	At the end of the year	3,54,199	0.48	3,54,199	0.48

Sl. No.	Name of the Shareholder	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
9.	BANARHAT INVESTMENT COMPANY PVT. LTD.				
	At the beginning of the year	2,43,687	0.33	2,43,687	0.33
	Bought during the year	0	0.00	2,43,687	0.33
	Sold during the year	0	0.00	2,43,687	0.33
	At the end of the year	2,43,687	0.33	2,43,687	0.33
10.	TRUSTEE OF HT GROUP COMPANIES EMPLOYEE STOCK OPTION TRUST				
	At the beginning of the year	2,30,186	0.31	2,30,186	0.31
	Bought during the year	0	0.00	2,30,186	0.31
	Sold during the year	0	0.00	2,30,186	0.31
	At the end of the year	2,30,186	0.31	2,30,186	0.31

Notes:

- Year in the above table denotes the period from April 1, 2019 to March 31, 2020
- Any member desirous of obtaining date-wise particulars of sale/purchase of shares by the above shareholders may write to Company Secretary of the Company

v) Shareholding of Directors and Key Managerial Personnel (KMP)

Sl. No.	Name of Director/KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1.	Shri Priyavrat Bhartia (Director)				
	At the beginning of the year	6,719	0.01	6,719	0.01
	Bought during the year	0	0.00	6,719	0.01
	Sold during the year	0	0.00	6,719	0.01
	At the end of the year	6,719	0.01	6,719	0.01
2.	Shri Shamit Bhartia (Managing Director)				
	At the beginning of the year	5,017	0.01	5,017	0.01
	Bought during the year	0	0.00	5,017	0.01
	Sold during the year	0	0.00	5,017	0.01
	At the end of the year	5,017	0.01	5,017	0.01
3.	Shri Tridib Barat (Company Secretary)				
	At the beginning of the year	2	0.00	2	0.00
	Bought during the year	0	0.00	2	0.00
	Sold during the year	0	0.00	2	0.00
	At the end of the year	2	0.00	2	0.00

Note:

Year in the above table denotes the period from April 1, 2019 to March 31, 2020

V. INDEBTEDNESS:

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(₹ in Lac)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year 2019-20				
i) Principal Amount	6,915.00	538.96	-	7,453.96
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	22.50	9.94	-	32.43
Total (i+ii+iii)	6,937.50	548.89	-	7,486.39
Change in Indebtedness during the financial year 2019-20				
i) Additions	12,944.57	3,965.90	-	16,910.47
ii) (Reductions)	(12,129.35)	(825.37)	-	(12,954.72)
Net Change (i+ii)	815.23	3,140.52	-	3,955.75
Indebtedness at the end of the financial year 2019-20				
i) Principal Amount	7,752.72	3,689.41	-	11,442.14
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	22.18	30.49	-	52.67
Total (i+ii+iii)	7,774.90	3,719.90	-	11,494.80

Note:- Arithmetic difference in the above table is attributed to different exchange rate(s) considered for conversion of foreign currency denominated loan into Indian Rupees.

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP):

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

(₹ in Lac)

Sl. No.	Particulars of Remuneration	Shri Shamit Bhartia (Managing Director)	Shri Praveen Someshwar (Managing Director)	Total
1.	Gross salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	389.00	523.57	912.57
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	0.40	0.40
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-
2.	Stock Option (No. of options granted during the year)	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission	-	-	-
5.	Others- Retirement benefits	28.80	21.96	50.76
	Total (A)	417.80	545.93	963.73

Ceiling as per the Act

Please refer note below*

*The net profit for FY-20 computed as per Section 198 of the Companies Act, 2013 was inadequate for the purpose of payment of Managerial Remuneration in FY-20. In terms of the provisions of Section 197 read with Schedule V of the Companies Act, 2013, the Company has obtained approval of the members by way of special resolution passed on March 24, 2019, for payment of above managerial remuneration. Thus, the ceiling on managerial remuneration as per the Companies Act, 2013 is not applicable.

B. Remuneration to other directors

(₹ in Lac)

Sl. No.	Particulars of Remuneration	Name of Directors						Total
		Shri Ajay Relan	Shri Ashwani Windlass	Ms. Savitri Kunadi	Dr. Mukesh Aghi®	Shri Shardul S. Shroff*	Shri Piyush G Mankad*	
1.	Independent Directors							
	• Fee for attending board / committee meetings	17.70	9.10	6.50	-	-	-	33.30
	• Commission#	-	10.00	-	10.00	10.00	10.00	40.00
	• Others	-	-	-	-	-	-	-
	Total	17.70	19.10	6.50	10.00	10.00	10.00	73.30
2.	Other Non-Executive Directors	No remuneration was paid during FY-20						
	Total (B)	17.70	19.10	6.50	10.00	10.00	10.00	73.30
Total managerial remuneration (A+B)								1037.03
Overall Ceiling as per the Act**								

®Voluntarily foregone sitting fee

*Ceased to be Director w.e.f April 1, 2019

**Not applicable as explained above

#Commission pertains to FY-19 which was paid in FY-20

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

(₹ in Lac)

Sl. No	Particulars of Remuneration	Key Managerial Personnel				Total
		Shri Rajeev Beotra® (Ex- CEO)	Shri Samudra Bhattacharya (CEO)^	Shri Sandeep Gulati (CFO)	Shri Tridib Barat (CS)	
1.	Gross salary					
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	241.37	105.24	160.23	69.70	576.54
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	0.23	0.07	-	0.40	0.70
	(c) Profits in lieu of salary u/s 17(3) of the Income Tax Act, 1961	-	-	-	-	-
2.	Stock Option (No. of options granted during the year)	-	-	-	-	-
3.	Sweat Equity	-	-	-	-	-
4.	Commission	-	-	-	-	-
5.	Others-Retirement benefits	8.27	2.65	7.44	2.62	20.98
	Total	249.87	107.96	167.67	72.72	598.22

®Ceased as CEO w.e.f October 31, 2019

^Appointed as CEO (KMP) w.e.f November 1, 2019

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: Nil

For and on behalf of the Board


(Shobhana Bhartia)

Chairperson

DIN: 00020648

Place: New Delhi

Date: June 24, 2020