

# हिन्दुस्तान

## Hindustan Media Ventures Limited

Registered Office : Budh Marg, Patna - 800 001

Corporate Office: Hindustan Times House, 2<sup>nd</sup> Floor, 18-20, Kasturba Gandhi Marg, New Delhi - 110 001

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### Notice of Annual General Meeting

**NOTICE** is hereby given that an Annual General Meeting of the Members of **Hindustan Media Ventures Limited** will be held on Wednesday, the 5<sup>th</sup> September, 2012 at 11.00 A.M. at Hotel Maurya, South Gandhi Maidan, Patna - 800 001, to transact the following businesses:

#### **ORDINARY BUSINESS**

##### **ITEM NO. 1**

To receive, consider and adopt the audited Balance Sheet of the Company as at 31<sup>st</sup> March, 2012, the Profit and Loss Account for the year ended on that date and the reports of the Board of Directors and Auditors thereon.

##### **ITEM NO. 2**

To declare dividend on Equity Shares for the year ended on 31<sup>st</sup> March, 2012.

##### **ITEM NO. 3**

To appoint a Director in place of Shri Ajay Relan, who retires from office by rotation, and being eligible, offers himself for re-appointment.

##### **ITEM NO. 4**

To appoint a Director in place of Shri Ashwani Windlass, who retires from office by rotation, and being eligible, offers himself for re-appointment.

##### **ITEM NO. 5**

To appoint a Director in place of Shri Shardul S. Shroff, who retires from office by rotation, and being eligible, offers himself for re-appointment.

##### **ITEM NO. 6**

To appoint Auditors and to fix their remuneration and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as ORDINARY RESOLUTION:

**"RESOLVED THAT** M/s. S.R. Batliboi & Co., Chartered Accountants [Firm Registration No. 301003E], be and are hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, on such remuneration as shall be fixed by the Board of Directors of the Company."

#### **SPECIAL BUSINESS**

##### **ITEM NO. 7**

To re-appoint Shri Piyush G. Mankad as a Director of the Company and in respect of whom, the Company has received a notice in writing pursuant to the provisions of Section 257 of the Companies Act, 1956 from a member, signifying intention to propose Shri Piyush G. Mankad as a candidate for the office of Director; and to consider and, if thought fit, to pass the following resolution which will be proposed as ORDINARY RESOLUTION:

**"RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 1956, Shri Piyush G. Mankad be and is hereby appointed as Director of the Company, liable to retire by rotation."

##### **ITEM NO. 8**

To re-appoint Shri Shamit Bhartia as a Director of the Company and in respect of whom, the Company has received a notice in writing pursuant to the provisions of Section 257 of the Companies Act, 1956 from a member, signifying intention to propose Shri Shamit Bhartia as a candidate for the office of Director; and to consider and, if thought fit, to pass the following resolution which will be proposed as ORDINARY RESOLUTION:

**"RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 1956, Shri Shamit Bhartia be and is hereby appointed as Director of the Company, liable to retire by rotation."

##### **ITEM NO. 9**

To consider and, if thought fit, to pass, with or without modifications, the following resolution as SPECIAL RESOLUTION:

**"RESOLVED THAT** pursuant to the provisions of Section 149(2A) and other applicable provisions, if any, of the Companies Act, 1956, approval be and is hereby accorded to the Board of Directors of the Company, to commence, as it may deem fit from time to time, all or any of the business proposed in Clause III.C.20 of the Objects Clause of Memorandum of Association of the Company, namely:

*20. To carry on the business of manufacturers, importers, exporters and dealers in all kinds and classes of paper, board, corrugated board, corrugating and pulp and also to deal in or manufacture any other articles or things of a character similar or analogous to the foregoing or any of them or connected therewith and in connection with the above activities to purchase or otherwise acquire, settle, improve and cultivate forests, lands and properties of any tenure whatsoever with a view to producing, cultivating, growing, timber, bamboo or other wood.*

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**RESOLVED FURTHER THAT** for purpose of giving effect to the foregoing resolution, the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board, for the time being duly authorized by the Board exercising the powers conferred by this resolution) be and is hereby authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard without being required to seek any further consent or approval of the Members of Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

By Order of the Board



(Tridib Kumar Barat)  
Company Secretary

Place: New Delhi

Date: 24<sup>th</sup> July, 2012

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**NOTES:**

- 1. A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend the meeting and vote on a Poll, if any, in his / her stead and the proxy need not to be a Member of the Company. The instrument appointing proxies, in order to be effective, must be received by the Company at the Registered Office, not less than 48 hours before the scheduled time of the meeting. A blank proxy form is annexed to this Notice.**
2. Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, relating to the Special Businesses to be transacted at the meeting (Item Nos. 7, 8 and 9 of the Notice) is annexed hereto.
3. As required by Clause 49 of the Listing Agreement entered into with the stock exchanges, the relevant details of Shri Ajay Relan, Shri Ashwani Windlass, Shri Shardul S. Shroff, Shri Piyush G. Mankad and Shri Shamit Bhartia, Directors, are annexed herewith.
4. Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday, the 29<sup>th</sup> August, 2012 to Wednesday, the 5<sup>th</sup> September, 2012 (both days inclusive) for determining the names of Members eligible for dividend on Equity Shares, if any, declared at the meeting.
5. Dividend on Equity Shares, if declared at the meeting, shall be paid on or after 7<sup>th</sup> September, 2012, to the shareholders whose names appear on the Register of Members of the Company on Wednesday, 5<sup>th</sup> September, 2012. In case of shares held in dematerialized form, the dividend thereon shall be paid to the beneficial owners, as per list provided by the depositories for the said purpose.
6. Members are requested to visit the website of the Company viz. [www.hmvl.in](http://www.hmvl.in) for viewing the quarterly and annual financial results and for more information on the Company.
7. Shareholders are requested to participate in the green initiative in Corporate Governance by providing their name, shareholding details, e-mail id and consent to receive the Annual Reports and Accounts and other documents permissible to be sent through electronic mode, by sending e-mail at [hmvl.cs@karvy.com](mailto:hmvl.cs@karvy.com). For any other investor-related queries, communication may be sent by e-mail to [hmvlinvestor@hindustantimes.com](mailto:hmvlinvestor@hindustantimes.com).
8. Karvy Computershare Private Limited is the Registrar & Share Transfer Agent of the Company. All investor related communication may be addressed to Karvy at the following address:  
  
Karvy Computershare Private Limited  
Unit: Hindustan Media Ventures Limited  
Plot Nos. 17-24, Vithal Rao Nagar  
Madhapur  
Hyderabad - 500 086 (India)  
  
Tel : + 91-40-2342 0818  
Fax : + 91-40-2342 0814  
E-mail: [inward.ris@karvy.com](mailto:inward.ris@karvy.com)
9. Shareholders who have not encashed/received dividend for the financial year ended on 31<sup>st</sup> March, 2011 may please approach the Company and/or Karvy for payment of such unpaid dividend.
10. Pursuant to Section 109A of the Companies Act, 1956, shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form No.2B in duplicate (which will be made available on request) to Karvy.
11. For effecting changes in address / bank details / NECS (National Electronic Clearing Services) / ECS (Electronic Clearing Services) mandate; members are requested to notify:
  - (i) Karvy, if shares are held in **physical** form; and
  - (ii) their respective Depository Participant (DP), if shares are held in **electronic** form.

12. Members/Proxies are requested to kindly note the following:
  - (i) copies of Annual Report will not be distributed at the venue of the meeting;
  - (ii) Attendance Slip, sent herewith, is required to be produced at the venue duly filled-in and signed, for attending the meeting;
  - (iii) entry to the hall will be in exchange for duly completed and signed Attendance Slips; and
  - (iv) in all correspondence with the Company and/or Karvy, Folio No. or DP & Client ID No., as the case may be, must be quoted.
13. Members are requested to send their queries, if any, on the operations of the Company, to reach the Company Secretary at the Company's Corporate Office, atleast 5 days before the meeting, so that the information can be compiled in advance.
14. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
15. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and vote on their behalf at the meeting.
16. The Annual Report of the Company for the year 2011-12 circulated to the members of the Company is available on the Company's website, viz. [www.hmvl.in](http://www.hmvl.in).
17. **Members may please note that briefcase, bag, mobile phone and/or eatables shall not be allowed to be taken inside the hall for security reasons.**

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## **EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956**

### **ITEM NO. 7**

Shri Piyush G. Mankad, who was appointed as an Additional Director (Independent) pursuant to the provisions of Section 260 of the Companies Act, 1956 w.e.f. 19<sup>th</sup> December, 2011, holds office upto the date of the ensuing Annual General Meeting and as required by Section 257 of the Companies Act, 1956, a notice alongwith requisite deposit has been received from a member signifying intention to propose Shri Piyush G. Mankad as a candidate for the office of Director of the Company, liable to retire by rotation.

Shri Piyush G. Mankad does not hold any share in the Company.

None of the Directors except Shri Piyush G. Mankad are, in any way, concerned or interested in the resolution set out at Item no. 7 of the Notice.

The resolution mentioned in Item no. 7 of the Notice is recommended for your approval.

### **ITEM NO. 8**

Shri Shamit Bhartia, who was appointed as an Additional Director (Promoter) pursuant to the provisions of Section 260 of the Companies Act, 1956 w.e.f. 19<sup>th</sup> December, 2011, holds office upto the date of the ensuing Annual General Meeting and as required by Section 257 of the Companies Act, 1956, a notice alongwith requisite deposit has been received from a member signifying his intention to propose Shri Shamit Bhartia as a candidate for the office of Director of the Company, liable to retire by rotation.

Shri Shamit Bhartia holds 5,017 equity shares in the Company.

None of the Directors except Smt. Shobhana Bhartia, Shri Priyavrat Bhartia and Shri Shamit Bhartia are, in any way, concerned or interested in the resolution set out at Item no. 8 of the Notice.

The resolution mentioned in Item no.8 of the Notice is recommended for your approval.

### **ITEM NO. 9**

The Company is engaged in the business of printing and publishing of newspapers and periodicals.

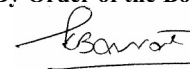
Your Company, being a responsible corporate citizen, is committed to the cause of environment protection. As a green initiative, it is proposed to start recycling of waste paper and old newsprint in collaboration with newsprint manufacturers. The proposed activity is covered under 'Other Objects' of the Object Clause of Memorandum of Association (Clause III.C.20).

Pursuant to Section 149(2A) of the Companies Act, 1956 approval of the shareholders is necessary by way of a Special Resolution before commencement of any new activity. Accordingly, approval of the shareholders is sought for commencement and carrying out all or any of the new business activities proposed in Clause III.C.20 of the Memorandum of Association of the Company, as set out in the accompanying resolution.

None of the Directors are, in any way, concerned or interested in the resolution set out at Item no. 9 of the Notice.

The resolution mentioned in Item no. 9 of the Notice is recommended for your approval.

**By Order of the Board**



**(Tridib Kumar Barat)  
Company Secretary**

**Place:** New Delhi

**Date:** 24<sup>th</sup> July, 2012

Details of the Directors seeking appointment / re-appointment in the Annual General Meeting to be held on 5<sup>th</sup> September, 2012, pursuant to Clause 49 of Listing Agreement of Stock Exchanges

Name of Director	Shri Ajay Relan	Shri Ashwani Windlass	Shri Shardul S. Shroff	Shri Piyush G. Mankad	Shri Shamit Bhartia
Date of Birth	09.12.1953	02.07.1956	01.10.1955	18.11.1941	27.04.1979
Relationship with other Directors <i>inter-se</i>	None	None	None	None	<ul style="list-style-type: none"> <li>Son of Smt. Shobhana Bhartia</li> <li>Brother of Shri Priyavrat Bhartia</li> </ul>
Date of Appointment	22-02-2010	22-02-2010	22-02-2010	19-12-2011	19-12-2011
Expertise in specific functional areas	Investment Banker	Strategy, Telecom, Technology, setting up and managing of Joint Ventures	Managing Partner of Amarchand Mangaldas with over 30 years of experience in Banking & Finance, Capital Markets, Corporate Restructuring, General Corporate Advisory, Joint Ventures, Infrastructure, Mergers & Acquisitions, Oil & Gas, Project Finance, Real Estate, Regulatory Policies and Takeovers	Retired IAS Officer, ex-Finance Secretary, Government of India	Industrialist
Qualification	B.A. (Hons.) in Economics (St. Stephen's College, Delhi University); MBA (IIM, Ahmedabad)	B. Com and Graduate in Journalism (Punjab University, Chandigarh); MBA (Faculty of Management Studies, University of Delhi)	B.Com. (Sydenham College, Mumbai); LL.B. (Government Law College, Mumbai)	Post Graduate in History from Delhi University, Post Graduate Diploma in Development Studies (Cambridge, U.K.)	Degree in Economics (Dartmouth College, USA)
No. of Equity Shares of Rs. 10/- each held in the Company	NIL	NIL	NIL	NIL	5,017
List of other companies in which Directorships are held	<ul style="list-style-type: none"> <li>HT Media Limited</li> <li>Thyrocare Technologies Limited</li> <li>Monnet Ispat &amp; Energy Limited</li> <li>NIL Electronics India Limited</li> </ul>	<ul style="list-style-type: none"> <li>Max India Limited</li> <li>Vodafone India Limited</li> </ul>	<ul style="list-style-type: none"> <li>IDFC Limited</li> <li>Ashok Leyland Limited</li> <li>Jindal Power Limited</li> <li>Jubilant Life Sciences Limited</li> <li>Visa Power Limited</li> <li>Apollo Tyres Limited</li> </ul>	<ul style="list-style-type: none"> <li>The Tata Power Company Limited</li> <li>Tata International Limited</li> <li>SRF Limited</li> <li>Noida Toll Bridge Company Limited</li> <li>Heidelberg Cement India Limited</li> <li>Tata Elxsi Limited</li> <li>Max India Limited</li> <li>Mahindra &amp; Mahindra Financial Services Limited</li> <li>ICRA Limited</li> </ul>	<ul style="list-style-type: none"> <li>The Hindustan Times Limited</li> <li>HT Media Limited</li> <li>The Birla Cotton Spinning and Weaving Mills Limited</li> <li>Firefly e-Ventures Limited</li> <li>Usha Flowell Limited</li> <li>HT Digital Media Holdings Limited</li> <li>HT Learning Centers Limited</li> <li>HT Mobile Solutions Limited</li> <li>HT Education Limited</li> <li>Jubilant Industries Limited</li> <li>Jubilant Agri and Consumer Products Limited</li> <li>Udit (India) Limited</li> <li>Goldmerry Investment &amp; Trading Company Limited</li> </ul>
List of the Committees of Board of Directors (across all companies) in which Chairmanship/ Membership is held	<p><b>Member</b></p> <ul style="list-style-type: none"> <li>Audit Committee of HT Media Limited</li> <li>Investors' Grievance Committee of HT Media Limited</li> </ul>	<p><b>Chairman</b></p> <ul style="list-style-type: none"> <li>Shareholders/ Investors Grievance Committee of Max India Limited</li> </ul> <p><b>Member</b></p> <ul style="list-style-type: none"> <li>Audit Committee of Max India Limited</li> </ul>	<p><b>Member</b></p> <ul style="list-style-type: none"> <li>Audit Committee of IDFC Limited</li> </ul>	<p><b>Chairman</b></p> <ul style="list-style-type: none"> <li>Investor Grievance and Share Transfer Committee of Heidelberg Cement India Ltd.</li> <li>Investor Grievance and Share Transfer Committee of Tata Elxsi Limited</li> </ul> <p><b>Member</b></p> <ul style="list-style-type: none"> <li>Audit Committee of The Tata Power Company Limited</li> <li>Audit Committee of Tata International Limited</li> <li>Audit Committee of SRF Ltd.</li> <li>Audit Committee of Noida Toll Bridge Company Limited</li> <li>Investor Grievance and Share Transfer Committee of Noida Toll Bridge Company Limited</li> <li>Audit Committee of Heidelberg Cement India Ltd</li> <li>Investor Grievance and Share Transfer Committee of Max India Limited</li> </ul>	<p><b>Chairman</b></p> <ul style="list-style-type: none"> <li>Audit Committee of Firefly e-Ventures Limited</li> </ul> <p><b>Member</b></p> <ul style="list-style-type: none"> <li>Investors' Grievance Committee of HT Media Limited</li> <li>Audit Committee of HT Media Limited</li> <li>Audit Committee of HT Digital Media Holdings Limited</li> <li>Audit Committee of HT Mobile Solutions Limited</li> </ul>

- Notes:**
- As per latest disclosures received from the Directors, the directorship(s) mentioned above do not include directorship(s) of Foreign Companies, Section 25 Companies and Private Limited Companies.
  - Pursuant to Clause 49 of the Listing Agreement, only two Committees viz. Audit Committee and Shareholders'/Investors' Grievance Committee have been considered.