



Hindustan Media Ventures Limited

CIN: L21090BR1918PLC000013

Registered Office: Budh Marg, Patna - 800 001

Ph.: +91 612 661 0650 Fax: +91 612 222 1545

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

Ph.: +91 11 6656 1608 Fax: +91 11 6656 1445

E-mail: corporatedept@hindustantimes.com website: www.hmv.in

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 Monday, the 8th September, 2014 at 3:00 P.M. at Hotel Maurya, South Gandhi Maidan, Patna - 800 001, to transact the following business:

ORDINARY BUSINESS

ITEM NO. 1

To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2014, including Balance Sheet as at 31st March, 2014 and Statement of Profit & Loss 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 financial year ended 31st March, 2014.

ITEM NO. 3

To appoint a Director in place of Shri Shamit Bhartia (holding DIN: 00020623), who retires from office by rotation, and being eligible, offers himself for re-appointment.

ITEM NO. 4

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 an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. S.R. Batliboi & Co., LLP, Chartered Accountants [Firm Registration No. 301003E], be and are hereby re-appointed as the auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the third consecutive Annual General Meeting to be held in the calendar year 2016 (subject to ratification of their appointment by the members at the Annual General Meeting to be held in the calendar year 2015), on such remuneration as may be agreed upon between the Board of Directors and the Auditors, in addition to the reimbursement of Service Tax and out of pocket expenses in connection with audit of the accounts of the Company."

SPECIAL BUSINESS

ITEM NO. 5

To appoint Shri Piyush G. Mankad as an Independent Director and in this regard, to consider, and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Shri Piyush G. Mankad (holding DIN: 00005001), Director of the Company who retires by rotation at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to 31st March, 2019."

ITEM NO. 6

To appoint Shri Ajay Relan as an Independent Director and in this regard, to consider, and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Shri Ajay Relan (holding DIN: 00002632), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to 31st March, 2019."

ITEM NO. 7

To appoint Shri Ashwani Windlass as an Independent Director and in this regard, to consider, and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Shri Ashwani Windlass (holding DIN: 00042686), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to 31st March, 2019."

ITEM NO. 8

To appoint Shri Shardul S. Shroff as an Independent Director and in this regard, to consider, and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Shri Shardul S. Shroff (holding DIN: 00009379), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to 31st March, 2019."

ITEM NO. 9

To appoint Shri Rajiv Verma as Director liable to retire by rotation and in this regard, to consider, and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Shri Rajiv Verma (holding DIN: 00017110), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 21st August, 2013 in terms of Section 260 of the Companies Act, 1956 [corresponding to Section 161(1) of the Companies Act, 2013] and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company, whose period of office shall be liable to determination by retirement of directors by rotation."

ITEM NO. 10

To appoint Shri Vikram Singh Mehta as an Independent Director and in this regard, to consider, and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Shri Vikram Singh Mehta (holding DIN: 00041197), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 21st August, 2013 in terms of Section 260 of the Companies Act, 1956 [corresponding to Section 161(1) of the Companies Act, 2013] and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company in terms of the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, to hold office for 5 (five) consecutive years for a term up to 31st March, 2019."

ITEM NO. 11

To re-appoint Shri Benoy Roychowdhury as Whole-time Director of the Company and in this regard, to consider, and if thought fit, to pass with or without modification(s), the following resolutions as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196 and 197 read with Schedule V and other applicable provisions if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactments thereof, for the time being in force), and such other consents and approvals as may be required, consent of the Company be and is hereby accorded to the re-appointment of Shri Benoy Roychowdhury (holding DIN: 00816822) as Whole-time Director of the Company for a period of 5 (five) years with effect from 1st April, 2014, including payment of remuneration on the terms and conditions set out below, with liberty to Board of Directors to alter and vary the terms and conditions, not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof: -

| | | |
|-----|--|--|
| 1. | Salary and Special Pay | Rs. 9,53,570/- per month including Salary of Rs. 7,64,366/- per month, with authority to CEO of HT Media Limited (Holding Company) in consultation with Chairperson (hereinafter referred to as "the Authority") to revise the Salary and Special Pay from time to time, subject however to a ceiling of Rs. 18,00,000/- per month. |
| 2. | Housing | Either Company's owned/hired/leased fully-furnished residential accommodation, or House Rent Allowance of equivalent amount in lieu thereof, or a combination of both, the cost of which shall not exceed Rs. 1,77,376/- per month, with power to the Authority to revise the limit from time to time, subject however to a ceiling of Rs. 3,50,000/- per month. |
| 3. | Medical re-imbursment | Re-imbursment of medical expenses incurred in India and abroad (including insurance premium for medical and hospitalization policy, if any) on actual basis for self and family, subject to ceiling of one month's Salary in a year or three months' Salary over a period of three years. |
| 4. | Leave Travel Allowance | For self and family, once a year in accordance with Rules of the Company upto a maximum of Rs. 10,00,000/- per annum with power to the Authority to revise the Leave Travel Allowance from time to time, subject however to a ceiling of Rs. 15,00,000/- per annum. |
| 5. | Club Fees | Membership of one club in India (including admission and membership fee) in accordance with Rules of the Company upto a maximum of Rs. 4,00,000/- per annum. |
| 6. | Entertainment expenses and other business expenses | Entertainment expenses incurred for the business of the Company shall be reimbursed as per Rules of the Company. Reimbursement of travelling expenses of spouse accompanying the Whole-time Director on any official trip as per Rules of the Company. |
| 7. | Car & Telephone | The Company shall provide one car with driver and telephone at the residence of the Whole-time Director, for Company's business in accordance with Rules of the Company, upto a maximum of Rs. 40,00,000/- per annum. |
| 8. | Personal Insurance as part of Key Man Insurance | For an amount, premium of which shall not exceed Rs. 7,00,000/- per annum. |
| 9. | PF Contribution | Contribution to Provident Fund shall be as per Rules of the Company. |
| 10. | Gratuity | Gratuity payable shall not exceed half a month's Salary for each completed year of service. |
| 11. | Other allowances, benefits, perquisites and variable pay | Aggregate of - (i) any other allowances, benefits, perquisites admissible to senior Officers of the Company as per Rules of the Company from time to time; and (ii) variable pay to be fixed by the Authority on the basis of Company's performance, upto a maximum of 200% of aggregate of extant salary, special pay & housing under (1) and (2) above, per annum. |

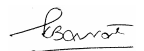
Shri Benoy Roychowdhury will also be entitled to Stock Options as per applicable policies from time to time. The next salary increment will be due on 1st April, 2015.

RESOLVED FURTHER THAT where in any financial year the Company has no profits or inadequate profits, the remuneration as decided by the Board from time to time, shall be paid to Shri Benoy Roychowdhury as minimum remuneration with the approval of the Central Government, if required.

RESOLVED FURTHER THAT so long as Shri Benoy Roychowdhury functions as the Whole-time Director of the Company, he will not be paid any fees for attending the meetings of the Board of Directors or any Committee thereof.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board 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, doubt that may arise in respect of re-appointment of Shri Benoy Roychowdhury as aforesaid 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: 1st August, 2014

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.**
A person can act as proxy on behalf of members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy, and such person shall not act as proxy for any other person or member.
2. Corporate Members intending to send their authorized representative 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.
3. 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.
4. A Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting (Item Nos. 5 to 11 of the Notice) is annexed hereto.
5. As required by Clause 49 of the Listing Agreement entered into with the stock exchanges, the relevant details of Shri Shamit Bhartia, Shri Piyush G. Mankad, Shri Ajay Relan, Shri Ashwani Windlass, Shri Shardul S. Shroff, Shri Rajiv Verma, Shri Vikram Singh Mehta and Shri Benoy Roychowdhury, Directors, is annexed herewith.
6. Copy of the Board resolutions dated 21st August, 2013 and Written Memorandum under Section 190 of the Companies Act, 2013 dated 7th May, 2014 are open for inspection at all business days (except Saturday and Sunday) during 10.00 a.m. to 5.00 p.m. upto the date of the Annual General Meeting.
7. Register of Members and Share Transfer Books of the Company shall remain closed from Monday, the 1st September, 2014 to Monday, the 8th September, 2014 (both days inclusive) for determining the names of Members eligible for dividend on Equity Shares, if any, declared at the meeting.
8. Dividend on Equity Shares, if declared at the meeting, shall be paid on or after Wednesday, 10th September, 2014, to the shareholders whose names appear on the Register of Members of the Company on Monday, 8th September, 2014. 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.
9. Members are requested to visit the website of the Company viz. www.hmvl.in for viewing the quarterly and annual financial results and for more information on the Company.
10. 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 Annual Reports and other documents permissible to be sent through electronic mode, by sending e-mail to hmvl.cs@karvy.com. For any other investor-related queries, communication may also be sent by e-mail to hmvlinvestor@hindustantimes.com.
11. 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, Vittalrao Nagar, Madhapur, Hyderabad - 500 081 (India)
Tel: + 91-40-2342 0818, Fax: + 91-40-2342 0814
E-mail: einward.ris@karvy.com
12. Shareholders who have not encashed/received dividend for the financial years ended on 31st March, 2011, 31st March, 2012 and 31st March, 2013 may please approach the Company and/or Karvy for payment of such unpaid dividend.
13. Pursuant to Section 72 of the Companies Act, 2013, 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 prescribed form (which will be made available on request) to Karvy.
14. For effecting changes in address / bank details / NECS (National 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.
15. 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.
16. 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.
17. The Notice of the Annual General Meeting and the Annual Report of the Company for the year 2013-14 circulated to the members is available on the Company's website, viz. www.hmvl.in.
18. **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.**
19. **In compliance with provisions of Section 108 of the Companies Act, 2013 & Rule 20 of the Companies (Management and Administration) Rules, 2014, and Clause 35B of the Listing Agreement with Stock Exchanges, the Company is pleased to extend to its members the facility to exercise their right to vote at this Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Karvy Computershare Private Limited.**

PROCEDURE AND INSTRUCTIONS FOR E-VOTING

A. The procedure and instructions for e-voting are as follows:

- (i) Open your web browser during the voting period and navigate to '<https://evoting.karvy.com>'
- (ii) Enter the login credentials (i.e., user-id & password) mentioned in a separate communication annexed to this Notice. Your folio no./DP ID and Client ID will be your User-ID.

| | |
|-----------|--|
| User - ID | For Members holding shares in Demat Form:- a) With NSDL:- 8 Character DP ID followed by 8 Digits Client ID b) With CDSL:- 16 digits beneficiary ID For Members holding shares in Physical Form:- ● Event number followed by Folio Number registered with the Company |
| Password | Your unique password is printed on the separate communication annexed to this Notice/via email forwarded through the electronic notice |
| Captcha | Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons. |

- (iii) After entering these details appropriately, click on "LOGIN".

- (iv) Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be of minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat account holders for voting on resolution of any other Company in which they are eligible to vote, provided that company opts for e-voting through Karvy's e-Voting platform. System will prompt you to change your password and update any contact details like mobile no., email ID etc. on first login. You may also enter the Secret Question and Answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (v) You need to login again with the new credentials.
- (vi) On successful login, system will prompt to select the 'Event' i.e., 'Hindustan Media Ventures Limited'.
- (vii) If you are holding shares in Demat form and had logged on to <https://evoting.karvy.com> and casted your vote earlier for any company, then your existing login id and password are to be used.
- (viii) On the voting page, you will see resolution description and against the same, the option 'FOR' or 'AGAINST' for voting. Enter the number of shares (which represents number of votes) under 'FOR' or 'AGAINST' or alternatively, you may partially enter any number 'FOR' and partially 'AGAINST', but the total number 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding.
- (ix) After selecting the resolution, you have decided to vote on, click on 'SUBMIT'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'OK', else to change your vote, click on 'CANCEL' and accordingly modify your vote.
- (x) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote subsequently.
- (xi) Corporate/Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned certified true copy (PDF Format) of Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly Authorized Representative(s) to the Scrutinizer through e-mail: investor@hindustantimes.com with copy to evoting@karvy.com. They may upload the same in the e-voting module in their login. The file scanned image of the Board Resolution should be in the naming format "Corporate Name_ Event no."
- (xii) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the Downloads section of '<https://evoting.karvy.com>' or contact M/s Karvy Computershare Private Limited at Tel. No: 040 4465 5000 (Toll Free No.: 1800 345 4001).

Members who have registered their e-mail IDs for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs are being sent AGM Notice by e-mail and to others are being sent by post.

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Depository Participants(s) or requesting physical copy]:

- (i) Initial password is provided in a separate communication annexed to this notice.
- (ii) Please follow all steps from Sl. No. (i) to Sl. No. (xii) above, to cast your vote.

C. Members can cast their vote online from 0930 hours (Server time) on Tuesday, the 2nd September, 2014 till 1730 hours (Server time), on Thursday, the 4th September, 2014. During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 1st August, 2014, may cast their vote electronically in the manner and process set out herein above. The e-voting module shall be disabled by Karvy for voting thereafter.

- D. Shri Arun Kumar Soni, Practicing Company Secretary (CP No. 1726), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- E. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairperson/Company Secretary of the Company.
- F. Those Members who have cast their vote electronically, cannot modify the same or vote at the Annual General Meeting. However, they can attend the meeting and participate in the discussions.
- G. The results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.hmvl.in and on the website of Karvy within two days of passing of the resolutions at the AGM of the Company and the results shall also be communicated to BSE and NSE.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 5

Shri Piyush G. Mankad is a Non-Executive Independent Director of the Company since 19th December, 2011. Shri Piyush G. Mankad is member of the Nomination and Remuneration Committee of the Board of Directors of the Company.

Shri Piyush G. Mankad retires by rotation at the ensuing Annual General Meeting under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Shri Piyush G. Mankad being eligible, and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term upto 31st March, 2019. The Company has also received declarations from Shri Piyush G. Mankad that he meets with the criteria of independence as prescribed under both sub-section (6) of Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement. Shri Piyush G. Mankad is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director.

A notice has been received from a member proposing Shri Piyush G. Mankad as a candidate for the office of Director of the Company.

In the opinion of the Board, Shri Piyush G. Mankad fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Shri Piyush G. Mankad as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Shri Piyush G. Mankad as an Independent Director in terms of applicable provisions of the Companies Act, 2013, for approval by the members of the Company. Copy of the draft letter of appointment of Shri Piyush G. Mankad as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

Shri Piyush G. Mankad is interested in the resolution set out at Item No. 5 of the Notice with regard to his appointment. The relatives of Shri Piyush G. Mankad may be deemed to be interested in this resolution, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The resolution mentioned in Item no. 5 of the Notice is recommended for your approval.

ITEM NO. 6

Shri Ajay Relan is an Independent Director of the Company since 22nd February, 2010. Shri Ajay Relan is Chairman of the Stakeholders' Relationship Committee and Investment & Banking Committee and a member of the Audit Committee and Corporate Social Responsibility Committee of the Board of Directors of the Company.

Shri Ajay Relan is a director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Shri Ajay Relan being eligible, and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term upto 31st March, 2019. The Company has also received declarations from Shri Ajay Relan that he meets with the criteria of independence as

prescribed under both sub-section (6) of Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement. Shri Ajay Relan is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director.

A notice has been received from a member proposing Shri Ajay Relan as a candidate for the office of Director of the Company.

In the opinion of the Board, Shri Ajay Relan fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Shri Ajay Relan as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Shri Ajay Relan as an Independent Director in terms of applicable provisions of the Companies Act, 2013, for approval by the members of the Company. Copy of the draft letter of appointment of Shri Ajay Relan as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

Shri Ajay Relan is interested in the resolution set out at Item No. 6 of the Notice with regard to his appointment. The relatives of Shri Ajay Relan may be deemed to be interested in this resolution, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The resolution mentioned in Item no. 6 of the Notice is recommended for your approval.

ITEM NO. 7

Shri Ashwani Windlass is an Independent Director of the Company since 22nd February, 2010. Shri Ashwani Windlass is Chairman of the Audit Committee and Nomination & Remuneration Committee of the Board of Directors of the Company.

Shri Ashwani Windlass is a director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Shri Ashwani Windlass being eligible, and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term upto 31st March, 2019. The Company has also received declarations from Shri Ashwani Windlass that he meets with the criteria of independence as prescribed under both sub-section (6) of Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement. Shri Ashwani Windlass is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director.

A notice has been received from a member proposing Shri Ashwani Windlass as a candidate for the office of Director of the Company.

In the opinion of the Board, Shri Ashwani Windlass fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Shri Ashwani Windlass as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Shri Ashwani Windlass as an Independent Director in terms of applicable provisions of the Companies Act, 2013, for approval by the members of the Company. Copy of the draft letter of appointment of Shri Ashwani Windlass as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

Shri Ashwani Windlass is interested in the resolution set out at Item No. 7 of the Notice with regard to his appointment. The relatives of Shri Ashwani Windlass may be deemed to be interested in this resolution, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

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

ITEM NO. 8

Shri Shardul S. Shroff is an Independent Director of the Company since 22nd February, 2010. Shri Shardul S. Shroff is member of the Audit Committee of the Board of Directors of the Company.

Shri Shardul S. Shroff is a director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Shri Shardul S. Shroff being eligible, and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term upto 31st March, 2019. The Company has also received declarations from Shri Shardul S. Shroff that he meets with the criteria of independence as prescribed under both sub-section (6) of Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement. Shri Shardul S. Shroff is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director.

A notice has been received from a member proposing Shri Shardul S. Shroff as a candidate for the office of Director of the Company.

In the opinion of the Board, Shri Shardul S. Shroff fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Shri Shardul S. Shroff as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Shri Shardul S. Shroff as an Independent Director in terms of applicable provisions of the Companies Act, 2013, for approval by the members of the Company. Copy of the draft letter of appointment of Shri Shardul S. Shroff as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

Shri Shardul S. Shroff is interested in the resolution set out at Item No. 8 of the Notice with regard to his appointment. The relatives of Shri Shardul S. Shroff may be deemed to be interested in this resolution, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

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

ITEM NO. 9

The Board of Directors appointed Shri Rajiv Verma, as an Additional Director (Non-Executive) pursuant to the provisions of Section 260 of the Companies Act, 1956 w.e.f. 21st August, 2013. In terms of Section 161(1) of the Companies Act, 2013 (corresponding to Section 260 of the Companies Act, 1956) Shri Rajiv Verma holds office only upto the date of this Annual General Meeting. Shri Rajiv Verma is member of the Stakeholders' Relationship Committee and Investment & Banking Committee of the Board of Directors of the Company.

A notice has been received from a member proposing Shri Rajiv Verma as a candidate for the office of Director of the Company. Shri Rajiv Verma is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director.

The Board considers that the appointment of Shri Rajiv Verma as Director would be of immense benefit to the Company and it is desirable to continue to avail his services. Accordingly, the Board recommends the resolution in relation to appointment of Shri Rajiv Verma as Director, liable to retire by rotation, for approval by members of the Company.

Shri Rajiv Verma is interested in the resolution set out at Item No. 9 of the Notice with regard to his appointment. The relatives of Shri Rajiv Verma may be deemed to be interested in this resolution, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

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

ITEM NO. 10

The Board of Directors had appointed Shri Vikram Singh Mehta, as an Additional Director (Independent) pursuant to the provisions of Section 260 of the Companies Act, 1956 w.e.f. 21st August, 2013. In terms of Section 161(1) of the Companies Act, 2013 (corresponding to Section 260 of the Companies Act, 1956) Shri Vikram Singh Mehta holds office only upto the date of this Annual General Meeting.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, it is proposed to appoint Shri Vikram Singh Mehta as an Independent Director for five consecutive years for a term upto 31st March, 2019. The Company has also received declarations from Shri Vikram Singh Mehta that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement. Shri Vikram Singh Mehta is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director.

A notice has been received from a member proposing Shri Vikram Singh Mehta as a candidate for the office of Director of the Company.

In the opinion of the Board, Shri Vikram Singh Mehta fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Shri Vikram Singh Mehta as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Shri Vikram Singh Mehta as an Independent Director in terms of applicable provisions of the Companies Act, 2013, for approval by the members of the Company. Copy of the draft letter of appointment of Shri Vikram Singh Mehta as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

Shri Vikram Singh Mehta is interested in the resolution set out at Item No. 10 of the Notice with regard to his appointment. The relatives of Shri Vikram Singh Mehta may be deemed to be interested in this resolution, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The resolution mentioned in Item no. 10 of the Notice is recommended for your approval.

ITEM NO. 11

The members of the Company at their Extra-ordinary General Meeting held on 28th February, 2010 had approved appointment of Shri Benoy Roychowdhury as Whole-time Director of the Company with effect from 23rd February, 2010 for a period of 5 (five) years, including payment of remuneration. The said tenure of Shri Benoy Roychowdhury will end on 22nd February, 2015.

The Board of Directors of the Company at its meeting held on 7th May, 2014 have, subject to the approval of members, approved the re-appointment of Shri Benoy Roychowdhury as Whole-time Director for a further period of 5 years w.e.f. 1st April, 2014.

Shri Benoy Roychowdhury is actively involved in the business policy decisions of the Company. Shri Benoy Roychowdhury is Bachelor in Economics (Hons.) from Presidency College, Calcutta University and PGDBM from XLRI, Jamshedpur. He has around three decades of experience in Marketing, Sales and General Management.

The Written Memorandum under Section 190 of the Companies Act, 2013 setting out terms of re-appointment of Shri Benoy Roychowdhury as Whole-time Director would be available for inspection without any fee by the members at the registered office of the Company between 10.00 a.m. and 5.00 p.m. on any working day except Saturday.

Members' approval is required for the re-appointment of Shri Benoy Roychowdhury as Whole-time Director for a further period of 5 years w.e.f. 1st April, 2014 and payment of remuneration as set out in the accompanying resolution.

Shri Benoy Roychowdhury is interested in the resolution set out respectively at Item No. 11 of the Notice with regard to his re-appointment. The relatives of Shri Benoy Roychowdhury may be deemed to be interested in the resolution set out respectively at Item No.11 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The resolution mentioned in Item no. 11 of the Notice is recommended for your approval.

By Order of the Board



**(Tridib Kumar Barat)
Company Secretary**

Place: New Delhi

Date: 1st August, 2014

Details of the Directors seeking appointment / re-appointment in the Annual General Meeting to be held on 8th September, 2014, pursuant to Clause 49 of Listing Agreement of Stock Exchanges

| Name of Director | Shri Shamit Bhatia | Shri Piyush G. Mankad | Shri Ajay Relan | Shri Ashwani Wndlass | Shri Shardul S. Shroff | Shri Rajiv Verma | Shri Vikram Singh Mehta | Shri Benoy Roychowdhury |
|---|--|--|--|---|---|---|--|--|
| Date of Birth | 27.04.1979 | 18.11.1941 | 09.12.1953 | 02.07.1956 | 01.10.1955 | 16.09.1958 | 30.10.1952 | 17.09.1960 |
| Relationship with other Directors inter-se | Son of Smt. Shobhana Bhatia and brother of Shri Priyavrat Bhatia | None | None | None | None | None | None | None |
| Date of Appointment | 19.12.2011 | 19.12.2011 | 22.02.2010 | 22.02.2010 | 22.02.2010 | 21.08.2013 | 21.08.2013 | 06.01.2010 |
| Expertise in specific functional areas | Industrialist | Retired IAS Officer, ex-Finance Secretary, Government of India | 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 | General management and establishing foreign collaborations | Former IAS, Strategic Planning and International affairs | General Management, Marketing and Sales |
| Qualification | Degree in Economics (Dartmouth College, USA) | Post Graduate in History (Delhi University); Post Graduate Diploma in Development Studies (Cambridge, U.K.) | 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) | Degree in Mechanical Engineering (Delhi College of Engineering); Student of AMP Class of 2001 at Kellogg Business School (Northwestern University) | B.A. (Mathematics Honors) (St. Stephens College, Delhi University); BA/M.A (Economics Honors), (Magdalen College, Oxford University); Post Graduate in Energy Economics (Fletcher School of Law and Diplomacy, Tufts University) | Bachelor in Economics (Honours) (Calcutta University); PGDBM (XLRI, Jamshedpur) |
| No. of Equity Shares of Rs.10/- each held in the Company | 5017 | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| List of other companies in which Directorships are held | <ul style="list-style-type: none"> ● The Hindustan Times Limited ● HT Media Limited ● The Birla Cotton Spg. & Wvg. Mills Limited ● Firefly e-Ventures Limited ● HT Digital Media Holdings Limited ● HT Learning Centers Limited ● Goldmercy Investment & Trading Company Limited ● Jubilant Industries Limited ● Jubilant Agri & Consumer Products Limited ● BCM Holding Limited ● Birla Real Estate Limited ● Earthstone Investment & Finance Limited | <ul style="list-style-type: none"> ● Tata International Limited ● The Tata Power Company Limited ● Tata Elxsi Limited ● Mahindra & Mahindra Financial Services Limited ● ICRA Limited ● Noida Toll Bridge Company Limited ● Heidelberg Cement India Limited | <ul style="list-style-type: none"> ● HT Media Limited ● NTL Electronics India Limited ● Thyrocare Technologies Limited ● Security And Intelligence Services (India) Limited ● Bluechip Technologies Limited ● Indian City Proper Limited | <ul style="list-style-type: none"> ● Max India Limited ● Vodafone India Limited ● Antara Senior Living Limited | <ul style="list-style-type: none"> ● Ashok Leyland Limited ● Jindal Power Limited ● Jubilant Life Sciences Limited ● Visa Power Limited | <ul style="list-style-type: none"> ● HT Media Limited ● HT Music and Entertainment Company Limited ● Firefly e-Ventures Limited, ● HT Digital Media Holdings Limited ● HT Education Limited ● HT Mobile Solutions Limited ● HT Learning Centers Limited ● Topmovies Entertainment Limited | <ul style="list-style-type: none"> ● Colgate-Palmolive (India) Limited ● United Spirits Limited ● Mahindra & Mahindra Limited ● Apollo Tyres Limited ● Larsen and Toubro Limited ● Vodafone India Limited ● L&T Hydrocarbon Limited ● Engineering Limited ● Thomson Reuters Funders Share Company Limited | <ul style="list-style-type: none"> ● The Advertising Standards Council of India |

contd...

| Name of Director | Shri Shamit Bhartia | Shri Piyush G. Mankad | Shri Ajay Relan | Shri Ashwani Windlass | Shri Shardul S. Shroff | Shri Rajiv Verma | Shri Vikram Singh Mehta | Shri Benoy Roychowdhury |
|---|---|--|---|--|--|---|--|---|
| <p>List of the Committee of Directors (across all companies) in which Chairmanship/ Membership is held</p> | <p>Chairman</p> <ul style="list-style-type: none"> ● Audit Committee of Firefly e-Ventures Limited <p>Member</p> <ul style="list-style-type: none"> ● Audit Committee of HT Media Limited ● Audit Committee of HT Digital Media Holdings Limited ● Audit Committee of HT Learning Centers Limited | <p>Chairman</p> <ul style="list-style-type: none"> ● Investors' Grievance and Share Transfer Committee of Heidelberg Cement India Limited ● Investors' Grievance and Share Transfer Committee of Tata Elxsi Limited <p>Member</p> <ul style="list-style-type: none"> ● Audit Committee of The Tata Power Company Limited ● Audit Committee of Tata International Limited ● Audit Committee of Noida Toll Bridge Company Limited ● Investors' Grievance and Share Transfer Committee of Noida Toll Bridge Company Limited ● Audit Committee of Mahindra & Mahindra Financial Services Limited ● Audit Committee of ICRA Limited ● Audit Committee of Heidelberg Cement India Limited | <p>Chairman</p> <ul style="list-style-type: none"> ● Stakeholders' Relationship Committee of Hindustan Media Ventures Limited <p>Member</p> <ul style="list-style-type: none"> ● Audit Committee of Hindustan Media Ventures Limited ● Audit Committee of HT Media Limited ● Stakeholders' Relationship Committee of HT Media Limited | <p>Chairman</p> <ul style="list-style-type: none"> ● Shareholders/Investors Grievance Committee of Max India Limited ● Audit Committee of Hindustan Media Ventures Limited ● Audit Committee of Vodafone India Limited <p>Member</p> <ul style="list-style-type: none"> ● Audit Committee of Max India Limited | <p>Member</p> <ul style="list-style-type: none"> ● Audit Committee of Hindustan Media Ventures Limited | <p>Member</p> <ul style="list-style-type: none"> ● Stakeholders' Relationship Committee of Hindustan Media Ventures Limited ● Audit Committee of Firefly e-Ventures Limited ● Audit Committee of HT Digital Media Holdings Limited ● Audit Committee of HT Education Limited ● Audit Committee of HT Mobile Solutions Limited ● Audit Committee of HT Learning Centers Limited | <p>Member</p> <ul style="list-style-type: none"> ● Audit Committee of Colgate-Palmolive (India) Limited ● Audit Committee of United Spirits Limited | <p>Member</p> <ul style="list-style-type: none"> ● Stakeholders' Relationship Committee of Hindustan Media Ventures Limited |

Notes: 1. As per latest disclosures received from Directors, the directorship(s) mentioned above do not include directorship(s) of foreign companies, Section 8 companies and private limited companies.
2. Pursuant to Clause 49 of the Listing Agreement, only two Committees viz. Audit Committee and Stakeholders' Relationship/ Shareholders'/Investors' Grievance Committee have been considered.