

हिन्दुस्तान

Hindustan Media Ventures Limited

CIN: L21090BR1918PLC000013

Registered Office: Budh Marg, Patna - 800 001

Ph.: +91 612 222 3434 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: hmvlinvestor@livehindustan.com Website: www.hmvl.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, September 12, 2016 at 2.30 P.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 financial statements of the Company for the financial year ended March 31, 2016, including Balance Sheet as at March 31, 2016 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 March 31, 2016.

ITEM NO. 3

To appoint a Director in place of Shri Priyavrat Bhartia (DIN: 00020603), who retires by rotation and, being eligible, offers himself for re-appointment.

ITEM NO. 4

To re-appoint M/s. S.R. Batliboi & Co. LLP, Chartered Accountants, as Statutory Auditors of the Company and to fix their remuneration and in this regard, to consider and, if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, M/s. S.R. Batliboi & Co. LLP, Chartered Accountants [Registration No. 301003E/E300005], be and hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting upto the conclusion of the Annual General Meeting to be held in the calendar year 2017, at a remuneration to be determined by the Board of Directors, in addition to the re-imbursalment of Service Tax and out of pocket expenses as may be incurred by them during the course of their Audit."

SPECIAL BUSINESS

ITEM NO. 5

To approve the proposed transactions with HT Digital Streams Limited (fellow subsidiary company and Related Party) and in this regard, to consider and, if thought fit, to pass the following resolutions as **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 ("the Act"), Regulation 23 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), and upon the proposed Scheme of Arrangement u/s 391-394 of the Companies Act, 1956 between the Company and HT Digital Streams Limited ("HTDSL") and their respective shareholders and creditors for transfer and vesting of the multimedia content management undertaking of the Company to and in HTDSL ("the Scheme") becoming effective, consent of the Company be and is hereby accorded to the proposed transactions between the Company and HTDSL, namely (i) sourcing of news content to publish & print newspaper; (ii) provision of support services; (iii) promote, solicit & generate sales order for other's business offerings; (iv) advertising each other's product/client offerings; and (v) reimbursement of expenses incurred on other's behalf; each for a period of 3 years commencing from the Appointed Date as per the Scheme (i.e. closing hours of March 31, 2016), provided that the aggregate value of all such proposed transactions shall not exceed Rs. 109 crore (during FY-17), Rs. 124 crore (during FY-18) and Rs. 141 crore (during FY-19).

RESOLVED FURTHER THAT for the purposes of giving effect to the foregoing resolution, the Board of Directors (hereinafter referred to as "the Board", which term shall be deemed to include any Committee of the Board) be and is hereby authorised to enter into/execute, if required, any agreement(s) (including any modifications, alterations or amendments thereto), to do all such acts, deeds and things and execute all such deeds, documents and writings, on an ongoing basis, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of 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."

ITEM NO. 6

To appoint Shri Priyavrat Bhartia as Whole-time Director of the Company and in this regard, to consider and, if thought fit, to pass the following resolutions as **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the

time being in force) and subject to such approvals, consents, permissions, sanctions of appropriate authorities as may be required, consent of the Company be and is hereby accorded to the appointment of Shri Priyavrat Bhartia (DIN: 00020603) as Whole-time Director of the Company, liable to retire by rotation, for a period of 5 (five) years with effect from October 1, 2015, including payment of remuneration on the terms and conditions set out below, with liberty to the Board of Directors to alter and vary the terms and conditions, not exceeding the limits specified under Schedule V to the Companies Act, 2013:-

1.	Basic Salary	Rs. 16,00,000/- per month, w.e.f. 01-10-2015 to 31-03-2016 and Rs. 18,00,000/- per month, w.e.f. 01-04-2016 with authority to the Board of Directors (which expression shall include a Committee thereof) to revise the basic salary from time to time taking into account the performance of the Company, subject however to a ceiling of Rs. 35,00,000/- per month.
2.	Housing	Fully furnished residential accommodation, the cost of which shall not exceed 60% of the basic salary per annum or House Rent Allowance in lieu thereof.
3.	Gas / Water / Electricity	Actual expenditure upto a maximum of Rs. 12,00,000/- per annum.
4.	Medical Expenses	Reimbursement 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 basic salary in a year or three months' basic salary over a period of three years.
5.	Leave Travel Allowance	For self and family, once a year in accordance with Rules of the Company.
6.	Club Fees	Membership of one club in India (including admission and membership fee).
7.	Entertainment expenses and other business expenses	Entertainment, travelling and all other 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.
8.	Car & Telephone	The Company shall provide car with driver and telephone at the residence of the Whole-time Director, for the Company's business.
9.	Personal Insurance	For an amount, premium of which shall not exceed one month's basic salary.
10.	PF Contribution	Contribution to Provident Fund shall be as per Rules of the Company.
11.	Gratuity	Gratuity payable shall not exceed half a month's basic salary for each completed year of service.
12.	Superannuation	Contribution to Superannuation Fund, if any shall be as per Rules of the Company.
13.	Other allowances, benefits and perquisites	Any other allowances, benefits and perquisites admissible to the senior officers of the Company as per Rules of the Company, from time to time.

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

RESOLVED FURTHER THAT so long as Shri Priyavrat Bhartia functions as the Whole-time Director of the Company, and draws the remuneration as mentioned above, he will not be paid any fees for attending the meetings of the Board or any Committee thereof.

RESOLVED FURTHER THAT for the purposes of giving effect to the foregoing resolution, the Board of Directors (hereinafter referred to as "the Board", which term shall be deemed to include any Committee of the Board) be and is hereby authorised to do all such acts, deeds and things and execute all such deeds, documents and writings, on an ongoing basis, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of 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."

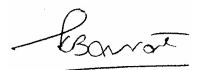
ITEM NO. 7

To adopt a new set of Articles of Association of the Company and in this regard, to consider and, if thought fit, to pass the following resolutions as **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any of the Companies Act, 2013 and Rules made thereunder and such other approvals, consents or permissions as may be necessary, approval of the Company be and is hereby accorded to adopt a new set of Articles of Association of the Company as placed before the Members, in substitution to the existing Articles of Association of the Company.

RESOLVED FURTHER THAT for the purposes of giving effect to the foregoing resolution, the Board of Directors (hereinafter referred to as "the Board", which term shall be deemed to include any Committee of the Board) be and is hereby authorised to do all such acts, deeds and things and execute all such deeds, documents and writings, on an ongoing basis, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of 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
For Hindustan Media Ventures Limited



(Tridib Barat)
Company Secretary

Place: New Delhi
Date: August 9, 2016

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 in his / her stead and the proxy need not to be a Member of the Company. The instrument appointing a proxy, in order to be effective, must be deposited with the Company at its Registered Office, duly completed and signed, not less than 48 hours before the scheduled time for holding the meeting. A blank proxy form is annexed to this Notice.**

A person can act as a proxy on behalf of Members not exceeding 50 in number and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% 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 a proxy for any other Member. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority as applicable. The Proxy-holder shall prove his identity at the time of attending the meeting.

2. Corporate Members intending to send their authorized representatives 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 7 of the Notice) is annexed hereto.
5. As required by Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Regulations"), the relevant details of Shri Priyavrat Bhartia, Whole-time Director, is annexed herewith.
6. Register of Members and Share Transfer Books of the Company shall remain closed from Monday, September 5, 2016 to Monday, September 12, 2016 (both days inclusive) for determining the names of Members eligible for dividend on Equity Shares, if any, declared at the meeting.
7. Dividend on Equity Shares, if declared at the Annual General Meeting (AGM), shall be paid/dispatched on or after Tuesday, September 13, 2016, to the Members whose names appear on the Register of Members of the Company on Monday, September 12, 2016. 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.
8. A certificate from the Statutory Auditors that the 'HT Group Companies - Employee Stock Option Rules for Listed Companies' is implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (read with SEBI's circular no. CIR/CFD/POLICY CELL/2/2015 dated June 16, 2015) and the special resolution passed by the Members at the Annual General Meeting of the Company held on August 28, 2015, shall be available for inspection by Members at the venue of AGM.
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. Pursuant to Sections 101 and 136 of the Companies Act, 2013 read with the Rules framed thereunder, the Notice calling the AGM along with the Annual Report for FY-16 would be sent by electronic mode to those Members whose e-mail addresses are registered with the Depository or the Company's Registrar and Share Transfer Agent, unless the Members have requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies would be sent by the permitted mode.

Members 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 Notice calling the AGM, Annual Report and other documents permissible to be sent through electronic mode, by sending e-mail at einward.ris@karvy.com. For any other investor related queries, communication may be sent by e-mail to hmvlinvestor@livehindustan.com.

11. Karvy Computershare Private Limited (Karvy) 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
Karvy Selenium Tower B
Plot No. 31 & 32
Financial District, Nanakramguda
Serilingampally Mandal
Hyderabad - 500 032

Tel : + 91-40-67162222
Fax : + 91-40-23001153
E-mail : einward.ris@karvy.com

12. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed dividend lying with the Company as on August 28, 2015 (date of last Annual General Meeting) on the website of the Company (www.hmvl.in), as also on the website of the Ministry of Corporate Affairs. Members who have not encashed/received dividend so far in respect of financial years ended on March 31, 2011 to March 31, 2015, are requested to write to Karvy who shall arrange to remit the unclaimed dividend amount.
13. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 to Karvy at the above mentioned address. Members holding shares in electronic form may contact their respective Depository Participant for availing this facility.
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. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic mode are, therefore, requested to submit their PAN to

their DPs with whom they are maintaining their demat accounts. Members holding shares in physical mode can submit their PAN to the Company / Karvy.

16. 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.
17. Members are requested to send their queries, if any, on the financial statements/operations of the Company, to reach the Company Secretary at the Company's Corporate Office, atleast 7 days before the meeting, so that the information can be compiled in advance.
18. The Notice of this AGM and Annual Report of the Company for FY-16 circulated to the Members of the Company is available on the Company's website, viz. www.hmvl.in.
19. **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.**
20. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and the provisions of Regulation 44 of the SEBI Regulations, the Members are provided with the facility to cast their vote electronically through remote e-voting facility (i.e. facility of casting votes by using an electronic voting system from a place other than the venue of AGM) provided by Karvy on all resolutions set forth in this Notice.
The Company shall also provide facility for voting through ballot paper at the venue of AGM. Members attending the AGM who have not already cast their vote by remote e-voting shall be able to exercise the right to vote at the meeting.
A Member can opt for only single mode of voting i.e. through remote e-voting or voting through ballot paper at the AGM.
21. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on Monday, September 5, 2016 (cut-off date), are entitled to vote by way of voting through ballot paper at the venue of AGM/remote e-voting on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
22. The remote e-voting facility will be available during the following period:

Commencement of remote e-voting	From 9.00 a.m. (Server time) on September 9, 2016 (Friday)
End of remote e-voting	Up to 5.00 p.m. (Server time) on September 11, 2016 (Sunday)

The remote e-voting will not be allowed beyond the aforesaid date and time, and the e-voting module shall be disabled by Karvy upon expiry of aforesaid period.

23. The Board of Directors has appointed Shri Arun Kumar Soni, Company Secretary in practice (C.P. No. 1726) and Shri Robin Kumar, Chartered Accountant in practice (C.P. No. 427812) or in their absence Shri N.C. Khanna, Company Secretary in practice (C.P. No. 5143) and Shri Dipankar Sircar, Chartered Accountant in practice (C.P. No. 073514) as Scrutinizers to scrutinize the voting and remote e-voting process in a fair and transparent manner.
24. The Scrutinizers shall, after the conclusion of voting at the AGM, count the votes cast at the meeting. Thereafter, they will unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company, and make, not later than 48 hours from conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against the resolution, invalid votes, if any and whether the Resolution(s) has/have been carried or not, to the Chairperson or in her absence, to any Director of the Company.
25. The results of voting along with the Scrutinizers' Report shall be placed on the website of the Company (www.hmvl.in) and on Karvy's website (<https://evoting.karvy.com>) immediately after the result is declared and shall simultaneously be forwarded to the Stock Exchanges where the Company's shares are listed.
26. The resolutions will be deemed to be passed on the date of AGM, subject to receipt of requisite number of votes in favour of the resolutions.
27. Members are requested to carefully read the "Procedure and Instructions for remote e-voting" outlined hereunder.

PROCEDURE AND INSTRUCTIONS FOR REMOTE E-VOTING

The procedure and instructions for remote e-voting, are as under:-

- (i) In case a Member receives an email from Karvy (for Members whose email addresses are registered with the Company/Depository Participant(s)) which includes details of E-voting Event Number, User ID and password:
 - a) Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - b) Enter the login credentials (i.e. user-id & password mentioned in a separate communication annexed to this Notice). In case of physical folio, User ID will be E-voting Event Number (**EVEN**) followed by folio no. In case of Demat holding, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - c) After entering these details appropriately, click on "**LOGIN**".
 - d) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**
 - e) You need to login again with the new credentials.

- f) On successful login, the system will prompt you to select the “**EVEN**” i.e. Hindustan Media Ventures Limited.
 - g) On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under “FOR/AGAINST”. Alternatively, you may partially enter any number in “FOR” and partially in “AGAINST”, but the total number in “FOR/AGAINST” taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option “ABSTAIN”. If a Member does not indicate either “FOR” or “AGAINST”, then also it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
 - h) Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
 - i) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as “ABSTAIN”.
 - j) You may then cast your vote by selecting an appropriate option and click on “Submit”.
 - k) A confirmation box will be displayed, click “OK” to confirm, else “CANCEL” to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote.
 - l) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail address: hmvinvestor@livehindustan.com with a copy to evoting@karvy.com. They may also upload the same in the E-voting module in their login. The scanned image of the above mentioned documents should be in the naming format “**Corporate Name_EVEN**”.
- (ii) In case a Member receives physical copy of the Notice (for Members whose email addresses are not registered with the Company/Depository Participant):
 - a) EVEN, User ID and initial password are mentioned in a separate communication annexed to this Notice.
 - b) Please follow all steps from Sr. No. (a) to (l) as mentioned in (i) above, to cast your vote by electronic means.
 - (iii) **Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently, Further, the Members who have cast their vote through remote e-voting may attend the Annual General Meeting (AGM) but shall not be allowed to vote again thereat.**
 - (iv) In case of any query/grievance in respect of remote e-voting, Members may please refer to Help & FAQ’s section available on Karvy’s website <https://evoting.karvy.com> or contact Mr. Srikrishna P., Manager at Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032 at email id-evoting@karvy.com, contact no. 040-67162222 or Karvy’s Toll Free no. 1800-345-4001.
 - (v) The voting rights of the Members shall be in proportion to their share in the paid-up equity capital of the Company as on the cut-off date i.e., Monday, September 5, 2016.
 - (vi) In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for remote e-voting i.e., Monday, September 5, 2016, he/she may obtain the User ID and Password in the manner as mentioned below:
 - a) If the mobile number of the Member is registered against Folio No./ DP ID Client ID, the Member may send SMS: MYEPWD<space>E-Voting Event Number+Folio no. or DPID Client ID to **+91 9212 993399**
Example for NSDL: MYEPWD<SPACE>IN12345612345678
Example for CDSL: MYEPWD<SPACE>1402345612345678
Example for Physical: MYEPWD<SPACE> XXXX1234567890
 - b) if e-mail address or mobile number of the Member is registered against Folio No. / DPID Client ID, then on the home page of <https://evoting.karvy.com>, the Member may click “Forgot Password” and enter Folio No. or DPID Client ID and PAN to generate a password.
 - c) Member may call Karvy’s Toll free number 1800-345-4001.
 - d) Member may send an e-mail request to evoting@karvy.com. Karvy shall endeavour to send User ID and Password to those new Members.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 5

As the Members are kindly aware, a Scheme of Arrangement u/s 391-394 of the Companies Act, 1956 between the Company and HT Digital Streams Limited (“HTDSL”) and their respective shareholders and creditors for transfer and vesting of the multimedia content management undertaking of the Company to and in HTDSL as a ‘going concern’ on slump exchange basis (“the Scheme”), was approved at the meeting of Members of the Company held on April 8, 2016 pursuant to the Order dated March 1, 2016 passed by the Hon’ble High Court of Judicature at Patna. The Scheme was also approved by the Members by way of Postal Ballot. The Scheme is awaiting sanction by the Hon’ble High Court of Judicature at Patna.

The business of multimedia content management undertaking (more particularly described in Para 2.13 of the Scheme) broadly, entails gathering, producing and processing platform-agnostic news for use in various media platforms viz. newspaper, websites, mobile apps etc. It also encompasses the Digital Content Business, which includes news website www.livehindustan.com (the domain name of news website which continues to be owned by the Company). In terms of Clause 2.4 of the Scheme, the Appointed Date for transfer of the multimedia content management undertaking from the Company to HTDSL is March 31, 2016 (closing hours).

In view of the proposed transfer of multimedia content management undertaking of the Company to HTDSL as outlined above, and to leverage mutual synergies, upon the Scheme becoming effective, following transactions are proposed between the Company and HTDSL (Proposed Transactions):

- (i) sourcing of news content to publish & print newspaper;
- (ii) provision of support services;
- (iii) promote, solicit & generate sales order for other’s business offerings;
- (iv) advertising each other’s product/client offerings; and
- (v) reimbursement of expenses incurred on other’s behalf

The Proposed Transactions shall take place for an initial period of 3 years commencing from the Appointed Date of the Scheme. The nature, material terms and monetary value of each of the Proposed Transactions, are as under -

- (i) Sourcing of news content to publish & print newspaper by the Company from HTDSL, on non-exclusive basis, either "as is" or "customised basis" for its business. A content provision fee on arms' length basis [presently, determined @8% of revenue generated by the Company from its newspaper printing and publication business activities i.e. advertisement sales and circulation (excluding applicable taxes/levies)], shall be payable by the Company to HTDSL. Revenue linked fee is proposed, being a desired incentive for both the Company and HTDSL to optimize their performance. The value of these transaction(s) (excluding applicable taxes/levies, if any) shall not exceed Rs. 85 crore (during FY-17), Rs. 95 crore (during FY-18) and Rs. 105 crore (during FY-19).
- (ii) Provision of Support Services to HTDSL for use of the office space and related infrastructure of the Company, in order to ensure effective utilization of the Company's space/infrastructure. The 'Support Services Charges' shall be payable by HTDSL on per seat basis, which shall be computed on "Cost plus an arms' length mark-up" basis (presently, determined at cost plus 10% mark up). Support Service Charges shall be determined on the basis of space and/or infrastructure actually utilized by HTDSL. The value of these transaction(s) (excluding applicable taxes/levies, if any) shall not exceed Rs. 12 crore (during FY-17), Rs. 14 crore (during FY-18) and Rs. 16 crore (during FY-19).
- (iii) Promote, solicit & generate sales order for other's business offerings in exclusive or combo deals. The Company and HTDSL shall represent each other to promote, solicit and generate advertisement order for other's business offerings. The Company will sell advertisement space on the Digital platforms of HTDSL along with its Print business. Similar services shall be rendered by HTDSL to the Company for latter's print business. The charge(s) for services to be offered as a bouquet of services at combined prices to third parties shall be mutually agreed between the Company and HTDSL. From the value of combined advertisement sales order involving Print and Digital, the Company shall retain a portion of the consolidated earnings, basis its average yield of same service offerings in similar customer category over previous six months, and any excess will be shared with HTDSL. Either party will raise invoice on the other party on account of commission at arm's length terms (presently, determined @ 2% on value of advertisement orders sourced for the other party). The value of the transaction(s) (excluding applicable taxes/levies, if any) towards combo revenue and commissions, shall not exceed Rs. 4 crore (during FY-17), Rs. 6 crore (during FY-18) and Rs. 8 crore (during FY-19).
- (iv) Advertising each other's product/client offerings on other party's platform(s). HTDSL may have a requirement of advertisement of its product/client offerings in various media properties of Company. Similarly, the Company may also advertise its offerings on digital media platforms of HTDSL. The rate to be charged by the Company for advertisements in its media properties shall be as per the prevailing DAVP rates in the same segment/category. The rates for any other advertisement (i.e. where comparable DAVP rate is not available), shall be the rate computed after allowing a discount on the cover price in the same proportion as extended to DAVP customers. HTDSL shall charge the Company for its service offerings at the rates charged for similar service offerings to third parties, in the same segment/category. The value of these transaction(s) (excluding applicable taxes/levies, if any) shall not exceed Rs. 3 crore (during FY-17), Rs. 5 crore (during FY-18) and Rs. 8 crore (during FY-19).
- (v) Reimbursement of expenses incurred by the Company/HTDSL on other's behalf. The Company and HTDSL may incur certain expenses on each other's behalf, including but not limited to payroll, administrative, other operative expenses and fees/expenses incurred by the Company for renewal of/or maintaining domain name viz. www.livehindustan.com. In such cases, the party incurring the particular expense shall merely facilitate the payment on behalf of the other party, and it shall not be in the nature of rendering/availing services to the other party. The transaction hereunder would involve reimbursement of actual third party costs only, without any mark-up. The value of these transaction(s) (excluding applicable taxes/levies, if any) shall not exceed Rs. 5 crore (during FY-17), Rs. 4 crore (during FY-18) and Rs. 4 crore (during FY-19).

The Audit Committee and the Board of Directors of the Company have approved the Proposed Transaction(s) at their respective meetings held on August 4, 2016.

HTDSL is a 'Related Party' within the meaning of Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"). Further, in terms of Regulation 23 of SEBI LODR, any material related party transaction (i.e. exceeding 10% of the annual turnover of the Company as per the last audited financial statements) requires the approval of Members of the Company by way of an ordinary resolution.

Since, the aggregate value of the Proposed Transactions may exceed the materiality thresholds outlined under Regulation 23 of SEBI LODR, the Board of Directors commends the resolution set out in Item no. 5 of the Notice for approval by the Members.

The Scheme, which is already approved by the Members, shall be available for reference and inspection by Members, without any fee, on all business days (except Saturday and Sunday) during 10.00 A.M. to 4.00 P.M. upto the date of Annual General Meeting at the Registered Office/Corporate Office of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financial or otherwise, in the resolution, except to the extent of their shareholding, if any, in the Company and/or HTDSL which is less than 2% of the paid-up share capital of the respective companies. HT Media Limited (HTML) is the holding company/promoter of the Company. HTDSL is presently, a 100% subsidiary of HTML. Upon the Scheme becoming effective, HTML (alongwith its nominees) and the Company shall hold 57.17% and 42.83% respectively, of the equity share capital of HTDSL.

ITEM NO. 6

The Board of Directors of the Company at its meeting held on October 26, 2015 has, subject to the approval of the Members, approved the appointment of Shri Priyavrat Bhartia, as Whole-time Director of the Company for a period of 5 (five) years w.e.f. October 1, 2015, including payment of remuneration. Subsequently, the Board of Directors at its meeting held on May 25, 2016 revised the Basic Salary of Shri Priyavrat Bhartia w.e.f. April 1, 2016 from Rs. 16 lacs p.m. to Rs. 18 lacs p.m., with consequential impact on other components of his remuneration. The said increase in Basic Salary is within the overall limits of remuneration, approved by the Board of Directors on October 26, 2015.

Shri Priyavrat Bhartia has been associated with the Company since August, 2010, and is actively involved in the business policy decisions, formulation of long-term vision & strategy and contributes immensely to the growth of the Company. He started his career as a financial analyst with Wasserstein Perella & Co., New York, in 1998. Shri Priyavrat Bhartia holds a Masters degree in Business Administration from Stanford University (USA), Mr. Bhartia is a director in number of companies. The Written Memorandum under Section 190 of the Companies Act, 2013 setting out the terms of appointment of Shri Priyavrat Bhartia as Whole-time Director, including payment of remuneration is available for inspection without any fee by the Members on all business days (except Saturday and Sunday) during 10.00 A.M. to 4.00 P.M. upto the date of Annual General Meeting at the Registered Office/Corporate Office of the Company.

Members approval is sought for the appointment of Shri Priyavrat Bhartia as Whole-time Director, under the Companies Act, 2013 for a period of 5 (five) years w.e.f. October 1, 2015 including payment of remuneration as set out in the accompanying resolution. Shri Priyavrat Bhartia is interested in the Resolution set out at Item No. 6 of the Notice since it pertains to his appointment as Whole-time Director. The relatives of Shri Priyavrat Bhartia, including Smt. Shobhana Bhartia and Shri Shamit Bhartia, Directors of the Company, may be deemed to be interested in the said Resolution to the extent of their directorship/shareholding interest, if any, in the Company. Save and except the above, none of the Directors or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financial or otherwise, in the resolution.

The Board of Directors commends the resolution set out in Item no. 6 of the Notice for approval by the Members.

ITEM NO. 7

The existing Articles of Association of the Company ('Articles') are in accordance with the provisions of the Companies Act, 1956. While, some articles contain reference to the sections of the Companies Act, 1956, some other Articles are required to be aligned with the provisions of the Companies Act, 2013. In view of the above, the Board of Directors at its meeting held on May 25, 2016 have decided, subject to approval of the Members of the Company, to amend the existing Articles by adopting a new set of Articles in line with the provisions of the Companies Act, 2013.

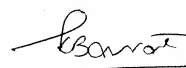
As per Section 14 of the Companies Act, 2013, approval of Members of the Company by way of Special Resolution, is required for any alteration of the Articles.

The draft of the proposed new Articles shall be available for inspection by Members, without any fee, on all business days (except Saturday and Sunday) during 10.00 A.M. to 4.00 P.M. upto the date of Annual General Meeting at the Registered Office/Corporate Office of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financial or otherwise, in the resolution.

The Board of Directors commends the resolution set out in Item no.7 of the Notice for approval by the Members.

**By Order of the Board
For Hindustan Media Ventures Limited**



**(Tridib Barat)
Company Secretary**

Place: New Delhi

Date: August 9, 2016

Details of the Director seeking appointment / re-appointment in the Annual General Meeting to be held on September 12, 2016, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable requirements

Name of Director	Shri Priyavrat Bhartia
Age	39 years
Relationship with other Directors inter-se and Key Managerial Personnel	<ul style="list-style-type: none"> • Son of Smt. Shobhana Bhartia, <i>Chairperson</i> • Brother of Shri Shamit Bhartia, <i>Director</i>
Date of Appointment	27-08-2010 (Whole-time Director w.e.f. October 1, 2015 for 5 years)
Expertise in specific functional areas	Strategy formulation and general management
Qualification	MBA from Stanford University
Terms and conditions of appointment/ re-appointment	Director liable to retire by rotation. Appointed as Whole-time Director w.e.f. October 1, 2015 for a period of 5 years. For remuneration details, please refer the proposed resolution under Item No. 6 of the Notice
No. of Equity Shares of Rs.10/- each held in the Company	6,719
List of other companies in which Directorships are held*	<ul style="list-style-type: none"> • HT Media Limited (<i>Listed entity</i>) • The Hindustan Times Limited • HT Digital Media Holdings Limited • Jubilant Agri & Consumer Products Limited • Firefly e-Ventures Limited • Jubilant Industries Limited (<i>Listed entity</i>) • Earthstone Holding (Two) Limited • HT Mobile Solutions Limited • HT Education Limited
List of the committee of Board of Directors (across all companies) in which Chairmanship/ Membership is held #	<p>Member</p> <ul style="list-style-type: none"> • Audit Committee of Hindustan Media Ventures Limited • Stakeholders Relationship Committee of HT Media Limited • Audit Committee of The Hindustan Times Limited • Stakeholders Relationship Committee of Jubilant Industries Limited
No. of Board Meetings attended during FY-16	5 (attended all Board Meetings during FY-16)

*As per latest disclosures received from the Director, the directorship(s) mentioned above do not include directorship(s) of Foreign Companies, Section 8 Companies and Private Limited Companies.

#Pursuant to SEBI Regulations, only two Committees viz. Audit Committee and Stakeholders' Relationship/Investors' Grievance Committee have been considered.