



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 (10th post- IPO) of the Members of **Hindustan Media Ventures Limited** will be held on Monday, the 14th September, 2020 at 11:00 A.M. (IST) through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), to transact the following business:

ORDINARY BUSINESS

ITEM NO. 1

To consider and adopt:

- a) the audited standalone financial statements of the Company for the financial year ended March 31, 2020, the reports of the Board of Directors and Auditors thereon; and
- b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2020 and the report of the Auditors thereon.

ITEM NO. 2

To appoint Shri Shamit Bhartia (DIN: 00020623) as a Director, who retires by rotation, and being eligible, offers himself for re-appointment.

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

(Tridib Barat)
Company Secretary

Place: New Delhi

Date: June 24, 2020

NOTES:

1. In view of the COVID-19 pandemic and pursuant to circulars dated April 8, 2020, April 13, 2020 and May 5, 2020 issued by the Ministry of Corporate Affairs ("MCA Circulars") and circular dated May 12, 2020 issued by the Securities and Exchange Board of India ("SEBI Circular") and in compliance with the provisions of the Companies Act, 2013 ("the Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), the Annual General Meeting (AGM) (10th post- IPO) of the Company is being conducted through VC/OAVM facility, which does not require physical presence of members at the venue of the AGM. Accordingly, Registered Office of the Company i.e. Budh Marg, Patna – 800 001 shall be deemed to be the venue of this AGM.
2. Since the ensuing AGM is being held pursuant to the MCA Circulars through VC/OAVM, which does not require physical attendance of Members at the AGM, the facility to appoint proxy by Members will not be available for this AGM and therefore, Proxy Form and Attendance Slip are not annexed to this Notice. The Route Map is also not required and hence, not annexed to this Notice.
3. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization should be sent via email to KFin Technologies Private Limited (KFin/RTA) at evoting@kfintech.com from the registered email address and to the Company at hmvlinvestor@livehindustan.com.
5. Smt. Shobhana Bhartia and Shri Priyavrat Bhartia, being related to Shri Shamit Bhartia may be deemed to be interested in the resolution set out at Item No. 2 of the Notice. 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 the Ordinary Business set out under Item Nos. 1 and 2 of the Notice.
6. Pursuant to the provisions of Regulation 36 of SEBI LODR and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, details of the Director who is seeking re-appointment at this AGM, are annexed herewith.

7. All investor related communication may be addressed to KFin at the following address:

KFin Technologies Private Limited

Unit: Hindustan Media Ventures Limited

Selenium Tower B,

Plot Nos. 31 - 32

Financial District, Nanakramguda,

Serilingampally Mandal,

Hyderabad – 500 032

Tel: + 91-40-67162222, **Fax:** + 91-40-23001153

E-mail: einward.ris@Kfintech.com

8. In compliance of the MCA Circulars and SEBI Circular, the Notice calling this AGM along with the Annual Report for FY-20 is being sent by electronic mode only, to those Members whose e-mail address are registered with the Depository Participant or the Company's RTA. The Notice of AGM and Annual Report for FY-20 will also be available on the Company's website viz. www.hmvl.in and website of stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited (www.bseindia.com and www.nseindia.com).
9. In order to enable the Company to comply with the MCA circulars regarding holding AGM via VC/OAVM and to participate in the green initiative in Corporate Governance, members are requested to register their email address in respect of shares held in electronic form with their Depository Participant, and in respect of shares held in physical form by clicking at https://ris.kfintech.com/email_registration/ or by writing to RTA with details of folio number and self-attested copy of PAN card at KFin Technologies Private Limited, Unit: Hindustan Media Ventures Limited, Selenium Tower B, Plot Nos. 31 - 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032 or by sending email to einward.ris@kfintech.com.
10. Members are advised to receive the Notice convening the AGM and Annual Report for FY-20 via e-mail, by updating their email ID by accessing the link https://ris.kfintech.com/email_registration/. Alternatively, Notice of AGM can be downloaded through <https://evoting.karvy.com/public/Downloads.aspx>.
11. Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, details of unpaid and unclaimed dividend amounts lying with the Company as on September 19, 2019 (i.e. the date of last Annual General Meeting) have been uploaded on the website of the Company (www.hmvl.in) and also on the website of the Ministry of Corporate Affairs (MCA). Members, who have so far not encashed/received dividend in respect of financial years ended on March 31, 2013 to March 31, 2019, may write to RTA, who will arrange to remit the unclaimed dividend amount upon completion of necessary formalities.
12. Members may note that shares as well as unclaimed dividend transferred to IEPF Authority can be claimed back. Concerned members/investors are advised to visit the weblink: <http://iepf.gov.in/IEPF/refund.html> or contact KFin to lodge claim for refund of shares and/or dividend from the IEPF Authority.
13. Members holding shares in physical form can avail the facility of nomination pursuant to the provisions of Section 72 of the Act and for the same, they are advised to send their nomination in the prescribed Form No. SH-13 to KFin at the above mentioned address. Members holding shares in electronic form may contact their respective Depository Participant(s) for availing this facility.
14. **In terms of SEBI's circular dated April 20, 2018, members holding shares in physical form and whose PAN and Bank details are not updated in the records of KFin, are requested to submit their PAN and Bank Account details, along with self-attested copy of PAN Card and original cancelled cheque/attested copy of bank passbook bearing name of the Member to the Company/KFin.**
15. SEBI has mandated 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 Depository Participant with whom they are maintaining the demat account.
16. In terms of SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018, with effect from April 1, 2019, securities of listed companies can be transferred only in dematerialized form (except for transmission or transposition of securities). Accordingly, the Company will not accept any fresh lodgement of transfer of shares in physical form. In view of the same, Members are advised, in their own interest, to dematerialize the shares held by them in physical form.
17. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Company's RTA, details of such folios together with the share certificates and KYC proof(s) viz. PAN, Aadhaar etc. for consolidating their holding in one folio. The share certificates will be returned to the members after making requisite changes thereon.
18. Members are requested to send their queries, if any, on the financial statements/operations of the Company, via email to the Company Secretary at hmvlinvestor@livehindustan.com at least 7 days before the AGM, so that the information can be compiled in advance.
19. Relevant documents referred to in this Notice are available for inspection electronically without any fee by the Members on all business days (except Saturday, Sunday and Public Holidays) upto the date of AGM. The Register of Directors, Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and Register of Contracts & Arrangements in which Directors are interested, maintained under Section 189 of the Act and the certificate of Auditors of the Company in terms of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 regarding implementation of 'HT Group Companies - Employee Stock Option Rules for Listed Companies', will be available for inspection electronically by the members during the AGM. Members desirous to inspect such documents may send request from their registered email id, to the Company at hmvlinvestor@livehindustan.com.
20. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of SEBI LODR, the Company is providing to its members the facility to exercise their right to vote on resolutions set out in notice of AGM, by electronic means

("e-voting"). Members may cast their vote remotely, using an electronic voting system during the period mentioned herein below ("remote e-voting"). The facility of voting through electronic voting system will also be available at the AGM ("InstaPoll"), and members attending the Meeting who have not cast their vote(s) by remote e-voting, will be able to vote at the Meeting through InstaPoll. The Company has engaged the services of KFin as the agency to provide e-voting facility at the AGM.

21. The remote e-voting facility will be available during following period:

Commencement of remote e-voting	From 9.00 a.m. (Server time) on September 10, 2020 (Thursday)
End of remote e-voting	Up to 5.00 p.m. (Server time) on September 13, 2020 (Sunday)

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

22. Persons whose name appear in the Register of Member/list of Beneficial Owners as on Monday, September 7, 2020 (**Cut-off date**) shall be entitled to cast their vote by remote e-voting on the resolutions set forth in this Notice or participating at the AGM and vote through InstaPoll. Any person who is not a Member as on the Cut-off date should treat this Notice for information purpose only.
23. The Board of Directors has appointed Mr. Sanket Jain, Company Secretary-in-Practice (C.P. No. 12583), as Scrutinizer to scrutinize the remote e-voting and InstaPoll process.
24. After conclusion of e-voting at the AGM, the Scrutinizer shall, scrutinize the votes cast via InstaPoll and votes cast through remote e-voting, and will make a consolidated Scrutinizer's Report for onward submission to the Chairman/Director/ Company Secretary.
25. The result of e-voting (remote e-voting and InstaPoll) will be declared within 48 hours of conclusion of AGM, and the same, along with the consolidated Scrutinizer's Report, will be placed on Company's website viz. www.hmvl.in and on the website of KFin viz. <https://evoting.karvy.com>. The result will be simultaneously communicated to NSE and BSE.
26. The resolutions set out in the notice of AGM shall be deemed to be passed on the date of AGM, subject to receipt of requisite number of votes in favour of the resolution(s).
27. For effecting change in address/bank details/NECS (National Electronic Clearing Services) mandate; members are requested to notify:
 - (i) KFin, if shares are held in physical form; and
 - (ii) their respective Depository Participant (DP), if shares are held in electronic form.
28. Members are requested to carefully read the "**Procedure and Instructions for remote e-voting and e-voting at the AGM (InstaPoll)**" given hereunder.

PROCEDURE AND INSTRUCTIONS FOR REMOTE E-VOTING AND E-VOTING AT THE AGM ("INSTAPOLL")

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

I. A. In case a member receives an e-mail from the Company/KFin [for members whose e-mail addresses are registered with the Company/Depository Participant(s)]:

- (a) Launch internet browser by typing the URL: <https://evoting.karvy.com>
- (b) Enter the login credentials (User ID and password given in the e-mail). The E-Voting Event Number + Folio No. or DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use the existing password for logging in. If required, please visit <https://evoting.karvy.com> or contact at **040-67162222/1800-345-4001** (from 9:00 a.m. to 6:00 p.m.) for your existing password.
- (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 upon logging in for the first time. 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, e-mail 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 E-Voting Event Number (EVEN) for Name of the Company viz. Hindustan Media Ventures Limited.
- (g) On the voting page, enter the number of shares held by you as on the Cut-off date under either "FOR" or "AGAINST" or alternatively, you may partially enter any number under "FOR"/"AGAINST", but the total number under "FOR"/"AGAINST" taken together should not exceed your total shareholding as on the cut-off date. You may also choose to "ABSTAIN" and vote will not be counted under either head.
- (h) Members holding shares under multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.
- (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 "ABSTAINED".
- (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.

- (l) Once you confirm, you will not be allowed to modify your vote.
- (m) Corporate/Institutional Members (i.e., other than Individuals, HUFs, NRIs, etc.) are also required to send legible scanned certified true copy (in PDF Format) of the Board Resolution/Power of Attorney/Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail id: **sanketjaincs@gmail.com** with a copy marked to **evoting@Kfintech.com**. It is also requested to upload the same in the e-voting module in their login. The naming format of the aforesaid legible scanned document shall be "Corporate Name EVENT NO."

B. In case of a member whose e-mail address is not registered/updated with the Company/KFin/Depository Participant(s), please follow the following steps to generate your login credentials:

- (a) Members holding shares in physical mode, who have not registered/updated their email addresses with the Company, are requested to register/update the same by clicking on **https://ris.Kfintech.com/email_registration/** or by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at **hmvlinvestor@livehindustan.com** or to KFin at **einward.ris@Kfintech.com**.
 - (b) Members holding shares in dematerialized mode who have not registered their e-mail addresses with their Depository Participant(s) are requested to register/update their email addresses with the Depository Participant(s) with whom they maintain their demat accounts.
 - (c) After due verification, the Company/KFin will forward your login credentials to your registered email address.
 - (d) Follow the instructions at I.(A) (a) to (m) to cast your vote.
- II. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending further communication(s).
- III. Once the vote on a resolution is casted by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
- IV. **Information and instructions for InstaPoll:** Facility to cast vote through InstaPoll will be made available on Video Conferencing screen and will be activated once the InstaPoll is announced at the AGM. Member can opt for only single mode of voting per EVEN, i.e., through remote e-voting or voting at the AGM (InstaPoll). If a member casts vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the Meeting shall be treated as "INVALID".
- V. Any person who becomes a member of the Company after dispatch of the Notice of the AGM and holding shares as on the cut-off date may obtain the User ID and password from KFin 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 DP ID Client ID to +91-9212993399
- 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./DP ID Client ID, then on the home page of **<https://evoting.karvy.com>**, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - (c) Member may send an e-mail to **evoting@kfintech.com** requesting User ID and Password. However, KFin shall endeavor to send User ID and Password to those new Members whose mail ids are available.
- VI. In case of any query/grievance, in respect of e-voting, Members may refer to the Help & FAQs section/E-voting user manual available at the "Downloads" section of KFin's website: **<https://evoting.karvy.com>** or contact Mr. Rajkumar Kale, Senior Manager, KFin Technologies Private Limited, Unit: Hindustan Media Ventures Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad 500 032 | Phone No.: +91-040-67162222 | Toll-free No.: 1800-345-4001 | E-mail: **evoting@Kfintech.com**.

PROCEDURE FOR JOINING THE AGM THROUGH VC/OAVM:

1. The Company is providing VC/OAVM facility to its Members for participating at the AGM.
 - a) Members will be able to attend the AGM through VC at **<https://emeetings.Kfintech.com>** by using their e-voting login credentials.

Members are requested to follow the procedure given below:

- i. Launch internet browser (chrome/firefox/safari) by typing the URL: **<https://emeetings.Kfintech.com>**
 - ii. Enter the login credentials (i.e., User ID and password for e-voting).
 - iii. After logging in, click on "Video Conference" option
 - iv. Then click on camera icon appearing against AGM event of **Hindustan Media Ventures Limited**, to attend the AGM.
- b) Members who do not have User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the procedure given in the e-voting instructions.
 - c) Members will be allowed to attend the AGM through VC/OAVM on first come, first served basis.
 - d) Members wish to ask questions during the AGM may register themselves on **<https://emeetings.Kfintech.com>** and clicking on the 'Speaker Registration' option available on the screen after log in. The Speaker Registration will be open from September 9, 2020 (09:00 A.M. IST) till September 11, 2020 (5:00 P.M. IST). Only those members who have

registered themselves as speaker will be allowed to ask questions at the AGM. The Company reserves the right to restrict the number of questions and speakers, depending upon availability of time as appropriate for smooth conduct of the AGM. Members are requested to wait for their turn to be called during the Question and Answer Session. Due to inherent limitation of transmission and coordination during the AGM, the Company may have to dispense with or curtail the Question and Answer Session. Hence, Members are encouraged to get themselves registered in advance to ask questions/queries etc. at the AGM.

- e) Link to join the meeting shall be opened 15 minutes before the scheduled time of the AGM and shall be kept open throughout the proceedings of the AGM.
 - f) Members who need assistance before or during the AGM can contact KFin at **evoting@KFintech.com** or call at 040- 6716 2222/1800-345-4001. Kindly quote your name, DP ID-Client ID/Folio no. and E-voting Event Number in all your communications.
2. 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 at the AGM.

Details of the Directors pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India, as applicable

Name of Director	Shri Shamit Bhartia
Age (years)	41
Relationship with other Directors <i>inter-se</i> and Key Managerial Personnel	Son of Smt. Shobhana Bhartia, <i>Chairperson</i> Brother of Shri Priyavrat Bhartia, <i>Non- Executive Director</i>
Date of Appointment	December 19, 2011 (Managing Director w.e.f February 4, 2017 for 5 years)
Expertise in specific functional areas	Industrialist Formulation & implementation of 'Vision & Strategy' and mergers & acquisitions
Qualification	Degree in Economics (Dartmouth College, USA)
Terms and conditions of appointment/re-appointment	Director, liable to retire by rotation
No. of Equity Shares of Rs. 10/- each held in the Company or on behalf of any other person on beneficial basis	5,017
Remuneration last drawn (including sitting fee during FY-20)	Rs. 417.80 Lac
Directorship held in other companies (excluding foreign companies)*	<ol style="list-style-type: none"> 1. Hindustan Media Ventures Limited (Listed company) 2. HT Media Limited (Listed company) 3. Jubilant Foodworks Limited (Listed company) 4. Jubilant Industries Limited (Listed company) 5. Earthstone Holding (Two) Private Limited 6. Goldmerry Investment & Trading Company Limited 7. HT Learning Centers Limited 8. Indian Country Homes Private Limited 9. Jubilant Agri & Consumer Products Limited 10. Jubilant Motorworks Private Limited 11. SBS Trustee Company Private Limited 12. Shine HR Tech Limited 13. Shobhana Trustee Company Private Limited 14. SS Trustee Company Private Limited 15. SSB Trustee Company Private Limited 16. The Hindustan Times Limited
List of the committees of Board of Directors (across all companies) in which Chairmanship/Membership is held"	Member <ul style="list-style-type: none"> • Audit Committee of Jubilant Foodworks Limited
No. of Board Meetings attended during FY-20	5

**As per latest disclosure received from the Director*

** In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, only two Committees viz. Audit Committee and Stakeholders' Relationship/Shareholders'/Investors' Grievance Committee have been taken into consideration.*