

Hindustan Media Ventures Limited

Office :
C-164, Sector-63, Noida
Dist. Gautam Budh Nagar UP - 201301
Ph. : 0120 - 4765650
E-mail : corporatedept@hindustantimes.com
CIN : L21090BR1918PLC000013

14 SEP 2018

Ref: HMVL/CS/08/2018

The Listing Department
BSE Limited
P.J. Towers, Dalal Street
MUMBAI - 400 001

The National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Plot No. C/1, G Block
Bandra-Kurla Complex
Bandra (East)
MUMBAI - 400 051

Scrip Code: 533217
Trading Symbol: HMVL

Dear Sirs,

Sub: Copies of Newspaper advertisements for Meeting of Equity Shareholders and Un-Secured Creditors


In continuation of letter dated 13th September, 2018, with regard to the Notice of Meeting of Equity Shareholders and Un-Secured Creditors to be held on 15th October, 2018, we are enclosing herewith copies of newspaper advertisement published in "Hindustan Times" and "Hindustan" dated 12th September, 2018.

The above is for your reference and records.

Thanking you,

Yours faithfully,

For **Hindustan Media Ventures Limited**


(Tridib Barat)
Company Secretary

Encl.: As above

Registered Office :
Budh Marg, Patna - 800001
Ph.: 0612-2223434, 2223772, 2223413, 2223314, 2222538
Fax : 0612-2226120

कादम्बिनी

हिन्दुस्तान

नंदन

HINDUSTAN TIMES, NEW DELHI
FRIDAY, SEPTEMBER 14, 2018

हिन्दुस्तान

HINDUSTAN MEDIA VENTURES LIMITED

CIN: L21090BR1918PLC000013

Registered Office: Budh Marg, Patna-800001

Ph: +91 612 222 3434 Fax: +91 612 222 1545

Corporate Office: Hindustan Times House, 2nd floor, 18-20, Kasturba Gandhi Marg
New Delhi - 110001

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

Email: hmvinvestor@livehindustan.com Website: www.hmv.in

Before the National Company Law Tribunal
Kolkata Bench

Company Application No. 755/KB/2018

In the Matter of the Companies Act, 2013 - Section 230(1) read with Section 232(1)
And

In the Matter of:

Hindustan Media Ventures Limited, a Company incorporated under the provisions of the Companies Act, 1913 and being a Company within the meaning of the Companies Act, 2013 having Corporate Identification No. L21090BR1918PLC000013 and its Registered Office at Budh Marg, Patna 800 001 in the State of Bihar.
..... Applicant-Company

NOTICE OF THE MEETINGS OF EQUITY SHAREHOLDERS AND UNSECURED CREDITORS OF HINDUSTAN MEDIA VENTURES LIMITED ("RESULTING COMPANY")

NOTICE is hereby given that by an Order dated August 28, 2018 ("Order"), the Hon'ble National Company Law Tribunal, Kolkata Bench ("Tribunal") has directed separate meetings to be held of the Equity Shareholders and Unsecured Creditors of the Applicant Company, namely Hindustan Media Ventures Limited ("Resulting Company") for the purpose of their considering, and if thought fit, approving, with or without modification(s), the proposed Scheme of Arrangement between India Education Services Private Limited, ("Demerged Company") and the Resulting Company and their respective shareholders ("Scheme").

In pursuance of the said Order and as directed therein, further notice is hereby given that the separate meetings of the Equity Shareholders and Unsecured Creditors of the Resulting Company to consider, and if thought fit, approve the said Scheme of Arrangement will be held as under, when the said Equity Shareholders and Unsecured Creditors are requested to attend:

Class of meeting	Time	Date of meeting	Venue of meeting
1. Unsecured Creditors	11:00 a.m.	Monday, October 15, 2018	Registered Office of Resulting Company at Budh Marg, Patna-800 001
2. Equity Shareholders	2:00 p.m.		

Votes may be cast by the said Unsecured Creditors and Equity Shareholders of the Resulting Company at the venue of their meeting, personally or by proxy, provided that in the latter case, the proxies in the prescribed form, duly signed by them are deposited at the registered office of the Resulting Company, not later than 48 (forty eight) hours before the time for holding their meeting. In case of a Body Corporate, being an Unsecured Creditor or Equity Shareholder, opting to attend and vote at the venue of a meeting as aforesaid through its authorised representative, such Body Corporate may do so, provided a certified copy of the resolution of its Board of Directors or other governing body authorising such representative to attend and vote at such meeting on its behalf, is deposited at the registered office of the Resulting Company not later than 48 (forty eight) hours before the time for holding such meeting.

In terms of the said Order, the Equity Shareholders of the Resulting Company shall also have the facility and option of voting on the resolution for approval of the Scheme by casting their votes electronically ("remote e-voting") during the period commencing from 9:00 a.m. on October 11, 2018 and ending at 5:00 p.m. on October 14, 2018. Such facility for remote e-voting shall not be available beyond the said period. Equity Shareholders are requested to carefully read the "Instructions and other information relating to e-voting" outlined in the Notice sent to the Equity Shareholders.

The Company has appointed Karvy Computershare Private Limited ("Karvy") to provide the said remote e-voting facility.

The Equity Shareholders may opt to exercise their votes only in one mode. If Equity Shareholders cast their vote by remote e-voting, then such Shareholders will not be entitled to vote again by way of polling paper at the venue of the meeting, whether in person or by proxy. If they do so, the votes so cast by them at the venue of the meeting shall be treated as invalid.

It is however clarified that shareholders casting their votes by remote e-voting, as aforesaid, shall nevertheless be entitled to attend the meeting and participate in the discussions in the meeting but shall not be entitled to vote again at the meeting. At the venue of the meeting the votes shall be taken only physically by polling papers. Facility for e-voting shall not be available at the venue of the meeting.

It is further clarified that no remote e-voting option is available in respect of the meeting of Unsecured Creditors. The Unsecured Creditors may only attend and vote at the venue of the meeting physically in person or by proxy by way of polling papers.

The Resulting Company has completed despatch of individual notice of the meetings to (a) all Unsecured Creditors whose names were appearing in the books and records of the Resulting Company and having a value of more than Rs. 1 Lakh as on July 31, 2018 and (b) to all Equity Shareholders whose names were appearing in the Register of Members of the Resulting Company as on August 31, 2018. However, the respective cut-off date for determining eligibility to vote has been fixed as September 30, 2018 in case of Unsecured Creditors and October 8, 2018 in case of Equity Shareholders. Accordingly, only the Equity Shareholders and Unsecured Creditors whose names appear on the respective cut-off date, as aforesaid, shall be entitled to vote. The votes cast shall be reckoned and scrutinized for all modes with reference to the said cut-off dates respectively. The voting rights of the Equity Shareholders shall be in proportion to their share in the paid up Equity Share Capital of the Resulting Company as on the cut-off date i.e. October 8, 2018. It is clarified that Unsecured Creditors of the Resulting Company having a value of Rs. 1 Lakh or less shall also be entitled to participate and vote at the meeting on October 15, 2018 and may obtain, if desired, copies of the notices convening meetings and the accompanying documents free of charge from the Resulting Company, as indicated below.

Any person who acquires Equity Shares and becomes a member/beneficial owner of Equity Shares of the Resulting Company after dispatch of the notice of the meeting and is the member/beneficial owner as on the said cut-off date i.e. October 8, 2018, may obtain the User ID and Password by sending request at evoting@karvy.com. The detailed procedure for obtaining User ID and Password is also provided in the Notice. However, if a member/beneficial owner is already registered with Karvy e-voting platform he/she can use his/her existing User ID and Password for casting the vote through remote e-voting.

Copies of the notices convening meetings and all documents accompanying the same, including the said Scheme of Arrangement, form of proxy, attendance slip, the Explanatory Statement under Section 230(3) read with Section 232(2) of the Companies Act, 2013 along with all annexures to such statement can be obtained free of charge at the registered office of the Resulting Company on all working days (Monday to Friday) between 10:00 a.m. to 4:00 p.m. Copies of the such notices convening meetings and the accompanying documents are also placed on the website of the Resulting Company (www.hmv.in) and on the website of Karvy <https://evoting.karvy.com>.

Forms of proxy can also be obtained separately from the registered office of the Resulting Company.

The Hon'ble Tribunal has appointed Mr. Surendra Singh, Advocate to be the Chairperson of the said meetings of the Equity Shareholders and Unsecured Creditors of the Resulting Company.

In case of any query/grievance, in respect of remote e-voting, Equity Shareholders may please refer to Help & FAQs and Evoting user manual available under the "Downloads" section of Karvy's website: <https://evoting.karvy.com> or contact Mr. G Ramesh Desai, Manager, Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot No. 31-32, Financial District, Nanakramguda, Hyderabad - 500 032 or at e-mail address: evoting@karvy.com or contact no. 040 - 6716 2222 or Karvy's toll free No. 1800-345-4001 (from 9:00 A.M. to 5:00 P.M.).

Pursuant to the said order dated August 28, 2018 of the Hon'ble Tribunal, Shri Ajay Kumar, practising Company Secretary (CP No.3433) has been appointed by the Chairperson to act as Scrutinizer for the purpose of ascertaining the results of the voting.

The results of the meeting of the Equity Shareholders and Unsecured Creditors shall be announced by the Chairperson on or before October 17, 2018 and the same shall be displayed on the website of the Resulting Company (<http://www.hmv.in>) and Karvy (<https://evoting.karvy.com>), besides being communicated to BSE Limited and National Stock Exchange Limited.

The resolution for approval of the Scheme shall, if passed by a majority in number representing three-fourths in value of the Equity Shareholders and Unsecured Creditors of the Resulting Company casting their votes, as aforesaid, shall be deemed to have been duly passed on the date of the said meetings (i.e. October 15, 2018) under Section 230(1) read with Section 232(1) of the Companies Act, 2013. However, the Scheme shall be acted upon only if the votes cast by public shareholders of the Resulting Company in favour of the Scheme are more than the number of votes cast by the public shareholders against the Scheme.

The abovementioned Scheme of Arrangement, if approved at the aforesaid meetings, will be subject to the subsequent approval of the Hon'ble Tribunal.

Dated this 12th day of September, 2018.

Sd/-
Surendra Singh
(Chairperson appointed for the Meeting)
28, Lawyer's Chamber
Bihar State Bar Council Bhawan
Patna High Court

