

Ref: HMVL/CS/08/2022

January 18, 2022

BSE Limited
P.J. Towers
Dalal Street
MUMBAI – 400 001

The National Stock Exchange of India Limited
Exchange Plaza, C/1, G Block
Bandra-Kurla Complex, Bandra (E)
Mumbai – 400 051

Scrip Code: 533217

Trading Symbol: HMVL

Dear Sirs,

Sub: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Notice of Postal Ballot to members

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed a copy of Notice of Postal ballot/ e-voting ('Notice') dated January 17, 2022 being sent to the members.

Pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder read with General Circulars No.14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021 and No. 20/2021 dated December 08, 2021 issued by Ministry of Corporate Affairs, the Notice is being sent only by email to the members who have registered their email addresses with the Company or depository(ies)/ depository participants and whose names are recorded in the Register of Members/ Beneficial owners of the Company as on Cut-off date i.e. January 14, 2022.

Please take the above information on record.

Thanking you,

Yours faithfully,
For **Hindustan Media Ventures Limited**

(Sandeep Gulati)
Chief Financial Officer



Encl: As above

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 1234 E-mail: hmvlinvestor@livehindustan.com Website: www.hmvl.in

POSTAL BALLOT NOTICE

Dear Members,

NOTICE is hereby given pursuant to Section 110 and other applicable provisions, *if any*, of the Companies Act, 2013 (the “Act”), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the ‘Rules’) other applicable laws including Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI LODR’) and circulars issued by the Ministry of Corporate Affairs, Government of India (‘MCA’) viz. General Circulars No.14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021 and No. 20/2021 dated December 08, 2021 (collectively referred to as ‘MCA Circulars’), to seek your approval in respect of the following Special Business via Postal Ballot by remote e-voting process only (‘**Postal Ballot**’ or ‘**e-voting**’).

The Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out the material facts pertaining to the said resolution(s), is annexed herewith for your consideration.

SPECIAL BUSINESS

ITEM NO.1

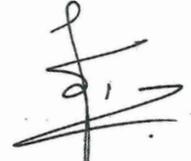
Approval of material Related Party Transaction(s) with HT Digital Streams Limited during financial year 2021-22

To consider and, if thought fit, to pass the following resolutions as **Ordinary Resolution(s)**:

“RESOLVED THAT pursuant to the provisions of Regulation 23 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), including any statutory modification(s) or re-enactment(s) thereof for the time being in force and Company’s ‘Policy on materiality of and dealing with Related Party Transactions’, consent of the Members of the Company be and is hereby accorded to the related party transactions entered/ to be entered into with HT Digital Streams Limited (‘HTDS’), fellow subsidiary company, with respect to (i) Content procurement by the Company from HTDS; (ii) Infrastructure Support Services provided by the Company to HTDS; (iii) Usage of each other’s media platform(s) for marketing of own product(s)/ offering(s); (iv) Reimbursement of expenses incurred on each other’s behalf; (v) Pooling of Sales, Marketing & Solutioning resources under ‘One HT’ arrangement; and (vi) Promoting, soliciting and generating advertisement orders/ event sponsorship contracts for each other’s business offerings; during the financial year ending on March 31, 2022, upto an aggregate value of Rs.68.45 Crore (excluding applicable taxes/ levies), on such terms & conditions as Audit Committee/ Board of Directors (as applicable) may deem fit, provided that the said arrangements shall be carried out on arm’s length compliant terms and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board of Directors (which term shall be deemed to include any Committee of the Board authorized in the said behalf) be and is hereby authorised to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in 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



(Praveen Someshwar)
Managing Director

Date: January 17, 2022

Place: Gurugram

NOTES:

1. The Statement pursuant to Section 102(1) read with Section 110 of the Companies Act, 2013, setting out the material facts and reasons for the proposed ordinary resolutions is annexed hereto and forms part of the Postal Ballot Notice (the "Notice").
2. In compliance of the MCA Circulars, provisions of the Companies Act, 2013 ("the Act") and SEBI LODR, the Notice is sent only through electronic mode to those Members whose e-mail address are registered with the Depository Participant or the Registrar & Share Transfer Agent of the Company viz. KFin Technologies Private Limited ("KFin" or "RTA").
3. This notice is being sent to the Members of the Company, whose name appear in the Register of Members/List of Beneficial Owners provided by National Securities Depository Limited ("NSDL")/ Central Depository Services (India) Limited ("CDSL") as on Friday, January 14, 2022 ("Cut-off date"). The Notice is available on the Company's website viz. www.hmvl.in and on the website of e-voting agency viz. www.evoting.kfintech.com.
4. Members, who have not registered their e-mail address, are requested to register the same with the Company's RTA/Depository Participant(s), to enable Company to send future communication(s) to them in electronic form. **Members may note that pursuant to MCA Circulars, the Company has provided an additional facility to the Members to update their email address by accessing the link <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>.**
5. Pursuant to the provisions of Sections 108 and 110 of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of SEBI LODR, the Company is providing the facility to its members to exercise their right to vote on the resolution set out in the Notice, by remote e-voting ("remote e-voting"). The Company has engaged the services of KFin as the agency to provide the remote e-voting facility.
6. Remote e-voting facility will be available during the following period:

Commencement of e-voting	From 9.00 a.m. IST (Server time) on January 20, 2022 (Thursday)
End of e-voting	Upto 5.00 p.m. IST (Server time) on February 18, 2022 (Friday)

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

7. Any person whose name appears in the Register of Members / List of Beneficial Owners as on the Cut-off date shall be entitled to vote through remote e-voting on the resolution set forth in the Notice. Voting right of the Members shall be reckoned on the paid-up value of the shares registered in the name of the Member/ Beneficial Owner as on the Cut-off date. Any person who is not a Member of the Company as on the Cut-off date should treat this Notice for information purpose only. It is however, clarified that all the persons who are members of the Company as on Cut-off date (including those members who may not have received this Notice due to non-registration of their email ID with the Company or the Depositories) shall be entitled to vote in relation to the resolution(s) specified in this Notice.
8. Institutional/Corporate members (i.e. other than individuals/HUF, NRI, etc.) are entitled to appoint authorized representative(s) to cast their vote through remote e-voting. In this regard, the body corporates are required to send certified copy of the latest board resolution/ authorization letter/ power of attorney authorizing their representative(s) to vote on their behalf through e-voting. The said resolution/ letter/ power of attorney shall be sent by the body corporate from the registered e-mail ID to the Scrutinizer at sanketjaincs@gmail.com and a copy thereof marked to evoting@kfintech.com.
9. The Board of Directors has appointed Shri Sanket Jain, Company Secretary-in-Practice (CP No. 12583) as Scrutinizer to scrutinize the voting through remote e-voting process, in a fair and transparent manner, and he has given his consent to act as Scrutinizer.
10. The Scrutinizer will submit his report to Chairperson & Editorial Director or any other person authorized by Chairperson & Editorial Director, after completion of the scrutiny of the remote e-voting process, who shall countersign the same.
11. The result of Postal Ballot will be declared within 2 days from the end of remote e-voting. The results of Postal Ballot along with the Scrutinizer's report will also be hosted on the Company's website viz. www.hmvl.in and on KFin's website viz. <https://evoting.kfintech.com>. The result will be simultaneously communicated to NSE & BSE.
12. The resolution(s), if passed, shall be deemed to have been passed as if the same have been passed at a general meeting of the members convened in that behalf. The resolution(s), if passed by requisite majority, shall be deemed to have been passed on the date of end of remote e-voting facility, i.e. Friday, February 18, 2022.

13. Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 09, 2020 on “e-Voting Facility provided by Listed Entities”, individual shareholders holding equity shares in dematerialised form can cast their vote, by way of single login credential, through their demat account/ websites of Depositories/ Depository Participants.
Members are advised to update their mobile number and E-mail ID in their demat accounts in order to access e-voting facility.
14. Members are requested to carefully read the “**PROCEDURE TO CAST VOTE THROUGH REMOTE E-VOTING**” given below.

PROCEDURE TO CAST VOTE THROUGH REMOTE E-VOTING

1. Individual members holding shares of the Company in demat mode (by accessing e-Voting system of Depositories)

National Securities Depository Limited (NSDL)	Central Depository Services (India) Limited (CDSL)
<p>1. User already registered for IDeAS facility:</p> <p>(i) Visit https://eservices.nsdl.com</p> <p>(ii) Click on the “Beneficial Owner” icon under ‘IDeAS’ section.</p> <p>(iii) Enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</p> <p>(iv) Click on Company name: “Hindustan Media Ventures Limited” or e-Voting service provider “K-Fintech”. You will be re-directed to K-Fintech’s e-Voting page to cast vote during the remote e-Voting period.</p> <p>2. User not registered for IDeAS facility:</p> <p>(i) Click on link: https://eservices.nsdl.com and select “Register Online for IDeAS”</p> <p style="text-align: center;">OR</p> <p>https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>(ii) Proceed with completing the required fields.</p> <p>(iii) Follow steps mentioned in point no. 1 above</p> <p>3. Alternatively, by directly accessing the e-Voting website of NSDL:</p> <p>(i) Visit https://www.evoting.nsdl.com</p> <p>(ii) Click on the icon “Login” available under ‘Shareholder/Member’ section.</p> <p>(iii) On the Login page, enter your User ID (i.e. your 16 characters demat account number held with NSDL), Password/ OTP and a verification code as shown on the screen.</p> <p>(iv) Post successful authentication, click on Company name: “Hindustan Media Ventures Limited” or e-Voting service provider “K-Fintech”. You will be re-directed to K-Fintech’s e-Voting portal to cast vote during the remote e-Voting period.</p>	<p>1. User already registered for Easi/ Easiest:</p> <p>(i) Visit https://web.cdslindia.com/myeasi/home/login URL: OR www.cdslindia.com and click on “Login” and select “New System Myeasi”</p> <p>(ii) Enter your User ID and Password.</p> <p>(iii) Post successful authentication, please click on ‘E-voting’</p> <p>(iv) You will be requested to select the name of the Company: “Hindustan Media Ventures Limited” or KFin. You will be re-directed to KFin’s e-Voting portal to cast the vote during the remote e-Voting period.</p> <p>2. User not registered for Easi/Easiest:</p> <p>(i) Click on link: https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>(ii) Proceed with completing the required fields.</p> <p>(iii) Follow steps mentioned in point no. 1 above</p> <p>3. Alternatively, by directly accessing the e-Voting website of CDSL:</p> <p>(i) Visit www.cdslindia.com and select “E Voting”</p> <p>(ii) Provide your BO ID/ demat account number and PAN</p> <p>(iii) System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>(iv) You will be requested to select the name of the Company: “Hindustan Media Ventures Limited” or KFin. You will be re-directed to KFin’s e-Voting portal to cast the vote during the remote e-Voting period.</p>
<p>Procedure to login through demat account/ website of Depository Participant (DP)</p>	<p>(i) You can login using the credentials of your demat account through the website of your DP registered with NSDL/CDSL, for remote e-Voting.</p> <p>(ii) Once logged-in, you will be able to see “e-Voting” option. Once you click on “e-Voting” option and after successful authentication, you will be re-directed to e-voting module of NSDL/CDSL.</p> <p>(iii) Click on options available against Company name: “Hindustan Media Ventures Limited” or KFin and you will be re-directed to e-Voting portal of KFin to cast your vote during the remote e-Voting period.</p>

NOTE: After successful login, Individual members holding shares of the Company in demat mode, are requested to follow steps (f) to (l) mentioned under point no. 2(A) below, to cast their vote.

Members who are unable to retrieve User ID/ Password are advised to use “Forget User ID”/“Forget Password” option available the websites of Depositories/DP.

Members facing any technical issue on NSDL website	Members facing any technical issue on CDSL website
Contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800-1020-990 or 1800-224-430	Contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22-23058542-43

2. All Members other than ‘Individuals holding shares of the Company in demat mode’ (by accessing to e-Voting system of KFin)

(A) Members whose e-mail addresses are registered with the Company/Depository Participant(s) and have received email from Company/ KFin with login details, please follow the below process:

- (a) **Launch internet browser by typing the URL: <https://evoting.kfintech.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 to log-in.
- (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 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 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 “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.
- (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., to the Scrutinizer at **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) Member whose e-mail address is not registered/updated with the Company/ KFin/ Depository Participant, please follow the below process 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 on the link **<https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>** or by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at **hmvinvestor@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 account(s).
- (c) After due verification, the Company/KFin will forward your login credentials to your registered email address.
- (d) Follow the instructions mentioned under point 2(A) above, to cast your vote.
- (e) You can also update your mobile number and e-mail id in the “user profile details” in your e-voting login on **<https://evoting.kfintech.com>** which may be used for sending further communication.

(C) 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 at **<https://evoting.kfintech.com>** or contact Shri Rajkumar Kale, Assistant Vice President, KFin Technologies Private Limited, Unit: Hindustan Media Ventures Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500032 | Toll- free No.: 1800-309-4001 | E-mail: **evoting@kfintech.com**.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 1

In terms of the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and Company's 'Policy on materiality of and dealing with Related Party Transactions' ('RTP Policy'), a transaction with related party shall be considered material, if the transaction(s) to be entered into individually or taken together with the previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statements. Further, SEBI Listing Regulations provides that all material related party transactions shall require approval of the shareholders through resolution, and no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not.

Covid-19 pandemic has impacted the economy in general, and media & entertainment industry in particular, which in turn had a significant adverse impact on printing and publishing business of Hindustan Media Ventures Limited ('HMVL' or 'Company'). Consequently, the consolidated turnover of the Company for FY-21 declined to Rs.545 Crore as compared to Rs.796 Crore for FY-20. Accordingly, HMVL's materiality limit for related party transactions to be carried out during FY-22 stands at Rs. 54.5 Crore ('Materiality Limit') i.e. 10% of the consolidated turnover for FY-21.

HT Digital Streams Limited ('HTDS'), a fellow subsidiary company and also a related party, is engaged, *inter-alia*, in the business, activities and operations relating to multi-media content management, including gathering, producing and processing, platform agnostic news for use in newspaper, website, mobile apps etc.

In order to reap the benefits of synergies, scale & efficiencies in the business(es) and to leverage each other's strengths & competencies, HMVL & HTDS have entered into various arrangements from time to time, with respect to (i) Content procurement by HMVL from HTDS; (ii) Infrastructure Support Services provided by HMVL to HTDS; (iii) Usage of each other's media platform(s) for marketing own product(s)/ offering(s); (iv) Reimbursement of expenses incurred on each other's behalf; (v) Pooling of Sales, Marketing & Solutioning resources under 'One HT' arrangement; and (vi) Promoting, soliciting and generating advertisement orders/ event sponsorship contracts for each other's business offerings.

Key benefits to HMVL from the aforesaid arrangements include the following:

- Considerable operational & cost efficiencies on account of:
 - real time access to news content created and generated by HTDS using their digital capabilities
 - sharing of pooled resources costs of sales and marketing
 - administrative & scale efficiencies through optimisation of existing infrastructure facilities
- Synergies for revenue generation, through:
 - increased reach to advertisers, including access to the new-age companies
 - enablement of wider and holistic marketing solutions for its customers

The aggregate value of related party transactions already entered into with HTDS during the period from April 1, 2021 to December 31, 2021, is within the Materiality Limit. However, the headroom available in Materiality Limit is likely to be insufficient to cover the transactions entered/ to be entered into with HTDS during Q4 FY-22.

Accordingly, approval of Members of the Company is sought for material related party transactions with HTDS during the financial year ending on March 31, 2022 upto an aggregate amount of Rs. 68.45 Crore (excluding applicable taxes/levies).

The nature, brief particulars (including material terms) and estimated value of transaction(s) of the aforesaid arrangements entered/ to be entered into with HTDS during FY-22, are outlined as under:

Sr. No.	Nature of agreement	Brief particulars and material terms	Estimated value of transaction(s) during FY-22 (excluding applicable taxes/levies)
1.	Content procurement by the Company from HTDS	HTDS provides news content in digital, electronic or any other form to HMVL, on non-exclusive and non-sub license basis. The news content so provided by HTDS is used by HMVL to publish and print its newspaper editions, periodicals and supplements. An arms' length content provision fee (presently, determined at cost plus 10% markup), is payable by HMVL to HTDS.	The aggregate value of content fee to be charged by HTDS shall not exceed Rs. 55 Crore

2.	Infrastructure Support Services provided by the Company to HTDS	HMVL provides to HTDS ‘support services’ viz. office space, workstations, infrastructure and other amenities chargeable on the basis of space and/or infrastructure actually utilized by HTDS. The support service charges are calculated on per seat basis, computed on ‘Cost plus an arm’s length mark-up’ (presently, determined at cost plus 10% mark-up).	The aggregate value support services by HMVL to HTDS shall not exceed Rs. 7.5 Crore
3.	Usage of each other’s media platform(s) for marketing of own product(s)/ offering(s)	<p>HMVL allows the use of its various media platform(s) for marketing of HTDS’s product offerings. The rates for such advertisements released in various media properties of HMVL are as per prevailing rates prescribed by Directorate of Advertising & Visual Publicity (‘DAVP’) and on the same terms & conditions charged from other advertisers in the same segment/category.</p> <p>The rates & terms for any other advertisement (i.e. where DAVP comparable rate is not available), shall be the rate computed after allowing the discount on cover price in the same proportion as extended to DAVP customers.</p> <p>Further, where any specific page position or slot is sought by HTDS, the same shall be charged basis the prevailing rates charged to the independent third parties during the immediately preceding one month.</p> <p>Similarly, HTDS provides advertisement space to HMVL on its various websites. HTDS get a pre-agreed value depending on the nature of its service offerings, which is reached basis the similar prices charged by HTDS for similar offerings from third parties in the same segment/category.</p>	The aggregate value of advertisement services shall not exceed Rs. 2 Crore
4.	Reimbursement of expenses incurred on each other’s behalf	HMVL and HTDS incur certain expenses on each other’s behalf, including but not limited to, payroll, administrative and other operative expenses. In these cases, role of the party incurring expenses is limited to facilitate the payment on behalf of the other party, and the same would not involve rendering/ availing services to/from each other. This involves reimbursement of actual third party cost only (without any mark-up).	The aggregate value of expenses reimbursed shall not exceed Rs. 0.45 Crore
5.	Pooling of Sales, Marketing & Solutioning resources under ‘One HT’ arrangement	<p>The arrangement involves pooling of sales, marketing and other related resources by Transacting Parties as part of ‘One HT’ team to work on an integrated basis.</p> <p>HMVL & HTDS share the consolidated cost of sales (direct & indirect cost incurred by each party for ‘One HT’ team, is considered for calculation of their respective share in Cost Contribution Arrangements), solutioning, marketing & other related functions, under ‘One HT’ in the ratio of benefit expected to be received by them.</p>	The aggregate amount of net cross charge between HMVL and HTDS shall not exceed Rs. 2 Crore
6.	Promoting, soliciting and generating advertisement orders/ event sponsorship contracts for each other’s business offerings	<p>Both, HMVL and HTDS represent each other to promote, solicit and generate advertisement orders/ sponsorship event contracts for each other’s business offerings on an exclusive or combined basis. Either party, along with its own business products, may sell advertisement space on the media platforms of the other party and/or enter into sponsorship contract of the events conducted by the other party. Material terms of this arrangement are as under:</p> <ul style="list-style-type: none"> - Media marketing support services: The party providing such services receives an arm’s length commission (presently, determined @ 2% of the value of net advertisement orders / @2% of net revenue from sponsorship event sourced for /allocated to the other party). This transaction has been discontinued w.e.f. August 5, 2021. - Collection support services: The party rendering such services receives an arm’s length fee (presently, determined @ 0.3% of the amount so collected). - Combo advertisement orders: For combo orders of advertisement in publications/ media platforms/ events conducted by HMVL & HTDS, advertisement revenue is shared by both parties in the ratio of their respective average yield realized from exclusive deals with third parties in the immediately preceding six months. - Combo event sponsorship contracts: For combo event sponsorship contracts involving both HMVL & HTDS, sponsorship revenue is shared by both parties in the ratio of their respective average yield realized from exclusive deals with third parties in the immediately preceding year. 	The aggregate value of services shall not exceed Rs. 1.5 Crore

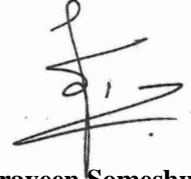
An external independent Transfer Pricing expert has evaluated the key commercial terms of the aforesaid arrangements and has confirmed that the same are on arm's length compliant terms from Indian transfer pricing law perspective.

Audit Committee and the Board of Directors of the Company, have reviewed the aforesaid arrangements with HTDS, which are in the 'ordinary course of business' & 'arm's length' terms, and recommend the same for consideration and approval of the Members.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolution. Further, no related party of HMVL shall vote to approve this resolution whether such person/ entity is a party to the aforesaid transaction(s) or not.

The Board commends the Ordinary Resolution set out at Item No. 1 of this Notice for approval of Members.

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



**(Praveen Someshwar)
Managing Director**

Date: January 17, 2022

Place: Gurugram