

Hindustan Media Ventures Limited

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

HMVL/CS/08/2021

29th June, 2021

BSE Limited
Phiroze Jeebhoy Tower,
Dalal Street
Mumbai - 400 001
Scrip Code: 533217

National Stock Exchange of India Limited
Exchange Plaza, C/1, Block G
Bandra-Kurla Complex, Bandra (E)
Mumbai - 400 051
Trading Symbol: HMVL

Dear Sirs,

Sub: Annual Secretarial Compliance Report in compliance of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR")

In terms of SEBI Circular bearing no. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 and Regulation 24A of the SEBI LODR, please find enclosed Annual Secretarial Compliance Report of Hindustan Media Ventures Limited for the financial year ended on 31st March, 2021.

This is for your information 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

RMG & ASSOCIATES

Company Secretaries

SECRETARIAL COMPLIANCE REPORT

FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2021

[Certificate pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Board of Directors
Hindustan Media Ventures Limited
(CIN: L21090BR1918PLC000013)
Budh Marg, P .S. Kotwall, Patna
Bihar-800001

We, M/s. RMG & Associates, Company Secretaries, have examined:

- all the documents and records made available to us and explanation provided by **Hindustan Media Ventures Limited** ("the listed entity"),
- the filings/ submissions made by the listed entity to the stock exchanges viz. BSE & NSE,
- website of the listed entity viz. www.hmvl.in,
- any other document/filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **March 31, 2021** ("Review Period") in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR);
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **[Not applicable as the Company has not issued any further share capital during the Review Period]**;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 including the provisions with regard to disclosures and maintenance of records required under the said Regulations;



- d) Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 **[Not applicable as the Company has not bought back/proposed to buy-back any of its securities during the Review Period];**
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **[Not applicable as the Company has not issued any debt securities during the Review Period];**
- g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013 **[Not applicable as the Company has not issued any Non-Convertible and Redeemable Preference Shares during the Review Period];**
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (“SEBI PIT Regulation”);
- i) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- j) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with client to the extent of securities issued.

and circulars / guidelines issued thereunder;

and based on the above examination, We hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below :

Sr. No.	Compliance Requirement (Regulations/circulars /guidelines including specific clause)	Deviations	Observations / Remarks of the Practicing Company Secretary
1.	Regulation 30 read with Para A of Part A of Schedule III of SEBI LODR	In relation to the Board meeting held on June 24, 2020 for approval of Audited Financial results, there was a minor delay of 14 minutes & 17 minutes in submitting the outcome of the meeting with NSE & BSE, respectively.	As informed, the Listed Entity had commenced uploading the outcome of the Board meeting within 30 minutes from the closure of the meeting. However, due to some technical issues, it got delayed.



2.	Regulation 25(8) of SEBI LODR	The declarations given by the Independent Directors were placed at the 2 nd Board Meeting of the Financial Year 2020-2021	As informed, the first meeting of Board of Directors of the Listed Entity for the financial year 2020-2021, was convened on April 29, 2020 exclusively to review the business scenario arising out of the Covid-19 pandemic. Therefore, the declarations were placed in the next Board Meeting.
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During the review period, the Company has taken adequate steps to comply with the provisions of SEBI PIT Regulations, including issue of warning letter(s) and disgorgement of profit on account of contra trade of shares entered into by the designated person(s), in the respective cases. The profit so disgorged has been deposited with the Investor Protection and Education Fund (IPEF) of SEBI, followed by reporting to the Stock Exchange(s) in due compliance with the SEBI Circular No. SEBI/HO/ISD/ISD/CIR/P/2020/135 dated July 23, 2020.

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.
- c) The following are the details of actions taken against the listed entity/its promoters/directors/material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder :

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
	None	None	None	None

- d) The listed entity has taken the following actions to comply with the observations made in previous reports:



Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the Secretarial Compliance report for the Year ended March 31, 2020	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	Pursuant to Regulation 30(6) of SEBI LODR read with clause 12 of Part A of Schedule III thereto, Listed Entity has filed a copy of newspaper advertisement published on 10th July, 2019 in connection with mandatory transfer of shares to IEPF Authority's account, to the stock exchanges on 20th July, 2019 (i.e. delay of 10 days) without explanation for such delay.	Listed Entity should follow the timelines given under SEBI LODR and give proper justification of delay wherever applicable/possible.	The Newspaper Advertisement, for transfer of shares to IEPF Authority's account, published on 20th June, 2020, was submitted to the stock exchanges on the same day i.e. 20th June, 2020, without delay.	Complied for the FY 2020-2021

We, further, report that the listed entity has complied with points 6(A) and 6(B) as mentioned in SEBI Circular No. CIR/CFD/CMDI/114/2019 dated 18th October, 2019 and that they have incorporated all the terms and conditions in the engagement letter issued to the Auditors of the Company.

Due to restricted movement amid COVID-19 pandemic, we have conducted online verification & examination of records and other documents of the Company, as facilitated by the Company, for the purpose of issuing this Report.

For RMG & Associates
Company Secretaries

Firm Registration No. P2001DE16100

Peer Review No. : 734 / 2020



Manish Gupta
CS Manish Gupta

Partner

FCS: 5123; C.P. No.: 4095

Date : 17-06-2021

Place : New Delhi

UDIN : F005123C000468300