

Ref: HMVL/CS/08/2020

25th June, 2020

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI - 400 001

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

Scrip Code: 533217

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, 2020.

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

RMG & ASSOCIATES

Company Secretaries

SECRETARIAL COMPLIANCE REPORT

FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2020

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

Hindustan Media Ventures Limited
(CIN: L21090BR1918PLC000013)
Budh Marg, P.S. Kotwali, Patna,
Bihar-800001

We, 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 and NSE,
- website of the listed entity viz. www.hmvl.in,
- any other documents/filings, as may be relevant, which has been relied upon to make this certification,

for the financial year ended **March 31, 2020** ("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 etc. issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines etc. 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");



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Phone: 9212221110, 011 - 4504 2509; www.rmgcs.com; info@rmgcs.com

- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; ***[Applicable to the extent of listing of equity shares of the Company on stock exchanges i.e. BSE and NSE, pursuant to the sanctioned Scheme of Arrangement between the Company and India Education Services Private Limited under Section 230-232 of the Act];***
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 in so far as applicable annual compliance requirements are concerned;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 ***[Not Applicable, as the Company has not bought back/proposes to buy-back any of its securities during the financial year under review];***
- 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 and listed any debt securities during the financial year under review];***
- 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 and listed any Non- Convertible and Redeemable Preference Shares during the financial year under review];***
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- 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 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 the matters specified below :



Compliance Requirement (Regulations/circulars/ guidelines including specific clause)	Deviations	Observations / Remarks of the Practicing Company Secretary
Regulation 30(6) of SEBI LODR read with clause 12 of Part A of Schedule III thereto.	Listed entity has filed the copy of newspaper advertisement published on 10 th July, 2019 in connection with mandatory transfer of shares to IEPF Authority's account, to the stock exchanges on 20 th 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.

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar 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, 2019	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
	None	None	Not Applicable	Not Applicable



We further report that, the listed entity has complied with points 6(A) and 6(B) as mentioned in SEBI Circular No. CIR/CFD/CMD1/114/2019 dated 18th October, 2019 and that they have incorporated all the terms and conditions in the respective appointment letter/supplemental letter issued to the Statutory Auditor.

For RMG & Associates
Company Secretaries
Firm Registration No. P2001DE16100
Peer Review No. : 734 / 2020



Manish Gupta
19/6/2020

CS Manish Gupta
Partner
FCS: 5123; C.P. No.: 4095

Place : New Delhi
Date : 19-06-2020
UDIN : F005123B000357961