

9 MAR 2019

Ref: HMVL/CS/46/2019

National Stock Exchange of India Limited
Exchange Plaza, Plot No. C-1, Block G
Bandra — Kurla Complex, Bandra (E)
Mumbai - 400 051

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 001

Scrip Code: 533217
Trading Symbol: HMVL

Dear Sirs,

Sub: Outcome of the Hon'ble National Company Law Tribunal, Kolkata Bench ("NCLT") convened meeting of the equity shareholders of Hindustan Media Ventures Limited ("Company") on March 8, 2019 and disclosures under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations")

Ref: Our letter dated March 8, 2019 bearing reference number HMVL/CS/46/2019 in relation to Summary of proceedings of Hon'ble National Company Law Tribunal, Kolkata Bench ("NCLT") convened meeting of the Equity Shareholders of Hindustan Media Ventures Limited ('HMVL/Company') held on Friday, March 8, 2019 at registered office of the Company

We wish to inform you that a fresh meeting of equity shareholders of the Company was held on March 8, 2019 in accordance with the order of Hon'ble NCLT dated January 4, 2019 made in Miscellaneous Application No.1181/KB/2018 connection with Company Application No. 755/KB/2018, for the purpose of considering of the Scheme under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.

Mr Ajay Kumar, Practicing Company Secretary, the scrutinizer for the aforementioned meeting has submitted his report dated March ..8..., 2019 to the Company ("Report").

As per the report, the Scheme has been approved by the said meeting of equity shareholders by requisite majority as prescribed under the applicable provisions of the Companies Act, 2013 and para 9(b) of Annexure IA of the SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017. The Scheme was duly approved by the majority of public shareholders as prescribed under the said provisions of the said SEBI Circular.

The results of voting by the Equity Shareholders of the Company is enclosed herewith.

The aforesaid voting results would also be available on the website of the Company at www.hmvl.in, post submitting the same to the stock exchanges.

Thanking you,

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


(Tridib Barat)
Company Secretary



Encl: As above

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



A. Kumar & Associates

Company Secretaries

Before the National Company Law Tribunal
Kolkata Bench
Miscellaneous Application No.1181of 2018
Connected With
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:

Rule 11 of the National Company Law Tribunal Rules, 2016

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.
L21090BR 1918PLC000013 and its registered office at Budh
Marg, Patna 800 001 in the State of Bihar.

.... Applicant

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 230(6) read with Section 109(5) of the Companies Act, 2013, Rule 13 of the Companies Compromises, Arrangements and Amalgamations) Rules, 2016 and Rules 20 & 21 of the Companies (Management and Administration) Rules, 2014]

To
Shri Surendra Singh
The Chairperson,
Meeting of Equity Shareholders of Hindustan Media Ventures Limited.

Dear Sir,

Re: Report on result of voting on resolution for approval of Scheme of Arrangement

I, Ajay Kumar, Company Secretary in whole time Practice, appointed as the Scrutinizer for the purpose of ascertaining the results of the meeting of the Equity Shareholders of Hindustan Media Ventures Limited ("HMYL" or "Company") held in terms of the order dated 4th January, 2019 of the Hon'ble National Company Law Tribunal, Kolkata Bench ("Tribunal"), at Budh Marg, Patna 800 001 on Friday, 8th March, 2019 at 2:00 p.m. do hereby submit my report as under:



1. Compliances with the provisions of the Companies Act, 2013 and order dated 4th January, 2019 of the Hon'ble Tribunal, relating to voting through remote e-voting and voting through Poll Paper at the Venue by the Members of the Company on the Resolution contained in the Notice dated 24th January, 2019, are the responsibility of the Management of the Company. My responsibility as Scrutinizer is to ensure that voting process, in all modes, is conducted in a fair and transparent manner and to make a Scrutinizer's Report being this Report, of the total votes cast "in favour" and "against" the said Resolution based on reports generated from e-voting system provided by Karvy Fintech Private Limited ("Karvy") for remote e-voting and counting of votes cast by Polling Papers at the venue of the meeting.
2. In terms of the Order dated 4th January, 2019 of the Hon'ble Tribunal, Equity Shareholders of the Company were given the option to vote on the Scheme either by (a) remote e-voting or by (b) polling papers at the venue of the meeting. The Company appointed Karvy Fintech Private Limited ("**Karvy**") to provide and facilitate remote e-voting process to the Members of the Company to cast their votes through a secured electronic mode on the Resolution contained in the Notice dated 24th January, 2019.
3. 1st March, 2019, was fixed as the 'cut-off' date by the order dated 4th January, 2019 for the purpose of determining the entitlement of the shareholders to vote on the resolution.
4. The remote e-voting period remained open from 9:00 AM on Monday, 4th March, 2019 till 5:00 PM on Thursday, 7th March, 2019.
5. The Company also provided the facility of voting through Polling Paper at the venue the meeting to Members who had not cast their vote by remote-e-voting facility. For the purpose of ensuring that members who have already cast their votes by remote e-voting do not vote again at the venue of the meeting and in term of Rule 20(xiii) of the Companies (Management and Administration) Rules, 2014, Karvy, before the start of the meeting, gave me access to the necessary details relating to such members, excepting the manner in which they had cast their votes.
6. At the venue of the meeting, one empty Ballot Box was locked and sealed by me in the presence of members / proxies attending at the Venue.
7. After polling was completed, the locked ballot box was opened by me in the presence of two witnesses, namely (1) Vidya Ranjan and (2) Nikhat Zabeen and the representatives of the Company and the total number of Polling Papers taken out from the Ballot Box were Forty-three (43), which were considered for my scrutiny.
8. The Polling Papers were reconciled with the records maintained by the Company and the authorizations lodged with the Company. On scrutinization, it was found that one (1) ballot paper containing ten (10) votes was invalid.
9. After counting the votes cast at the venue of the meeting, on 8th March, 2019 at 15.30, I unblocked the votes cast by the members through remote e-voting system provided by Karvy in the presence of two witnesses, namely (1) Vidya Ranjan and (2) Nikhat Zabeen, who are not in the employment of the Company.
10. I have relied on information provided by the Company, in relation to shareholders details including details regarding number of shares held and their respective signatures.

11. Based on the details containing list of Members who have cast their votes on remote e-voting platform as downloaded from the e-voting website of Karvy, and the votes cast by the members through Polling Papers distributed at the meeting, the results of the voting on the Resolution, is given as under:

Resolution:

“RESOLVED THAT pursuant to the provisions of Section 230(1) read with Section 232(1) of the Companies Act, 2013, the Scheme of Arrangement between India Education Services Private Limited and Hindustan Media Ventures Limited and their respective shareholders filed by Hindustan Media Ventures Limited before the Hon’ble National Company Law Tribunal, Kolkata Bench (“Tribunal”), a copy whereof is enclosed with the Notice dated 24th January, 2019 convening meeting of Equity Shareholders of Hindustan Media Ventures Limited, be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors of Hindustan Media Ventures Limited (hereinafter referred to as the “Board” which term shall be deemed to mean and include one or more Committee(s) constituted by the Board or any other person authorized by it to exercise its power including the powers conferred by this resolution) be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to the above resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Hon’ble Tribunal or its appellate authority(ies) / while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise in giving effect to the Scheme of Arrangement, as the Board may deem fit and proper.”

Voting:

Mode of Voting	In favour		Against		Invalid	Total Invalid Votes
	No. of Members	No. of Votes Cast	No. of Members	No. of Votes Cast	No. of Members	No. of Invalid Votes Cast
Remote e-voting	35	61044026	14	4,88,731	NIL	NIL
Poll at Venue	42	665	NIL	NIL	1	10
Total	77	61044691	14	4,88,731	1	10

12. The Resolution was duly passed by requisite majority, as aforesaid.
13. At the request of the Company, I have also given the results of the voting in the format prescribed under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The same is enclosed herewith. As will be apparent from the said results, the votes cast by the public shareholders in favour of the resolution were far in excess of the votes cast by them against the resolution.



14. All relevant documents, records and papers relating to e-voting and poll papers were handed over to the Chairperson of the meeting.

Place : Patna

Date : 8th March, 2019

Yours faithfully

For A. KUMAR & ASSOCIATES
COMPANY SECRETARIES

(Ajay Kumar)
Scrutinizer


Proprietor



A. Kumar & Associates

Company Secretaries

Results of Voting

On Scheme of Arrangement by Equity Shareholders of Hindustan Media Ventures Limited

[In format prescribed under Regulation 44(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]

Subject of resolution: Approval of Scheme of Arrangement between India Education Services Private Limited and Hindustan Media Ventures Limited and their respective shareholders by requisite majority, as prescribed under Section 230(6) of the Companies Act, 2013.

Voting:

Resolution required:			Majority in number of members voting on the resolution, representing 3/4 th in value of such members, as prescribed under Section 230(6) of the Companies Act, 2013					
Whether Promoter/promoter group are interested in the agenda/resolution?			No, except to the extent of their shareholding in the company.					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3) = 2[(2)/(1)] 100	(4)	(5)	(6)= [(4)/(2)] 100	(7)= [(5)/(2)] 100
A. Promoter & Promoter Group	E-Voting	54533458	54533458	100.00	54533458	NIL	100.00	NIL
	Poll	54533458	NIL	NIL	NIL	NIL	NIL	NIL
	Total	54533458	54533458	100.00	54533458	NIL	100.00	NIL
B. Public-Institutions	E-Voting	11641840	5812259	49.9256	5352755	459504	92.0942	7.9057
	Poll	11641840	NIL	NIL	NIL	NIL	NIL	NIL
	Total	11641840	5812259	49.9256	5352755	459504	92.0942	7.9057
C. Public Non-Institution	E-Voting	7218472	1187040	16.4445	1157813	29227	97.5378	2.4621
	Poll	7218472	675	0.00935	665	NIL	0.0092	NIL
	Total	7218472	1187715	16.4445	1158478	29227	97.5378	2.4621
D. Public Total (B+C)		18860312	6999974	37.1112	6511233	488731	93.0179	6.9825
E. Grand Total (A+B+C)		73393770	61533432	83.8392	61044691	488731	99.205	0.7942

Place : Patna
Date : 8th March, 2019

Yours faithfully

For A. KUMAR & ASSOCIATES
COMPANY SECRETARIES

(Ajay Kumar)
Scrutinizer

Proprietor

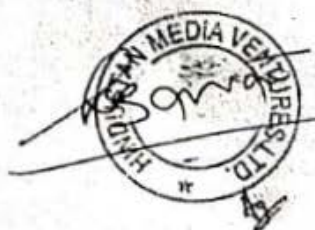
Hindustan Media Ventures Limited – Meeting of the Equity Shareholders convened as per direction of Hon'ble National Company Law Tribunal, Kolkata Bench

Disclosure as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of Meeting	March 8, 2019	
Total number of shareholders on record date	As on March 1, 2019 (For remote e-voting and polling process) – 13,070 Shareholders	
No. of Shareholders present in the meeting either in person or through proxy:	Promoters and Promoter Group	Public
	1	47
No. of Shareholders attended the meeting through Video Conferencing:	Promoters and Promoter Group	Public
	None	None

Resolution	Approval of the Scheme of Arrangement between Hindustan Media Ventures Limited and India Education Services Private Limited (IESPL) and their respective shareholders by requisite majority, as prescribed under Section 230(6) of the Companies Act, 2013.
Resolution required:	Majority in number of members voting on the resolution, representing 3/4th in value of such members, as prescribed under Section 230(6) of the Companies Act, 2013.
Whether promoter /promoter group are interested in the agenda/ resolution?	No, except to the extent of their shareholding in the Company.

Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of Votes polled on outstanding Shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	$(3) = \frac{(2)}{(1)} \times 100$	(4)	(5)	$(6) = \frac{(4)}{(2)} \times 100$	$(7) = \frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	E-Voting	5,45,33,458	5,45,33,458	100.0000	54,53,34,58	NIL	100.0000	NIL
	Poll		NIL	NIL	NIL	NIL	NIL	NIL
	Total		5,45,33,458	100.0000	5,45,33,458	NIL	100.0000	NIL
Public – Institutions	E-Voting	1,16,41,840	58,12,259	49.9256	53,52,755	4,59,504	92.0942	7.9058
	Poll		NIL	NIL	NIL	NIL	NIL	NIL
	Total		58,12,259	49.9256	53,52,755	4,59,504	92.0942	7.9058
Public - Non Institutions	E-Voting	72,18,472	11,87,040	16.4445	11,57,813	29,227	97.5378	2.4622
	Poll		665	0.0092	665	NIL	100.0000	NIL
	Total		11,87,705	16.4537	11,58,478	29,227	97.5392	2.4608
TOTAL		7,33,93,770	6,15,33,422	83.8401	6,10,44,691	4,88,731	99.2057	0.7943



Hindustan Media Ventures Limited – Meeting of the Equity Shareholders convened as per direction of Hon'ble National Company Law Tribunal, Kolkata Bench
 Disclosure as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
 [Pursuant to SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017]

Date of Meeting	March 8, 2019	
Total number of shareholders on record date	As on March 1, 2019 (For remote e-voting and polling process) – 13,070 Shareholders	
No. of Shareholders present in the meeting either in person or through proxy:	Promoters and Promoter Group	Public
	1	47
No. of Shareholders attended the meeting through Video Conferencing:	Promoters and Promoter Group	Public
	None	None

Resolution	Approval of the Scheme of Arrangement between Hindustan Media Ventures Limited and India Education Services Private Limited (IESPL) and their respective shareholders by requisite majority, as prescribed under Section 230(6) of the Companies Act, 2013.
Resolution required:	For approval of Public shareholders in terms of Annexure IA para 9(b) of the SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017.
Whether promoter/promoter group are interested in the agenda/resolution?	No, except to the extent of their shareholding in the Company.

Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of Votes polled on outstanding Shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	5,45,33,458	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public – Institutions	E-Voting	1,16,41,840	58,12,259	49.9256	53,52,755	4,59,504	92.0942	7.9058
	Poll		-	-	-	-	-	-
	Total		58,12,259	49.9256	53,52,755	4,59,504	92.0942	7.9058
Public - Non Institutions	E-Voting	72,18,472	11,87,040	16.4445	11,57,813	29,227	97.5378	2.4622
	Poll		-	-	-	-	-	-
	Total		11,87,040	16.4445	11,57,813	29,227	97.5378	2.4622
TOTAL		7,33,93,770	69,99,299	9.5366	65,10,568	4,88,731	93.0174	6.9826

