

हिन्दुस्तान

Hindustan Media Ventures Limited

CIN: L21090BR1918PLC000013

Registered Office: Budh Marg, Patna - 800 001

Ph.: +91 612 222 3434 / 661 0650 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 1608 Fax: +91 11 6656 1445

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

Notice of Annual General Meeting

NOTICE is hereby given that an Annual General Meeting of the Members of Hindustan Media Ventures Limited (7th meeting post - IPO) will be held on Wednesday, September 20, 2017 at 2.30 P.M. at Hotel Maurya, South Gandhi Maidan, Patna - 800 001, to transact the following businesses:

ORDINARY BUSINESS

ITEM NO. 1

To receive, consider and adopt:

- the audited financial statements of the Company for the financial year ended March 31, 2017 and the reports of the Board of Directors and Auditors thereon; and
- the audited consolidated financial statements of the Company for the financial year ended March 31, 2017 and report of the Auditors thereon.

ITEM NO. 2

To declare dividend on Equity Shares for the financial year ended March 31, 2017.

ITEM NO. 3

To appoint Shri Shamit Bhartia (DIN: 00020623) as Director, who retires by rotation and, being eligible, offers himself for re-appointment.

ITEM NO. 4

To appoint Price Waterhouse & Co Chartered Accountants LLP (Firm Registration No. 304026E/E-300009), as Auditors of the Company, and to fix their remuneration, and in this regard, to consider and, if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force), and on the recommendation of the Audit Committee and the Board of Directors, Price Waterhouse & Co Chartered Accountants LLP (Firm Registration No. 304026E/E-300009), be and is hereby appointed as Auditors of the Company to hold office for a term of 5(five) consecutive years from the conclusion of this Annual General Meeting (AGM) till the conclusion of the sixth Annual General Meeting from this Annual General Meeting (subject to ratification of their appointment by the Members at every Annual General Meeting to be held in the intervening period, if so required under the Act), at such remuneration as may be fixed by the Board of Directors."

SPECIAL BUSINESS

ITEM NO. 5

To appoint Shri Shamit Bhartia as Managing Director of the Company and in this regard, to consider and, if thought fit, to pass the following resolutions as **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 196 and 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), and subject to such approvals, consents, permissions, sanctions of appropriate authorities as may be required, approval of the Members be and is hereby accorded for the appointment of Shri Shamit Bhartia (DIN: 00020623) as Managing Director of the Company for a period of 5(five) years with effect from February 4, 2017, on the terms and conditions including remuneration set out below, with liberty to the Board of Directors to alter and vary the terms and conditions, not exceeding the limits specified under Schedule V to the Companies Act, 2013:

1.	Basic Salary	Rs. 18,00,000/- per month, w.e.f. 04-02-2017 to 31-03-2017 and Rs. 20,00,000/- per month, w.e.f. 01-04-2017, with authority to the Board of Directors (which expression shall include a Committee thereof) to revise the basic salary from time to time taking into account the performance of the Company, subject however to a ceiling of Rs. 35,00,000/- per month.
2.	Housing	Fully furnished residential accommodation, the cost of which shall not exceed 60% of the basic salary per annum or House Rent Allowance in lieu thereof.
3.	Gas / Water / Electricity	Actual expenditure upto a maximum of Rs. 12,00,000/- per annum.
4.	Medical Expenses	Reimbursement of medical expenses incurred in India and abroad (including insurance premium for medical and hospitalization policy, if any) on actual basis for self and family, subject to ceiling of one month's basic salary in a year or three months basic salary over a period of three years.

5.	Leave Travel Allowance	For self and family, once a year in accordance with Rules of the Company.
6.	Club Fees	Membership of one club in India (including admission and membership fee).
7.	Entertainment expenses and other business expenses	Entertainment, travelling and all other expenses incurred for the business of the Company shall be reimbursed as per Rules of the Company. Reimbursement of traveling expenses of spouse accompanying the Managing Director on any official trip as per Rules of the Company.
8.	Car & Telephone	The Company shall provide car with driver and telephone at the residence of the Managing Director for the Company's business.
9.	Personal Insurance	For an amount, premium of which shall not exceed one month's basic salary.
10.	PF Contribution	Contribution to Provident Fund shall be as per Rules of the Company.
11.	Gratuity	Gratuity payable shall not exceed half a month's basic salary for each completed year of service.
12.	Superannuation	Contribution to Superannuation Fund, if any shall be as per Rules of the Company.
13.	Other allowances, benefits and perquisites	Any other allowances, benefits and perquisites admissible to the senior Officers of the Company as per Rules of the Company, from time to time.

The next salary increment will be due on April 1, 2018.

RESOLVED FURTHER THAT if in any financial year, the Company has no profits or inadequate profits, the remuneration as decided by the Board of Directors from time to time, shall be paid to Shri Shamit Bhartia with the approval of the Central Government, if required.

RESOLVED FURTHER THAT so long as Shri Shamit Bhartia functions as the Managing Director of the Company, and draws the remuneration as mentioned above, he will not be entitled to any fees for attending the meetings of the Board of Directors or any Committee thereof.

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."

ITEM NO. 6

To appoint Shri Priyavrat Bhartia as Managing Director of the Company and in this regard, to consider and, if thought fit, to pass the following resolutions as **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 196 and 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), and subject to such other approvals, consents, permissions, sanctions of appropriate authorities as may be required, approval of the Members be and is hereby accorded for the appointment of Shri Priyavrat Bhartia (DIN: 00020603) as Managing Director of the Company w.e.f. May 18, 2017, for a tenure upto September 30, 2020 (i.e. unexpired tenure as Whole-time Director), on the terms and conditions including remuneration set out below, with liberty to Board of Directors to alter and vary the terms and conditions, not exceeding the limits specified under Schedule V to the Companies Act, 2013:

1.	Basic Salary	Rs. 20,00,000/- per month with authority to the Board of Directors (which expression shall include a Committee thereof) to revise the basic salary from time to time taking into account the performance of the Company, subject however to a ceiling of Rs. 35,00,000/- per month.
2.	Housing	Fully furnished residential accommodation, the cost of which shall not exceed 60% of the basic salary per annum or House Rent Allowance in lieu thereof.
3.	Gas / Water / Electricity	Actual expenditure upto a maximum of Rs. 12,00,000/- per annum.
4.	Medical Expenses	Reimbursement of medical expenses incurred in India and abroad (including insurance premium for medical and hospitalization policy, if any) on actual basis for self and family, subject to ceiling of one month's basic salary in a year or three months' basic salary over a period of three years.
5.	Leave Travel Allowance	For self and family, once a year in accordance with Rules of the Company.
6.	Club Fees	Membership of one club in India (including admission and membership fee).
7.	Entertainment expenses and other business expenses	Entertainment, travelling and all other expenses incurred for the business of the Company shall be reimbursed as per Rules of the Company. Reimbursement of travelling expenses of spouse accompanying the Managing Director on any official trip as per Rules of the Company.
8.	Car & Telephone	The Company shall provide car with driver and telephone at the residence of the Managing Director; for the Company's business.
9.	Personal Insurance	For an amount, premium of which shall not exceed one month's basic salary.
10.	PF Contribution	Contribution to Provident Fund shall be as per Rules of the Company.
11.	Gratuity	Gratuity payable shall not exceed half a month's basic salary for each completed year of service.
12.	Superannuation	Contribution to Superannuation Fund, if any shall be as per Rules of the Company.
13.	Other allowances, benefits and perquisites	Any other allowances, benefits and perquisites admissible to the senior officers of the Company as per Rules of the Company, from time to time.

The next salary increment will be due on April 1, 2018.

RESOLVED FURTHER THAT if in any financial year, the Company has no profits or inadequate profits, the remuneration as decided by the Board of Directors from time to time, shall be paid to Shri Priyavrat Bhartia with the approval of the Central Government, if required.

RESOLVED FURTHER THAT so long as Shri Priyavrat Bhartia functions as the Managing Director of the Company, and draws the remuneration as mentioned above, he will not be paid any fees for attending the meetings of the Board or any Committee thereof.

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**



**(Tridib Barat)
Company Secretary**

Place: New Delhi
Date: August 18, 2017

NOTES:

1. **A Member entitled to attend and vote at the Annual General Meeting (“Meeting” or “AGM”) is entitled to appoint a proxy to attend the Meeting and vote in his / her stead and the proxy need not to be a Member of the Company. The instrument appointing a proxy, in order to be effective, must be deposited at the registered office of the Company, duly completed, stamped and signed, not less than 48 hours before the scheduled time for holding the Meeting. A blank proxy form is annexed to this Notice.**

A person can act as proxy on behalf of Members not exceeding fifty (50) in number, and holding in aggregate, not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as a proxy for any other Member. Proxies executed / submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolution / authority, as applicable. The Proxy-holder shall prove his identity at the time of attending the Meeting.

2. Corporate Members intending to depute their authorized representative(s) to attend the Meeting are requested to forward to the Company, certified copy of the Board Resolution/Power of Attorney together with specimen signature of the representative(s), authorizing the said person to attend and vote on their behalf at the Meeting.
3. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
4. The statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting (Item nos. 5 to 6 of the Notice) is annexed hereto.

5. In accordance with the provisions of the Companies Act, 2013, the Audit Committee and Board of Directors of the Company have recommended the appointment of Price Waterhouse & Co Chartered Accountants LLP (Firm Registration No. 304026E/E-300009) as Auditors of the Company for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the sixth Annual General Meeting from this Annual General Meeting. The first year of audit by the aforesaid Auditors will be of the financial statements of the Company for the financial year ending March 31, 2018.

Price Waterhouse & Co Chartered Accountants LLP, have consented to and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Companies Act, 2013. They have also confirmed that they are not disqualified to be appointed as Auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Companies Act, 2013 and the provisions of the Companies (Audit and Auditors) Rules, 2014.

6. Pursuant to the provisions of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India, details of the Directors seeking appointment / re-appointment at the Meeting are annexed herewith.

7. Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday, September 13, 2017 to Wednesday, September 20, 2017 (both days inclusive) for determining entitlement of Members to dividend on Equity Shares, if any, for the financial year ended March 31, 2017.

8. The dividend on Equity Shares, as recommended by the Board of Directors, if declared by the Members at the Meeting, for the financial year ended March 31, 2017, will be credited / paid on or after Thursday, September 21, 2017:

- (i) in respect of shares held in physical form, to those Members whose names appear on the Register of Members of the Company on Wednesday, September 20, 2017, after giving effect to all valid share transfer documents lodged with RTA / Company at its registered / corporate office, on or before Tuesday, September 12, 2017.
- (ii) in respect of shares held in electronic form, to those beneficial owners whose name appear in the statement of beneficial ownership furnished by National Securities Depository Limited and Central Depository Services (India) Limited as at the end of business on Tuesday, September 12, 2017 for this purpose.

9. The certificate of Auditors that the ‘HT Group Companies - Employee Stock Option Rules for Listed Companies’ is implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (read with SEBI’s circular no. CIR/CFD/POLICY CELL/2/2015 dated June 16, 2015) and in accordance with the resolutions passed by the Members, shall be available for inspection by Members at the venue of AGM.

10. Members are requested to visit the website of the Company viz. www.hmvl.in for viewing the quarterly financial results, annual financial statements and other information on the Company.

11. Pursuant to Sections 101 and 136 of the Companies Act, 2013 read with the Rules framed thereunder, the notice convening the AGM along with the Annual Report for FY 17 is being sent by electronic mode to those Members whose e-mail address are registered with the Depository or the Company’s Registrar and Share Transfer Agent, unless the Member(s) has requested for a physical copy of the same. Members who have not registered their e-mail address are being provided physical copy of the Notice of AGM & Annual Report by the permitted mode.

Members are requested to participate in the green initiative in Corporate Governance by providing their name, shareholding details, e-mail id and consent to receive the notice calling the AGM, Annual Report & other documents permissible to be sent through electronic mode, by sending e-mail at einward.ris@karvy.com. For any other investor related queries, communication may be sent by e-mail to hmvlinvestor@livehindustan.com.

12. Karvy Computershare Private Limited (Karvy) is the Registrar & Share Transfer Agent of the Company. All investor related communication may be addressed to Karvy at the following address:

Karvy Computershare Private Limited
Karvy Selenium Tower B, Plot No. 31 & 32
Financial District, Nanakramguda
Serilingampally Mandal
Hyderabad - 500 032

Tel : + 91-40-67162222
Fax : + 91-40-23001153
E-mail : einward.ris@karvy.com

13. Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded the details of unpaid and unclaimed dividend amounts lying with the Company as on September 12, 2016 (date of last Annual General Meeting) on the website of the Company (www.hmvl.in) and also on the website of the Ministry of Corporate Affairs (MCA). Members who have not encashed/received dividend so far in respect

of financial years ended on March 31, 2011 to March 31, 2016, are requested to write to Karvy, who shall arrange to remit the unclaimed dividend amount.

Further, pursuant to the provisions of Section 124 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, ('IEPF Rules, 2016'), which came into effect from September 7, 2016 during the year, the Company transferred Rs. 3,939/- to the Investor Education and Protection Fund pertaining to unclaimed sale proceeds of fractional shares arising out of issue of Bonus Shares during FY 2010.

14. Members holding shares in physical form can avail the facility of nomination pursuant to the provisions of Section 72 of the Companies Act, 2013 and are advised to send their nomination, if so desired, in the prescribed Form No. SH-13 to Karvy at the above mentioned address. Members holding shares in electronic form may contact their respective Depository Participant (DP) for availing this facility.
15. For effecting change(s) in address / bank details / NECS (National Electronic Clearing Services) mandate; Members are requested to notify:
 - (i) Karvy, if shares are held in physical form; and
 - (ii) their respective Depository Participant (DP), if shares are held in electronic form.
16. Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic mode are, therefore, requested to submit their PAN to the DPs with whom they are maintaining their demat accounts. Members holding shares in physical mode can submit their PAN to the Company / Karvy. Further, for registration of transfer of securities, both, transferee(s) as well as transferor(s) are required to furnish a copy of their PAN card (wherever applicable) to the Company / Karvy.
17. Members/Proxies/Authorized representative(s) may kindly note the following:
 - (i) Copies of Annual Report will not be distributed at the venue of the Meeting;
 - (ii) Attendance Slip, sent herewith, is required to be produced at the venue duly filled-in and signed, for attending the Meeting;
 - (iii) Entry to the hall will be in exchange for duly completed and signed Attendance Slips; and
 - (iv) In all correspondence with the Company and/or Karvy, Folio No. or DP & Client Id No., as the case may be, must be quoted.
18. Members are requested to send their queries, if any, on the financial statements/operations of the Company, to reach the Company Secretary at the Company's Corporate Office, atleast 7 days before the Meeting, so that the information can be compiled in advance.
19. Register of Directors & Key Managerial Personnel and their shareholding; and Register of Contracts or Arrangements in which the Directors are interested, maintained in terms of applicable provisions of the Companies Act, 2013, will be available for inspection by the Members at AGM.
20. Relevant documents referred to in the Notice are available for inspection without any fee by the Members on all business days (except Saturday, Sunday and Public Holidays) during 10.00 A.M. to 4.00 P.M. upto the date of AGM at the Registered Office/Corporate Office of the Company and as well as during AGM at the venue thereof.
21. This notice of AGM and the Annual Report of the Company for FY 17 is available on the Company's website viz. www.hmvl.in.
22. **Members may please note that briefcase, bag, mobile phone, and/or eatables shall not be allowed to be taken inside the hall for security reasons.**
23. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended, and the provisions of Regulation 44 of the SEBI Regulations, Members have been provided the facility to cast their vote on all resolutions set forth in this Notice, through remote e-voting (i.e. facility of casting votes by using an electronic voting system from a place other than the venue of AGM) on Karvy's e-voting platform.
The Company will also provide the facility to vote through ballot paper at the venue of AGM. Members attending the AGM who have not already cast their vote by remote e-voting shall be able to exercise the right to vote at the Meeting.
24. Any person, whose name appears in the Register of Members/list of Beneficial Owners as on Wednesday, September 13, 2017 (cut-off date) only, shall be entitled to vote through ballot paper at the venue of AGM/remote e-voting on the resolutions set forth in this Notice. A person who is not a Member as on the cut-off date, should treat this Notice for purpose of information only.
25. The remote e-voting facility will be available during the following period:

Commencement of remote e-voting	From 9.00 a.m. (Server time) on September 16, 2017 (Saturday)
End of remote e-voting	Upto 5.00 p.m. (Server time) on September 19, 2017 (Tuesday)

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

26. The Board of Directors has appointed Shri N.C. Khanna, Company Secretary in practice (C.P. No. 5143) or in his absence, Shri Arun Kumar Soni, Company Secretary in practice (C.P. No. 1726) and Shri Robin Kumar, Chartered Accountant in practice (C.P. No. 427812) or in his absence Shri Dipankar Sircar, Chartered Accountant in practice (Membership No. 073514), as Scrutinizers to scrutinize the voting at AGM and through remote e-voting process, in a fair and transparent manner.
27. The Scrutinizers shall, after the conclusion of voting at the AGM, count the votes cast at the Meeting. Thereafter, they will unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company, and make, not later than 48 hours from conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against the resolution, invalid votes, if any and whether the resolution(s) has/have been carried or not, to the Chairperson or any other Director of the Company authorized by Chairperson, who shall countersign the same and declare the results of the voting.
28. The results of voting along with the Scrutinizers' Report shall be placed on the website of the Company (www.hmvl.in) and on Karvy's website (<https://evoting.karvy.com>) immediately after the same is declared, and shall be simultaneously forwarded to the Stock Exchanges where the Company's shares are listed. The results shall also be displayed at the Registered Office and Corporate Office of the Company.

29. The resolutions shall be deemed to be passed on the date of AGM, subject to receipt of requisite number of votes being cast in favour of the resolution(s).
30. Route map of the venue of the Meeting is annexed to the Notice.
31. Members are requested to carefully read the "Procedure and instructions for remote e-voting" outlined hereunder.

PROCEDURE AND INSTRUCTIONS FOR REMOTE E-VOTING

The procedure and instructions for remote e-voting, are as under:

- (i) **In case a Member receives an email from Karvy** [for Members whose email addresses are registered with the Company/ Depository Participants(s)]:
 - a. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - b. Enter the login credentials (i.e. User ID and password mentioned in a separate communication annexed to this Notice). In case of physical folio, User ID will be **EVEN** (E-Voting Event Number) followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - 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. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID 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 "**EVEN**" for 'Hindustan Media Ventures Limited'.
 - g. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under either "FOR" or "AGAINST" or alternatively, you may partially enter any number under "FOR" or partially "AGAINST" but the total number in "FOR" / "AGAINST" taken together shall not exceed your total shareholding as on the cut-off date. You may also choose the option "ABSTAIN" and the shares held 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 folio/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. Once you have voted on the resolution(s), you will not be allowed to modify your vote.
 - l. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter/Power of Attorney, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email address: **hmvinvestor@livehindustan.com** with a copy marked to **evoting@karvy.com**. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "**Corporate Name_EVENT NO.**".
- (ii) **In case of a Member receives physical copy of the Notice** [for Members whose email IDs are not registered with the Company/Depository Participants(s)]:
 - EVEN, User ID and Password are mentioned in a separate communication annexed to this Notice.
 - Please follow all steps from Sr. No. (a) to (l) as mentioned in (i) above, to cast your vote by electronic means.
- (iii) During the voting period, Members can login any number of times till they have voted on the Resolution(s). Once the vote on a resolution(s) is cast by a Member, the Member shall not be allowed to change it subsequently.
Further, the Members who have cast their vote through remote e-voting may attend the AGM but shall not be allowed to vote again thereat.
- (iv) A Member can opt for only single mode of voting i.e. through Remote e-voting or voting at the AGM. If a Member casts votes by both modes then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- (v) In case of any query/grievance, in respect of remote e-voting, Members may refer to Help & FAQ's section / E-voting user manual available at the "Downloads" section of Karvy's website: <https://evoting.karvy.com> or contact Mr. G. Ramesh Desai, Manager at Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot No. 31-32, Financial District, Nanakramguda, Hyderabad - 500 032 or at email 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 6.00 P.M.).
- (vi) You can also update your mobile number and e-mail address in the user profile details of the folio which may be used for sending future communication(s).
- (vii) The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date i.e. Wednesday, September 13, 2017.
- (viii) Any person who becomes a Member of the Company after despatch of AGM Notice and holding shares as on the cut-off date for remote e-voting, may obtain the User ID and Password in the manner as mentioned below:
 - i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: **MYEPWD <space> E-Voting Event Number + Folio No. or DP ID Client ID to +91 92129 93399**
 Example for NSDL: MYEPWD <SPACE> IN12345612345678
 Example for CDSL: MYEPWD <SPACE> 1402345612345678
 Example for Physical: MYEPWD <SPACE> XXXX1234567890

- ii. If e-mail address or mobile number of the Member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the Member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- iii. Member may call Karvy's Toll free number 1800-345-4001 (from 9.00 A.M. to 6.00 P.M.).
- iv. Member may also send an e-mail request to evoting@karvy.com and Karvy shall endeavour to send User ID and Password to those new Members whose email address are available.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 5

The Board of Directors of the Company at its meeting held on February 4, 2017, upon recommendation of the Nomination and Remuneration Committee, and subject to approval of the Members, has approved the appointment of Shri Shamit Bhartia, as Managing Director of the Company for a period of 5 (five) years with effect from February 4, 2017, including payment of remuneration. Subsequently, the Board of Directors at its meeting held on May 18, 2017 revised the Basic Salary of Shri Shamit Bhartia w.e.f. April 1, 2017 from Rs. 18 Lacs p.m. to Rs. 20 Lacs p.m., with consequential impact on other components of his remuneration. The said increase in Basic Salary is within the overall limits of remuneration, approved by the Board of Directors on February 4, 2017.

Shri Shamit Bhartia is professionally qualified, has a proven track record of success & growth of print business, and is aware of the strategic operations and priorities of the Company. In the context of Company's focus on nurturing and developing the vernacular market on diverse media platforms viz. print, radio & digital, and increasing focus on the digital strategy, Shri Shamit Bhartia was considered suited for the position of Managing Director. He holds a degree in Economics from Dartmouth College, USA. The Written Memorandum under Section 190 of the Companies Act, 2013 setting out the terms of appointment of Shri Shamit Bhartia as Managing Director, including payment of remuneration is available for inspection without any fee by the Members on all business days (except Saturday, Sunday and Public Holidays) during 10.00 A.M. to 4.00 P.M. upto the date of this Annual General Meeting (AGM) at the Registered Office/Corporate Office of the Company and as well as during the AGM at the venue thereof.

Members' approval is sought for the appointment of Shri Shamit Bhartia as Managing Director under the Companies Act, 2013, for a period of 5 (five) years with effect from February 4, 2017, including payment of remuneration as set out in the accompanying resolution.

Pursuant to the provisions of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting (SS-2), details of Shri Shamit Bhartia are annexed herewith.

Shri Shamit Bhartia is interested in the Resolutions set out at Item No. 5 of the Notice since it pertains to his appointment as Managing Director. The relatives of Shri Shamit Bhartia, including Smt. Shobhana Bhartia and Shri Priyavrat Bhartia, Directors of the Company, may be deemed to be interested in the said Resolutions to the extent of their directorship/shareholding interest, if any, in the Company. Save and except the above, none of the other Directors or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financial or otherwise, in the resolutions.

The Board of Directors commend the resolutions set out in Item no. 5 of the Notice for approval by the Members.

ITEM NO. 6

The Board of Directors and Members of the Company at their meetings held on October 26, 2015 and September 12, 2016 respectively, had approved appointment of Shri Priyavrat Bhartia, as Whole-time Director of the Company for a period of 5 (five) years w.e.f. October 1, 2015, including payment of remuneration.

Keeping in view the criticality of role of Shri Priyavrat Bhartia emerging from technology-led disruption and emergence of digital media, the Board of Directors at its meeting held on May 18, 2017, upon recommendation of the Nomination and Remuneration Committee, and subject to approval of the Members, approved the elevation of Shri Priyavrat Bhartia, to the position of Managing Director of the Company with effect from May 18, 2017 for his unexpired tenure as Whole-time Director, which is upto September 30, 2020, including payment of remuneration.

Shri Priyavrat Bhartia has been a Director of the Company since August, 2010, and is actively involved in the business development, policy decisions, formulation of digital strategy and has contributed immensely to the growth of the Company. He started his career as a financial analyst with Wasserstein Perella & Co., New York, in 1998. Shri Priyavrat Bhartia holds a Masters degree in Business Administration from Stanford University (USA). The Written Memorandum under Section 190 of the Companies Act, 2013 setting out the terms of appointment of Shri Priyavrat Bhartia as Managing Director, including payment of remuneration is available for inspection without any fee by the Members on all business days (except Saturday, Sunday and Public Holidays) during 10.00 A.M. to 4.00 P.M. upto the date of Annual General Meeting at the Registered Office/Corporate Office of the Company and as well as during AGM at the venue thereof.

Members' approval is sought for the appointment of Shri Priyavrat Bhartia as Managing Director, under the Companies Act, 2013 with effect from May 18, 2017 for a tenure upto September 30, 2020, including payment of remuneration as set out in the accompanying resolution.

Pursuant to the provisions of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting (SS-2), details of Shri Priyavrat Bhartia are annexed herewith.

Shri Priyavrat Bhartia is interested in the Resolutions set out at Item No. 6 of the Notice since it pertains to his appointment as Managing Director. The relatives of Shri Priyavrat Bhartia, including Smt. Shobhana Bhartia and Shri Shamit Bhartia, Directors of the Company, may be deemed to be interested in the said Resolutions to the extent of their directorship/shareholding interest, if any, in the Company. Save and except the above, none of the other Directors or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financial or otherwise, in the resolutions.

The Board of Directors commend the resolution set out in Item no. 6 of the Notice for approval by the Members.

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



**(Tridib Barat)
Company Secretary**

Place: New Delhi
Date: August 18, 2017

Details of the Directors seeking appointment / re-appointment at the ensuing Annual General Meeting to be held on Wednesday, the September 20, 2017, pursuant to the provisions of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India

Name of Director	Shri Shamit Bhartia	Shri Priyavrat Bhartia
Age (years)	38	40
Relationship with other Directors <i>inter-se</i> and Key Managerial Personnel	<ul style="list-style-type: none"> • Son of Smt. Shobhana Bhartia, <i>Chairperson</i> • Brother of Shri Priyavrat Bhartia, <i>Managing Director</i> 	<ul style="list-style-type: none"> • Son of Smt. Shobhana Bhartia, <i>Chairperson</i> • Brother of Shri Shamit Bhartia, <i>Managing Director</i>
Date of Appointment	December 19, 2011 (Managing Director w.e.f. February 4, 2017 for 5 years)	August 27, 2010 (Managing Director w.e.f. May 18, 2017 upto September 30, 2020)
Expertise in specific functional areas	Formulation & implementation of 'Vision & Strategy' and Mergers & Acquisitions	'Digital Strategy' and business policy decisions
Qualifications	Degree in Economics (Dartmouth College, USA)	MBA from Stanford University
Terms and conditions of appointment / re-appointment	Director liable to retire by rotation. In terms of the resolution(s) proposed under item no. 5 of the Notice convening AGM, approval of Members being sought for appointment of Shri Shamit Bhartia as Managing Director w.e.f. February 4, 2017 for a period of 5 years. For remuneration details, please refer the proposed resolution(s) under the said item of the Notice	Director liable to retire by rotation. In terms of the resolution(s) proposed under item no. 6 of the Notice convening AGM, approval of Members being sought for appointment of Shri Priyavrat Bhartia as Managing Director w.e.f. May 18, 2017 for a term upto September 30, 2020. For remuneration details, please refer the proposed resolution(s) under the said item of the Notice
Remuneration last drawn (including sitting fees, if any)	Rs. 58.60 Lacs (for the period from February 4, 2017 to March 31, 2017)	Rs. 376.30 Lacs (for the period from April, 1, 2016 to March 31, 2017)
No. of Equity Shares of Rs.10/- each held in the Company	5,017	6,719
List of other Indian companies in which Directorships are held[#]	<ul style="list-style-type: none"> (i) HT Media Limited (<i>Listed entity</i>) (ii) The Hindustan Times Limited (iii) HT Digital Media Holdings Limited (iv) HT Learning Centers Limited (v) Goldmerry Investment & Trading Company Limited (vi) Jubilant Agri & Consumer Products Limited (vii) Jubilant Industries Limited (<i>Listed entity</i>) (viii) Earthstone Holding (Two) Limited (ix) Indian Country Homes Private Limited (x) SSB Trustee Company Private Limited (xi) Shobhana Trustee Company Private Limited (xii) SS Trustee Company Private Limited (xiii) SBS Trustee Company Private Limited (xiv) Jubilant Motorworks Private Limited (xv) Jubilant Foodworks Limited (<i>Listed entity</i>) 	<ul style="list-style-type: none"> (i) HT Media Limited (<i>Listed entity</i>) (ii) The Hindustan Times Limited (iii) HT Digital Ventures Limited (iv) HT Digital Media Holdings Limited (v) Jubilant Agri & Consumer Products Limited (vi) Jubilant Industries Limited (<i>Listed entity</i>) (vii) Earthstone Holding (Two) Limited (viii) ARS Trustee Company Private Limited (ix) Jubilant Realty Private Limited (x) Jubilant Enpro Private Limited (xi) SB Trusteeship Services Private Limited (xii) PSB Trustee Company Private Limited (xiii) SSBPB Investment Holding Private Limited (xiv) SPB Trustee Company Private Limited (xv) SSP Trustee Company Private Limited (xvi) Jubilant Life Sciences Limited (<i>Listed entity</i>)
List of the committee of Board of Directors (across all Indian companies) in which Chairmanship/ Membership is held^{**}	<p>HT Media Limited</p> <ul style="list-style-type: none"> (i) Audit Committee - Member 	<p>HT Media Limited</p> <ul style="list-style-type: none"> (i) Stakeholder's Relationship Committee - Member <p>The Hindustan Times Limited</p> <ul style="list-style-type: none"> (i) Audit Committee - Member <p>Jubilant Industries Limited</p> <ul style="list-style-type: none"> (i) Stakeholders' Relationship Committee - Member <p>Hindustan Media Ventures Limited</p> <ul style="list-style-type: none"> (i) Audit Committee - Member (ii) Stakeholder's Relationship Committee - Member
No. of Board Meetings attended during FY-17	5	3

[#]As per latest disclosure received from the Director.

^{**}Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, only two Committees viz. Audit Committee and Stakeholders' Relationship/ Shareholders'/Investors' Grievance Committee have been considered.

हिन्दुस्तान

ATTENDANCE SLIP

Hindustan Media Ventures Limited

CIN: L21090BR1918PLC000013
Registered Office: Budh Marg, Patna - 800 001
Ph.: +91 612 222 3434 / 6610650 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 1608 Fax: +91 11 6656 1445
E-mail: hmvlinvestor@livehindustan.com Website: www.hmvl.in

Please complete & sign this Attendance Slip and hand it over at the entrance of the meeting hall

Ledger Folio/DP & Client Id No.:	No. of Equity Shares held:
Name of Member/Proxy:	
Address:	

I/We certify that I/We am/are member(s)/proxy for the member(s) of the Company.

I hereby record my presence at the **Annual General Meeting** of the Company held on Wednesday, September 20, 2017 at 2:30 P.M. at Hotel Maurya, South Gandhi Maidan, Patna - 800 001.

Signature of Member/Proxy

* I hereby give my consent to receive the Notice of Annual General Meeting alongwith Annual Report and other documents permissible to be sent through electronic mode, on my following e-mail id, instead of physical mode -

Signature of Member

**Delete, if not required.*

Note: Only Members of the Company and/or their proxy will be allowed to attend the Meeting.

[Pursuant to Section 105(6) of the Companies Act, 2013 & Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

हिन्दुस्तान

PROXY FORM

Hindustan Media Ventures Limited

CIN: L21090BR1918PLC000013
Registered Office: Budh Marg, Patna - 800 001
Ph.: +91 612 222 3434 / 6610650 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 1608 Fax: +91 11 6656 1445
E-mail: hmvlinvestor@livehindustan.com Website: www.hmvl.in

Name of the member(s):

Registered address:

E-mail Id:

Folio No. DP Id Client Id:

I/We, being the member(s) of shares of the above named company, hereby appoint

1. Name: E-mail Id:

Address:

Signature:

or failing him,

2. Name: E-mail Id:

Address:

Signature:

or failing him,

1. Name: E-mail Id:

Address:

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Wednesday, September 20, 2017 at 2:30 P.M. at Hotel Maurya, South Gandhi Maidan, Patna - 800 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Resolutions	For*	Against*
1.	To receive, consider and adopt: a) the audited financial statements of the Company for the financial year ended March 31, 2017 and the reports of the Board of Directors and Auditors thereon; and b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2017 and report of the Auditors thereon.		
2.	To declare dividend on Equity Shares for the financial year ended March 31, 2017.		
3.	To appoint Shri Shamit Bhartia (DIN: 00020623) as Director, who retires by rotation and, being eligible, offers himself for re-appointment.		
4.	To appoint Price Waterhouse & Co Chartered Accountants LLP (Firm Registration No. 304026E/E-300009), as Auditors of the Company, and to fix their remuneration.		
5.	To appoint Shri Shamit Bhartia as Managing Director of the Company.		
6.	To appoint Shri Priyavrat Bhartia as Managing Director of the Company.		

Signed this day of, 2017



Signature of Member

Signature of Proxy holder(s)

Notes:

- *It is optional to indicate your preference. If you leave 'For' or 'Against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.**
- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**
- The Proxy form should be signed across the revenue stamp as per specimen signature registered with the Registrar & Share Transfer Agent/Depository.
- If Company receives multiple proxies for the same holding of a Member, the Proxy which is dated last shall be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple Proxies shall be treated as invalid.

Route map of the venue of AGM

